Edgar Filing: VONAGE HOLDINGS CORP - Form 4

VONAGE H Form 4 April 04, 201	OLDINGS CO	ORP									
FORM									OMB A	PROVAL	
-	UNITE	D STATE		ATTIES A			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	er								Expires:	January 31, 2005	
subject to Section 1 Form 4 or	6. SECURITIES							NERSHIP OF	Estimated a burden hou response	average	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Hold	ling Com	pany	Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Rogers Kurt			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				(Check	(Check all applicable)		
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET			(Month/D	(Month/Day/Year) 04/01/2016				Director 10% Owner X Officer (give title Other (specify below) below) below) Chief Legal Officer& Secretary			
(Street) 4.			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
HOLMDEL	, NJ 07733		Filed(Mon	th/Day/Year))			Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execut any	eemed ion Date, if n/Day/Year)	Code	4. Securiti on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	04/01/2016			М	22,786	А	\$0	118,448	D		
Common Stock	04/01/2016			F	9,833	D	\$ 4.64	108,615	D		
Common Stock (2)	04/02/2016			М	20,139	A	\$0	128,754	D		
Common Stock	04/02/2016			F	8,488	D	\$ 4.64	120,266	D		

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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. Transactio Code (Instr. 8)	actionDerivativeExpiration DateSecurities(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	04/01/2016		М	22,786	(3)	(3)	Common Stock	22,786	
Restricted Stock Unit	\$ 0	04/02/2016		М	20,139	(4)	(4)	Common Stock	20,139	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rogers Kurt C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733			Chief Legal Officer& Secretary				
Signatures							

ngnatures

/s/ Kurt Rogers **Signature of

Reporting Person

04/04/2016 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) Represents vesting of the third installment of the restricted stock unit granted on April 1, 2013.
- (2) Represents vesting of the final installment of the restricted stock unit granted on April 2, 2012.
- (3) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2013.
- (4) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.

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.