

MARKEL ROBINSON
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 MARKEL ROBINSON
(Last) (First) (Middle)

C/O KATTEN MUCHIN
ROSENMAN LLP, Â 575
MADISON AVENUE

(Street)

NEW YOK, Â NY Â 10022

(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

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

(Check all applicable)

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

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 Expirable
Exercisable

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

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

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				Shares		or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	285,714	\$ (1)	D	Â
Series B Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	71,428	\$ (1)	D	Â
Series C Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	57,142	\$ (1)	D	Â
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	44,202	\$ (1)	D	Â
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	47,774	\$ (1)	D	Â
Convertible Notes	12/16/2005	12/01/2010	Common Stock	\$ 101,477.78	\$ 14.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKEL ROBINSON C/O KATTEN MUCHIN ROSENMAN LLP 575 MADISON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Robinson
Markel 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) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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