VONAGE HOLDINGS CORP Form 8-K August 07, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2008

VONAGE HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

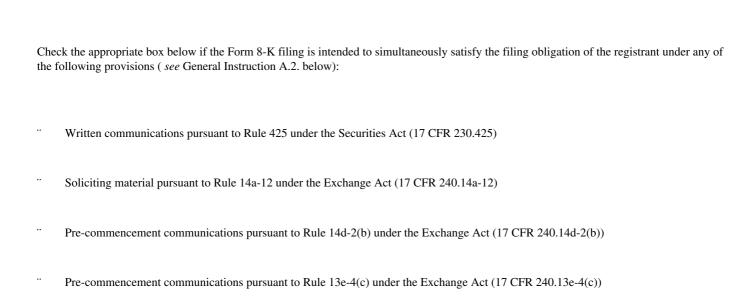
Delaware (State or Other Jurisdiction 001-32887 (Commission File Number) 11-3547680 (IRS Employer

of Incorporation)

Identification No.)

23 Main Street, Holmdel, NJ 07733 (Address of Principal Executive Offices) (Zip Code) Registrant s telephone number, including area code: (732) 528-2600

(Former Name or Former Address, if Changed Since Last Report)



Item 2.02. Results of Operations and Financial Condition

On August 7, 2008, Vonage Holdings Corp. (the Company) announced its financial results for the quarter ended June 30, 2008. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

The Company is making references to non-GAAP financial information in both the press release and the referenced conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit relating to Item 2.02 shall be deemed to be furnished, and not filed:

99.1 Press Release issued by Vonage Holdings Corp. on August 7, 2008.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VONAGE HOLDINGS CORP.

Date: August 7, 2008

By: /s/ Marc P. Lefar

Marc P. Lefar

Chief Executive Officer

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