

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVID MORTON

(Last) (First) (Middle)

**VONAGE HOLDINGS CORP., 23
MAIN STREET**

2. Issuer Name and Ticker or Trading Symbol
VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

HOLMDEL, NJ 07733

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/30/2006 | | C | | 336,944 | A | Ⓣ 336,944 | D | |
| Common Stock | 05/30/2006 | | C | | 321,428 | A | Ⓣ 321,428 | I | By David & Edward Cohen Trustees FBO Aaron |
| Common Stock | 05/30/2006 | | C | | 321,428 | A | Ⓣ 321,428 | I | 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 | |
| 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 |

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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. 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.