

Citron Jeffrey A
Form 4
December 21, 2017

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 *
Citron Jeffrey A

(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)

12/19/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2017		S		66,666 ⁽¹⁾	D	\$ 10.1438 ⁽²⁾	1,787,564	I	By Kyra E. Citron 2016 Florida Descendant's Trust
Common Stock	12/20/2017		S		66,666 ⁽¹⁾	D	\$ 10.1299 ⁽³⁾	1,720,898	I	By Kyra E. Citron 2016 Florida Descendant's Trust
Common Stock	12/21/2017		S		66,668 ⁽¹⁾	D	\$ 10.261 ⁽⁴⁾	1,654,230	I	By Kyra E. Citron 2016

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Common Stock	12/19/2017	S	<u>66,666</u> (1)	D	\$ <u>10.1438</u> (2)	1,791,962	I	Florida Descendant's Trust By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	12/20/2017	S	<u>66,666</u> (1)	D	\$ <u>10.1299</u> (3)	1,725,296	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	12/21/2017	S	<u>66,668</u> (1)	D	\$ <u>10.261</u> (4)	1,658,628	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	12/19/2017	S	<u>4,971</u> (5)	D	\$ <u>10.1438</u> (2)	32,862	I	By KEC Holdings LLC
Common Stock	12/20/2017	S	<u>4,971</u> (5)	D	\$ <u>10.1299</u> (3)	27,891	I	By KEC Holdings LLC
Common Stock	12/21/2017	S	<u>4,974</u> (5)	D	\$ <u>10.261</u> (4)	22,917	I	By KEC Holdings LLC
Common Stock						1,000,000	I	By Kyra E. Citron 2015 Beneficiary's Trust
Common Stock						1,000,000	I	By Noah A. Citron 2015 Beneficiary's Trust
Common Stock						10,676,047	D	

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

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SEC 1474
(9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733		X		

Signatures

/s/ Joann Vought, Attorney-in-fact for Jeffrey A.
Citron

12/21/2017

__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) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on October 31, 2016 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.

- (2) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$10.00 to \$10.28. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (3) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$10.06 to \$10.18. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (4) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$10.16 to \$10.33. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (5) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on October 31, 2016 for estate planning and diversification purposes upon the advice of Reporting Person's advisors.

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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