

VONAGE HOLDINGS CORP
Form SC 13G
February 28, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13G
(Rule 13d-102)

CUSIP No. 92886T201 13G Page 2 of 8 Pages

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1 NAME OF REPORTING PERSONS Silver Point Capital, L.P.		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a)	☐
	(b)	☐
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	1,500,000 (See Item 4)
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	8,740,058 (See Item 4)
	8 SHARED DISPOSITIVE POWER	-0-
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		8,740,058 (See Item 4)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		☐
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.4% (1)
12 TYPE OF REPORTING PERSON*		PN, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT.

(1) The percentages used herein and in the rest of this Schedule 13G are calculated based upon 155,863,949 shares of common stock outstanding as of October 31, 2007 pursuant to the Company's quarterly report on Form 10-Q for the period ended September 30, 2007.

CUSIP No. 92886T201 13G Page 3 of 8 Pages

1 NAME OF REPORTING PERSONS Edward A. Mule		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a)	☐
	(b)	☐
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		United States
5 SOLE VOTING POWER		-0-

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NUMBER OF SHARES	6	SHARED VOTING POWER	1,500,000 (See Item 4)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER	8,740,058 (See Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		8,740,058 (See Item 4)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		☐
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.4%
12	TYPE OF REPORTING PERSON*		IN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP No. 92886T201 13G Page 4 of 8 Pages

1	NAME OF REPORTING PERSONS Robert J. O'Shea		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a)	☐	
	(b)	☐	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		United States
	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES	6	SHARED VOTING POWER	1,500,000 (See Item 4)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER	8,740,058 (See Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		8,740,058 (See Item 4)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		☐
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.4%
12	TYPE OF REPORTING PERSON*		IN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP No. 92886T201

13G

Page 5 of 8 Pages

Item 1(a) Name of Issuer:

The name of the issuer is Vonage Holdings Corp. (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 23 Main Street, Holmdel, NJ 07783

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by Silver Point Capital, L.P., a Delaware limited partnership (the "Investment Manager"), Mr. Edward A. Mule and Robert J. O'Shea with respect to the ownership of the Company's common stock by Silver Point Capital Fund, L.P. (the "Fund") and Silver Point Capital Offshore Fund, Ltd. (the "Offshore Fund").(2)

The Reporting Persons have entered into a Joint Filing Agreement, dated February 21, 2008, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, CT 06830

Item 2(c) Citizenship:

Silver Point Capital, L.P. is organized as a limited partnership under the laws of the State of Delaware. Both Mr. Mule and Mr. O'Shea are U.S. citizens.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$.001 per share.

Item 2(e) CUSIP No.:

CUSIP No. 92886T201

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- (2) Silver Point Capital, L.P. is the investment manager of the Fund and the Offshore Fund and by virtue of such status may be deemed to be the beneficial owner of the common stock held by the Fund and the Offshore Fund. Silver Point Capital Management, LLC ("Management") is the general partner of Silver Point Capital, L.P. and as a result may be deemed to be the beneficial owner of the common stock held by the Fund and the Offshore Fund. Each of Mr. Edward Mule and Mr. Robert O'Shea is a member of Management and has voting and investment power with respect to the common stock held by the Fund and the Offshore Fund and may be deemed to be a beneficial owner of the common stock held by the Fund and the Offshore

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Fund. Silver Point Capital, L.P., Management, and Messrs. Mule and O'Shea disclaim beneficial ownership of the common stock held by the Fund and the Offshore Fund, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.

CUSIP No. 92886T201

13G

Page 6 of 8 Pages

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not Applicable.

Item 4 Ownership:

A. Silver Point Capital, L.P.

(a) Amount beneficially owned: 8,740,058(3)

(b) Percent of class: 5.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:
1,500,000

(ii) Shared power to vote or direct the
vote: -0-

(iii) Sole power to dispose or direct the
disposition: 8,740,058

(iv) Shared power to dispose or direct the
disposition: -0-

B. Edward A. Mule

(a) Amount beneficially owned: 8,740,058

(b) Percent of class: 5.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:
-0-

(ii) Shared power to vote or direct the
vote: 1,500,000

(iii) Sole power to dispose or direct the
disposition: -0-

(iv) Shared power to dispose or direct the
disposition: 8,740,058

C. Robert J. O'Shea

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- (a) Amount beneficially owned: 8,740,058
- (b) Percent of class: 5.4%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote:
- 0

(3) The number of shares of common stock reported as beneficially owned in this Schedule 13G consists of 1,500,000 shares of common stock, plus 7,240,058 shares that may be acquired by the reporting persons upon conversion of Convertible Notes due December 1, 2010 (the "Convertible Notes") issued by the Company and owned by the reporting persons, such Convertible Notes being immediately convertible at a price of \$14.22.

CUSIP No. 92886T201 13G Page 7 of 8 Pages

- (ii) Shared power to vote or direct the vote: 1,500,000
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 8,740,058

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

See response to Item 4.

Item	7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:
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Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held

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for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

CUSIP No. 92886T201

13G

Page 8 of 8 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 21, 2008

Silver Point Capital, L.P.

By: /s/ Frederick H. Fogel

Name: Frederick H. Fogel

Its: Authorized Signatory

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 21, 2008

Silver Point Capital, L.P.

By: /s/Frederick H. Fogel

Name: Frederick H. Fogel

Its: Authorized Signatory

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/s/ Edward A. Mule

Edward A. Mule, individually

/s/ Robert J. O'Shea

Robert J.O'Shea, individually