

VONAGE HOLDINGS CORP

Form 4

April 03, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRUPKA MICHAEL A

(Last) (First) (Middle)

**C/O BAIN CAPITAL VENTURE
PARTNERS, LLC, JOHN
HANCOCK TOWER 200
CLARENDON STREET**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2014

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)

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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	04/01/2014		A	6,578 A \$ 0	164,036	D	
Common Stock					2,001,647	I	See Footnotes (1) (2)

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

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SEC 1474
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRUPKA MICHAEL A
C/O BAIN CAPITAL VENTURE PARTNERS, LLC
JOHN HANCOCK TOWER 200 CLARENDON STREET
BOSTON, MA 02116

X

Signatures

/s/ Michael A.
Krupka

04/03/2014

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) Michael A. Krupka is a Managing Director of Bain Capital Venture Investors, LLC ("BCVI"), which is the sole general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the sole general partner of Bain Capital Venture Fund 2005, L.P. ("BCVF"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCVF. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 4/1/2014, BCVF held 1,747,634 shares of Common Stock of the Issuer.
- (2) Mr. Krupka is a Managing Director of BCVI which is attorney-in-fact for Bain Capital Investors, LLC ("BCI"), which is the managing partner of each of BCIP Associates III ("BCIP III") and BCIP Associates III-B ("BCIP III-B"). BCIP III is the sole member of BCIP Associates III, LLC ("BCIP III LLC") and BCIP III-B is the sole member of BCIP Associates III-B, LLC ("BCIP III-B LLC"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCIP III LLC and the shares held by BCIP III-B LLC. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 4/1/2014, BCIP III LLC and BCIP III-B LLC held 247,371 and 6,642 shares of Common Stock of the Issuer, respectively.

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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