### Edgar Filing: BARRIS PETER J - Form 4

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<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Section 16.SECURITIESburden hours per responseForm 4 orForm 5Filed 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 1940burden hours per responseSee Instruction 1(b).30(h) of the Investment Company Act of 1940								•		
oonses)										
1. Name and Address of Reporting Person <u>*</u> BARRIS PETER J			2. Issuer Name <b>and</b> Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]				5. Relationship of Reporting Person(s) to Issuer			
(Month			nth/Day/Year)				X_ DirectorX_ 10% Owner Officer (give title Other (specify below) below)			
			-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MD 21202						Form filed by I Person	More than One Re	eporting		
(State) (Z	Cip) Tal	ole I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
(Month/Day/Year) Executi any		Code	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Eollowing Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(D)	Price					
7/01/2009		А	7,500	А	\$0	65,000	D			
						21,092,371	Ι	See Note 1 (1)		
						6,838,051	Ι	See Note 2 $(2)$		
	UNITED S' x STATEMI Filed pursu Section 17(a) onses) ess of Reporting Pe R J (First) (Mi CSTREET (Street) MD 21202 (State) (Z Transaction Date	UNITED STATES SECU X STATEMENT OF CHAN Filed pursuant to Section 1 Section 17(a) of the Public U 30(h) of the In onses) Ses of Reporting Person <sup>*</sup> 2. Issue R J Symbol VONA (First) (Middle) 3. Date of (Month/ STREET 07/01/2 (Street) 4. If Am Filed(Month/ MD 21202 (State) (Zip) Tak Transaction Date 2A. Deemed fonth/Day/Year	UNITED STATES SECURITIES A Washington,         x         STATEMENT OF CHANGES IN I SECUR         Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hold         Section 17(a) of the Public Utility Hold         30(h) of the Investment         onses)         ess of Reporting Person <sup>*</sup> 2. Issuer Name and Symbol         VONAGE HOLE         (First)       (Middle)         3. Date of Earliest Tr         (Month/Day/Year)         STREET       07/01/2009         (Street)       4. If Amendment, Da Filed(Month/Day/Year)         MD 21202       (State)       (Zip)         (State)       (Zip)       Table I - Non-D         Transaction Date       2A. Deemed       3.         (Month/Day/Year)       (Instr. 8)         Code       (Month/Day/Year)	UNITED STATES SECURITIES AND EXC Washington, D.C. 205         STATEMENT OF CHANGES IN BENEFI Securities         Filed pursuant to Section 16(a) of the Securities         Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company         onses)         ess of Reporting Person 1         2. Issuer Name and Ticker or 1         Symbol         VONAGE HOLDINGS CO         (First)         (Middle)         3. Date of Earliest Transaction (Month/Day/Year)         STREET         07/01/2009         (State)       (Zip)         Table I - Non-Derivative S         Transaction Date 2A. Deemed       3.         A. Securit         MD 21202         (State)       (Zip)         Table I - Non-Derivative S         Transaction Date 2A. Deemed       3.         A. Securit         Month/Day/Year)       Execution Date, if         Transaction Acquired any       Code       Disposed (Month/Day/Year)         Code V Amount       Code V Amount	Image: Construction of the securities of the securiti	UNITED STATES SECURITIES AND EXCHANGE (Washington, D.C. 20549)         X         STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES         Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 19         Section 17(a) of the Public Utility Holding Company Act of 19         onses)         conses)         Section 17(a) of the Public Utility Holding Company Act of 19         onses)         Section 17(a) of the Public Utility Holding Company Act of 19         onses)         Section 17(a) of the Public Utility Holding Company Act of 19         onses)         Section 17(a) of the Public Utility Holding Company Act of 19         Onses)         Section 17(a) of the Public Utility Holding Company Act of 19         Onses)         Section 17(a) of the Investment Company Act of 19         Onses)         Section 16(a) of the Investment Company Act of 19         ONAGE HOLDINGS CORP [VG]         (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)         STREET       07/01/2009       (Street)       4. If Amendment, Date Original F	Image: State of the securities of t	Main and a second s		

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

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# 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. Transacti 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
Director Stock Option (Right to Buy)	\$ 0.39	07/01/2009		A	7,500	07/01/2009 <u>(3)</u>	07/01/2019	Common Stock	7,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	nips Officer	Other		
BARRIS PETER J 1119 ST. PAUL STREET BALTIMORE, MD 21202	Х	Х				
Signatures						
/s/ Shawn Conway, attorney-in-fact		07/01/2009				

<u>\*\*</u>Signature of Reporting Person

## **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).

Date

(1) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities held by NEA 10, except to the extent of his pecuniary interest therein.

The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the

- (1) (1) A Particles 11 2. A Particles 11 is the sole general particle of New Enceptise Associates 11, Ennice 1 and sing (1) APA 11, it direct beneficial owner of the securities. The Reporting Person disclaims ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities held by NEA 11, except to the extent of his pecuniary interest therein.
- (3) The options are 100% vested as of the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.