

VONAGE HOLDINGS CORP
 Form 4
 June 01, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Citron Jeffrey A

(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)
 Chairman & Chief Strategist

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 | | 32,253,977 | A | Ⓛ 33,015,990 | D | By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust |
| Common Stock | 05/30/2006 | | C | | 9,599,140 | A | Ⓛ 9,599,140 | I | By Kyra Elyse Citron 1999 |
| Common Stock | 05/30/2006 | | C | | 2,816,814 | A | Ⓛ 2,816,814 | I | |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------------|-----------|---|--|
| Common Stock | 05/30/2006 | C | 2,816,814 | A | <u>(1)</u> | 2,816,814 | I | Descendent Annuity Trust By Noah Aidan Citron 1999 Descendent Annuity Trust |
| Common Stock | | | | | | 178,959 | I | By KEC Holdings |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying Security (Instr. 3) |
|---|--|--------------------------------------|--|--------------------------------|--|--------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Convertible Notes | \$ 14.22 | 12/16/2005 | | A | | \$ 2,500,000 | 12/16/2005 | 12/01/2010 | Common Stock |
| Series A Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | | C | | 3,767,301 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series A Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | | C | | 3,359,699 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series A-2 Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | | C | | 5,166,677 | <u>(1)</u> | <u>(1)</u> | Common Stock |

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| | | | | | | | |
|---|------------|------------|---|-----------|------------|------------|-------------|
| Series B Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 656,250 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series C Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 1,300,000 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series D Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 162,787 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series D Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 750,000 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series D Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 750,000 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series E Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 235,888 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series E Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 235,885 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series E Redeemable Convertible Preferred Stock | <u>(1)</u> | 05/30/2006 | C | 235,885 | <u>(1)</u> | <u>(1)</u> | Comm Sto |
| Series A-2 Preferred Stock | \$ 1.4 | 05/30/2006 | D | 900,000 | 10/01/2003 | 09/30/2008 | Comm Sto |

Warrant
(right to
buy)

Common
Stock

| | | | | | | | | |
|------------------------------|--------|------------|--|---|-----------|------------|------------|------------|
| Warrant (right to buy) | \$ 1.4 | 05/30/2006 | | A | 2,571,429 | 05/30/2006 | 09/30/2008 | Com Sto |
|------------------------------|--------|------------|--|---|-----------|------------|------------|------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Citron Jeffrey A VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733 | X | X | Chairman & Chief Strategist | |

Signatures

/s/ Jeffrey A.
Citron

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) Amount of securities does not reflect acquisition of \$36,944.44 of derivative securities acquired by the reporting person on March 1, 2006 as reported on the Form 4 filed for the transaction on May 24, 2006.

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