

VONAGE HOLDINGS CORP

Form 4

June 01, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEA PARTNERS 10 L P

2. Issuer Name **and** Ticker or Trading  
Symbol

VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1119 ST. PAUL STREET

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

05/30/2006

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

BALTIMORE, MD 21202

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2006		C		8,500,000	A	<u>(1)</u>	8,500,000	I	See Note 2 <u>(2)</u>
Common Stock	05/30/2006		C		4,000,000	A	<u>(3)</u>	12,500,000	I	See Note 2 <u>(2)</u>
Common Stock	05/30/2006		C		4,750,820	A	<u>(4)</u>	17,250,000	I	See Note 2 <u>(2)</u>
Common Stock	05/30/2006		C		3,841,551	A	<u>(5)</u>	21,092,317	I	See Note 2 <u>(2)</u>

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	05/30/2006		C	2,975,000	<u>(1)</u> <u>(6)</u>	Common Stock 8,500,00
Series C Preferred Stock	<u>(3)</u>	05/30/2006		C	1,400,000	<u>(3)</u> <u>(6)</u>	Common Stock 4,000,00
Series D Preferred Stock	<u>(4)</u>	05/30/2006		C	1,662,787	<u>(4)</u> <u>(6)</u>	Common Stock 4,750,82
Series E Preferred Stock	<u>(5)</u>	05/30/2006		C	1,344,543	<u>(5)</u> <u>(6)</u>	Common Stock 3,841,55

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NEA PARTNERS 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202	X

## Signatures

Louis S. Citron as General Counsel, New Enterprise Associates

06/01/2006

\_\_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) Each share of Series B Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.

(2)

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The Reporting Person is the sole general partner of New Enterprise Associates 10, Limited Partnership, the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities and Exchange Act of 1934, as amended, of such portion of these shares in which the Reporting Person has no actual pecuniary interest therein.

- (3) Each share of Series C Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (4) Each share of Series D Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (5) Each share of Series E Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (6) The expiration date is not relevant to the conversion of these securities.

### Remarks:

In addition to the shares reported herein, (i) New Enterprise Associates 10, Limited Partnership owns a convertible note for \$1

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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