

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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Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tempora Michael A.

(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)

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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Product Mgmt.

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 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                   |
| Common Stock <u>(1)</u>         | 04/01/2014                           |                                                    | M                              |                                                                   | 9,123  | A          | \$ 0                                                                                          | 18,810                                                   | D                                 |
| Common Stock                    | 04/01/2014                           |                                                    | F                              |                                                                   | 3,399  | D          | \$ 4.37                                                                                       | 15,411                                                   | D                                 |
| Common Stock <u>(2)</u>         | 04/01/2014                           |                                                    | M                              |                                                                   | 9,408  | A          | \$ 0                                                                                          | 24,819                                                   | D                                 |
| Common Stock                    | 04/01/2014                           |                                                    | F                              |                                                                   | 3,505  | D          | \$ 4.37                                                                                       | 21,314                                                   | D                                 |
| Common Stock <sup>(3)</sup>     | 04/02/2014                           |                                                    | M                              |                                                                   | 15,972 | A          | \$ 0                                                                                          | 37,286                                                   | D                                 |

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|                             |            |   |        |   |         |        |   |
|-----------------------------|------------|---|--------|---|---------|--------|---|
| Common Stock                | 04/02/2014 | F | 5,950  | D | \$ 4.39 | 31,336 | D |
| Common Stock <sup>(4)</sup> | 04/01/2014 | M | 16,276 | A | \$ 0    | 47,612 | D |
| Common Stock                | 04/01/2014 | F | 6,063  | D | \$ 4.37 | 41,549 | D |

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                    |
| Restricted Stock Unit                      | \$ 0                                                   | 04/01/2014                           |                                                    | M                              | 9,123                                                                                   | <u>(5)</u> <u>(5)</u>                                    | Common Stock                                                  | 9,123                                                         |
| Restricted Stock Unit                      | \$ 0                                                   | 04/01/2014                           |                                                    | M                              | 9,408                                                                                   | <u>(6)</u> <u>(6)</u>                                    | Common Stock                                                  | 9,408                                                         |
| Restricted Stock Unit                      | \$ 0                                                   | 04/02/2014                           |                                                    | M                              | 15,972                                                                                  | <u>(7)</u> <u>(7)</u>                                    | Common Stock                                                  | 15,972                                                        |
| Restricted Stock Unit                      | \$ 0                                                   | 04/01/2014                           |                                                    | M                              | 16,276                                                                                  | <u>(8)</u> <u>(8)</u>                                    | Common Stock                                                  | 16,276                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| Tempora Michael A.<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | SVP, Product Mgmt.               |

## Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Michael A.  
Tempora

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) Represents vesting of the final installment of the restricted stock unit granted on April 1, 2010.
- (2) Represents vesting of the third installment of the restricted stock unit granted on April 1, 2011.
- (3) Represents vesting of the second installment of the restricted stock unit granted on April 2, 2012.
- (4) Represents vesting of the first installment of the restricted stock unit granted on April 1, 2013.
- (5) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2010.
- (6) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2011.
- (7) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.
- (8) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 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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