

LEFAR MARC  
Form 4  
February 21, 2013

**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 \*  
LEFAR MARC

(Last) (First) (Middle)

C/O VONAGE HOLDINGS  
CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

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

02/19/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                             |                                                          |                                   |

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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|----------------------------------------------------------|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title     | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|-----------|----------------------|
|                                      |                              |                  |            | (A)                             | (D) |                  |                 |           |                      |
| Employee Stock Option (Right to Buy) | \$ 1.42                      | 02/19/2013       | D          | 2,750,000                       | (1) | 07/29/2018       | Common Stock    | 2,750,000 |                      |
| Employee Stock Option (Right to Buy) | \$ 1.29                      | 02/19/2013       | D          | 750,000                         | (2) | 12/01/2019       | Common Stock    | 750,000   |                      |
| Employee Stock Option (Right to Buy) | \$ 1.37                      | 02/19/2013       | D          | 1,000,000                       | (3) | 04/01/2020       | Common Stock    | 1,000,000 |                      |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                         |       |
|--------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                | Director      | 10% Owner | Officer                 | Other |
| LEFAR MARC<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Marc P. Lefar                      02/21/2013

\*\*Signature of                      Date  
Reporting Person

## 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 option, originally representing a right to purchase a total of 6,500,000 shares, vested in equal annual installments on the calendar day before each of the first through fourth anniversaries of July 29, 2008.
- (2) The option, originally representing a right to purchase a total of 1,000,000 shares, vests in equal annual installments on the calendar day before each of the first through fourth anniversaries of December 1, 2009.
- (3) The option, originally representing a right to purchase a total of 2,000,000 shares, vests in equal annual installments on the calendar day before each of the first through fourth anniversaries of April 1, 2010.
- (4) The options were cancelled by mutual agreement of the Reporting Person and Vonage Holdings Corp. The Reporting Person received \$5,462,805.36 in total consideration for all option cancellations reported on this Form 4. The payment to the Reporting Person reflects a

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discount, in favor of the Company, on the closing price of the common stock on the New York Stock Exchange on February 19, 2013.

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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