

Rogers Kurt  
Form 4  
April 03, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rogers Kurt

(Last) (First) (Middle)

C/O VONAGE HOLDINGS  
CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Legal Officer & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <u>(1)</u>         | 04/01/2013                           |  | M                              |   | 13,685  | A  | \$ 0                              |
| Common Stock                    | 04/01/2013                           |  | F                              |   | 4,564   | D  | \$ 2.88                           |
| Common Stock <u>(2)</u>         | 04/01/2013                           |  | M                              |   | 12,097  | A  | \$ 0                              |
| Common Stock                    | 04/01/2013                           |  | F                              |   | 4,035   | D  | \$ 2.88                           |
| Common Stock <u>(3)</u>         | 04/02/2013                           |  | M                              |   | 20,138  | A  | \$ 0                              |

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Common Stock      04/02/2013      F      6,717      D      \$ 2.8      56,441      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title   | Am<br>Nu<br>Sha                                |
| Employee Stock Option (Right to Buy)       | \$ 2.88  | 04/01/2013                           |  | A                              | 359,786   | <u>(4)</u> 04/01/2023                                    | Common Stock  | 35   |
| Restricted Stock Unit                      | \$ 0   | 04/01/2013                           |  | A                              | 91,145  | <u>(5)</u> <u>(5)</u>                                    | Common Stock  | 9  |
| Restricted Stock Unit                      | \$ 0   | 04/01/2013                           |  | M                              | 13,685  | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 13   |
| Restricted Stock Unit                      | \$ 0   | 04/01/2013                           |  | M                              | 12,097  | <u>(7)</u> <u>(7)</u>                                    | Common Stock  | 12   |
| Restricted Stock Unit                      | \$ 0   | 04/02/2013                           |  | M                              | 20,138  | <u>(8)</u> <u>(8)</u>                                    | Common Stock  | 20   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Rogers Kurt<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 |               |           | Chief Legal Officer & Secretary |       |

## Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Kurt  
Rogers

04/03/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents vesting of the third installment of the restricted stock unit granted on April 1, 2010.
- (2) Represents vesting of the second installment of the restricted stock unit granted on April 1, 2011.
- (3) Represents vesting of the first installment of the restricted stock unit granted on April 2, 2012.
- (4) The options vest in equal annual installments on the first through fourth anniversaries of April 1, 2013.
- (5) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2013.
- (6) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2010.
- (7) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2011.
- (8) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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