

VONAGE HOLDINGS CORP

Form 3

June 13, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â JAMOUS ANTOINE

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/03/2016

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

President, Nexmo

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

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O VONAGE HOLDINGS
CORP.,Â 23 MAIN STREET

(Street)

HOLMDEL,Â NJÂ 07733

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

456,657 ⁽¹⁾

D

Â

Common Stock

4,109,922 ⁽²⁾

I

By Vistra Trust (BVI) Limited as
Trustee of the mExpand Trust

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMOUS ANTOINE C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Â	Â	Â President, Nexmo	Â

Signatures

/s/ Antoine
Jamous 06/13/2016

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Subsequent to the acquisition, the issuer has determined that Mr. Jamous is a reporting person in light of his placement in the Company's organizational chart post-acquisition of Nexmo Inc. The number of shares reported represents shares acquired in connection with the acquisition. The total includes 52,259 shares held in escrow subject to the terms of the acquisition agreement, 159,830 shares subject to vesting on June 3, 2017, and 68,499 shares subject to vesting on June 3, 2018.

(2) Represents shares acquired in connection with the acquisition of Nexmo Inc. The total includes 470,338 shares held in escrow subject to the terms of the acquisition agreement, 1,438,473 shares subject to vesting on June 3, 2017, and 616,488 shares subject to vesting on June 3, 2018.

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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