

Tribolet Michael  
Form 3  
May 23, 2006

# 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 Tribolet Michael

(Last) (First) (Middle)

VONAGE HOLDINGS  
CORP.,Â 23 MAIN STREET

(Street)

HOLMDEL,Â NJÂ 07733

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/23/2006

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  
\_X\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
President, Vonage America Inc.

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. 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)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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)

Date Expirable  
Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

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

(Instr. 5)

Employee Stock Option (right to buy)	Â <u>(1)</u>	03/31/2013	Common Stock	53,572	\$ 1.4	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	02/27/2014	Common Stock	71,429	\$ 1.76	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	04/01/2015	Common Stock	71,429	\$ 7.42	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	03/15/2016	Common Stock	107,143	\$ 15.06	D	Â
Series B Convertible Redeemable Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	47,366	\$ <u>(5)</u>	D	Â
Series B Convertible Redeemable Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	6,205	\$ <u>(5)</u>	I	By Tribolet Grantor Retained Annuity Trust
Series C Convertible Redeemable Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	14,285	\$ <u>(5)</u>	D	Â
Convertible Notes	01/31/2006	12/01/2010	Common Stock	\$ 512,462.78	\$ 14.22	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tribolet Michael VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Â	Â	Â President, Vonage America Inc.	Â

## Signatures

/s/ Michael  
Tribolet

05/23/2006

        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) Currently exercisable.
- (2) The options vest in four, equal annual installments beginning on February 27, 2004.
- (3) The options vest in equal monthly installments over a period of four years beginning on May 31, 2005.
- (4) The options vest in equal monthly installments over a period of four years beginning on April 30, 2006.

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(5) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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