

VONAGE HOLDINGS CORP  
Form 8-K  
February 13, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 7, 2007**

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**VONAGE HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**001-32887**  
(Commission File Number)

**11-3547680**  
(IRS Employer)

of Incorporation)

Identification No.)

**23 Main Street, Holmdel, NJ**  
(Address of Principal Executive Offices)

**07733**  
(Zip Code)

**Registrant's telephone number, including area code: (732) 528-2600**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 7, 2007, Orit Gadiesh notified Vonage Holdings Corp. (the Company ) that she was resigning from the Board of Directors of the Company, effective as of February 15, 2007, citing personal health reasons.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VONAGE HOLDINGS CORP.

Date: February 13, 2007

By: /s/ Sharon A. O Leary  
Sharon A. O Leary  
Executive Vice President, Chief Legal Officer and Secretary