

SANDELL SCOTT D
Form 3
May 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â SANDELL SCOTT D

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE,Â MDÂ 21202

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/23/2006

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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Series B Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	8,500,000	\$ 0	I	See Note 4 ⁽⁴⁾
Series C Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	4,000,000	\$ 0	I	See Note 4 ⁽⁴⁾
Series D Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	4,750,820	\$ 0	I	See Note 4 ⁽⁴⁾
Series E Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	3,841,551	\$ 0	I	See Note 4 ⁽⁴⁾
Series D Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	5,557,534	\$ 0	I	See Note 5 ⁽⁵⁾
Series E Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	1,280,517	\$ 0	I	See Note 5 ⁽⁵⁾
Convertible Note due 2010	Â ⁽²⁾	12/01/2010	Common Stock	\$ 11,416,250	\$ 14.22	I	See Note 4 ⁽⁴⁾
Convertible Note due 2010	Â ⁽²⁾	12/01/2010	Common Stock	\$ 3,805,416.67	\$ 14.22	I	See Note 5 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1119 ST. PAUL STREET BALTIMORE, MD 21202	Â	Â X	Â	Â

Signatures

Louis S. Citron,
attorney-in-fact

05/23/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.
- (4) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA 10, except to the extent of his pecuniary interest therein.
- (5) The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner of the securities. The Reporting Person disclaims ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.

^

Remarks:

In^ addition^ to^ the^ shares^ reported^ herein,^ NEA^ Ventures^ 2003,^ L.P.^ owns^ Series^ B^ Preferred^ shares^

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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