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Miller J Sanfor Form 4 July 06, 2009	rd						
FORM		PPROVAL					
			shington, D.C. 20549	ITIES AND EXCHANGE COMMISSION hington, D.C. 20549			
Check this if no longer subject to Section 16. Form 4 or Form 5	r STATEM		NGES IN BENEFICIAL O SECURITIES		Expires: Estimated burden hou response	urs per	
obligations may contin <i>See</i> Instruct 1(b).	iue. Section 17(a)		Itility Holding Company Act avestment Company Act of 1		on		
(Print or Type Re	esponses)						
1. Name and Add Miller J Sanfo	dress of Reporting Po ord	Symbol	er Name and Ticker or Trading GE HOLDINGS CORP [VC	5. Relationship o Issuer			
(Last)	(First) (M	iddle) 3. Date o	of Earliest Transaction	(Cheo	ck all applicabl	e)	
	E HOLDINGS AIN STREET	below) below)					
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or J Applicable Line) _X_ Form filed by	One Reporting P	erson	
HOLMDEL, 1	NJ 07733			Form filed by I Person	More than One R	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)) (Instr. 8) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common			Code V Amount (D) Price	(Instr. 3 and 4)			
Common Stock	07/01/2009		A 7,500 A \$0	65,000	D		
Common Stock				2,965,943	I	By Fund (1)	
Common Stock				474,825	I	By Fund (2)	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	\$ 0.39	07/01/2009		A	7,500	<u>(3)</u>	07/01/2019	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address				
Treporting of the Trans, Transcoo	Director	10% Owner	Officer	Other
Miller J Sanford C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Х			
Signatures /s/ J. Sanford 07/06/200	no			
Miller	09			

<u>**</u>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).

These shares are held by Institutional Venture Partners XI, L.P. ("IVP XI"), which is under common control with Institutional Venture
 Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"). Institutional Venture Management XI, LLC ("IVM XI") is the General Partner of IVP XI. The reporting person is a Managing Director of IVM XI. The reporting person disclaims beneficial ownership of the

shares reported herein, except to the extent of his pecuniary interest therein. These shares are held by IVP XI KG, which is under common control with IVP XI. IVM XI is the Managing Limited Partner of IVP XI

(2) KG. The reporting person is a Managing Director of IVM XI. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

(3) The options are 100% vested as of July 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.