

VONAGE HOLDINGS CORP

Form 4

June 01, 2006

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 *
DAVID MORTON

(Last) (First) (Middle)

**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)
05/30/2006

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	05/30/2006		C		336,944	A	11	336,944	D	
Common Stock	05/30/2006		C		321,428	A	11	321,428	I	By David & Edward Cohen Trustees FBO Aaron
Common Stock	05/30/2006		C		321,428	A	11	321,428	I	By David & Edward Cohen Trustees

By David
& Edward
Cohen
Trustees
FBO
Aaron

By David
& Edward
Cohen
Trustees

Common Stock	05/30/2006	C	321,428	A	<u>(1)</u>	321,428	I	FBO Claudia By David & Edward Cohen Trustees FBO Julien
Common Stock	05/30/2006	C	321,428	A	<u>(1)</u>	321,428	I	By David & Edward Cohen Trustees FBO Zachary

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

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(9-02)

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. 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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Director Stock Option (right to buy)	\$ 13.21	12/01/2005		A		8,929		<u>(2)</u>	12/01/2015	Common Stock
Convertible Notes	\$ 14.22	12/16/2005		A		\$ 200,000		12/16/2005	12/01/2010	Common Stock
Convertible Notes	\$ 14.22	03/01/2006		A		\$ 2,955.56		12/16/2005	12/01/2010	Common Stock
Director Stock Option (right to buy)	\$ 15.06	03/01/2006		A		8,929		<u>(3)</u>	03/01/2016	Common Stock
Series A Redeemable Convertible	<u>(1)</u>	05/30/2006		C			112,500	<u>(1)</u>	<u>(1)</u>	Common Stock

Preferred
Stock

Series A
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

112,500

(1)

(1)

Common
Stock

Series A
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

112,500

(1)

(1)

Common
Stock

Series A
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

112,500

(1)

(1)

Common
Stock

Series B
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

18,750

(1)

(1)

Common
Stock

Series C
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

50,000

(1)

(1)

Common
Stock

Series D
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

23,636

(1)

(1)

Common
Stock

Series E
Redeemable
Convertible
Preferred
Stock

(1)

05/30/2006

C

25,545

(1)

(1)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID MORTON VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X	X		

Signatures

/s/ Morton
David
06/01/2006

**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) The convertible preferred stock converted to common stock on a 1:2.86 basis and had no expiration date.
- (2) The options vest in equal monthly installments over a period of four years beginning on January 1, 2006.
- (3) The options vest in equal monthly installments over a period of four years beginning on April 1, 2006.

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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