### Edgar Filing: VONAGE HOLDINGS CORP - Form 4

VONAGE F Form 4 February 03	HOLDINGS COR , 2014	Р									
FORM	ЛЛ								PPROVAL		
-	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287			
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEN</b> 16. or			WNERSHIP O	Estimated burden hou response	urs per					
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> KATZ CAROLYN			2. Issuer Name <b>and</b> Ticker or Trading Symbol VONAGE HOLDINGS CORP [VC				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)		of Earliest T		Ľ	(Check all applicable)				
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET			(Month/Day/Year) 01/30/2014				X_ Director 10% Owner Officer (give title Other (specify below) below)				
Fil			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>					
HOLMDEI	L, NJ 07733						Person	whole that one it	sporting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Ret	port on a separate line	e for each cl	ass of sec	urities benet	ficially own	ned directly (	or indirectly				
Kenninder, Kej		for each ch			Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

#### Edgar Filing: VONAGE HOLDINGS CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 4.73	01/30/2014		A		150,000		<u>(1)</u>	01/30/2024	Common Stock	150,000

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
KATZ CAROLYN C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Х						
Signatures							
/s/ Randy K. Rutherford, Attorney-in- Carolyn Katz		02	2/03/2014	ŀ			

\*\*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 options vest over a four (4) year period, with 25% vesting on January 30, 2015 and the balance vesting in equal quarterly installments over the remaining three (3) years.

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.