VONAGE HOLDINGS CORP

Form 4 March 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KRAMLICH C RICHARD			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			VONAGE HOLDINGS CORP [VG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	DirectorX 10% Owner			
1954 GREENSPRING			03/11/2011	Officer (give title Other (specification) below)			
DRIVE, SUITE 600				below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
TIMONIUM, MD 21093				_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	ed (A)	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)
Common Stock	03/11/2011		Code V $J_{(1)}$	Amount 7,030,790	D D	\$ 0	14,061,581	I	See Note 2 (2) (9)
Common Stock	03/11/2011		J <u>(3)</u>	70,309	A	\$ 0	70,309	I	See Note 4 (4)
Common Stock	03/11/2011		<u>J(5)</u>	2,279,350	D	\$0	4,558,701	I	See Note 6 (6) (9)
Common Stock	03/11/2011		J <u>(7)</u>	22,793	A	\$0	22,793	I	See Note 8 (8)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
					Exercisable	Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRAMLICH C RICHARD 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093

X

Signatures

/s/ Shawn Conway, attorney-in-fact

03/15/2011

**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) New Enterprise Associates 10, Limited Partnership ("NEA 10") made a pro rata distribution for no consideration of an aggregate of 7,030,790 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.
 - This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 10. The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, ("NEA Partners 10") which is the sole general partner
- (2) of NEA 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the Issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.
- (3) NEA Partners 10 received 70,309 shares of the Issuer in the distribution by NEA 10.

Reporting Owners 2

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- The Reporting Person is a general partner of NEA Partners 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 10, except to the extent of his pecuniary interest therein, if any.
- New Enterprise Associates 11, Limited Partnership ("NEA 11") made a pro rata distribution for no consideration of an aggregate of 2,279,350 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.
 - This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 11. The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership
- (6) ("NEA Partners 11"), which is the sole general partner of NEA 11. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA 11, except to the extent of his pecuniary interest therein, if any.
- (7) NEA Partners 11 received 22,793 shares of the Issuer in the distribution by NEA 11.
- The Reporting Person is a manager of NEA 11 GP, LLC which is the sole general partner of NEA Partners 11. The Reporting Person (8) disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein, if any.
- As a result of the distributions reported herein, the Reporting Person is no longer the beneficial owner of 10% or more of the outstanding common stock of the Issuer and, accordingly, the Reporting Person is no longer subject to reporting requirements under the 1934 Act, with respect to ownership of common stock of the Issuer.

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.