PERRY MARK W
Form 3
May 23, 2006

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 PERRY MARK W
(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 (give title below)
_____ Other (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)

Persons who respond to the collection of 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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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
PERRY MARK W 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 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.

Â

Remarks:

InÂ additionÂ toÂ theÂ sharesÂ reportedÂ herein,Â NEAÂ VenturesÂ 2003,Â L.P.Â ownsÂ SeriesÂ BÂ PreferredÂ shares

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.