

VONAGE HOLDINGS CORP  
Form SC 13G/A  
February 12, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1) \*

Vonage Holdings Corp.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

92886T201

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ]

Rule 13d-1(b)

[ ]

Rule 13d-1(c)

[X]

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 13

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CUSIP NO. 92886T201

13 G

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1 NAME OF REPORTING PERSON

Meritech Capital Partners II 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	5	SOLE VOTING POWER
-----------	---	-------------------

SHARES		0 shares
--------	--	----------

BENEFICIALLY	6	SHARED VOTING POWER
--------------	---	---------------------

OWNED BY EACH		0 shares
---------------	--	----------

REPORTING	7	SOLE DISPOSITIVE POWER
-----------	---	------------------------

PERSON		0 shares
--------	--	----------

WITH	8	SHARED DISPOSITIVE POWER
------	---	--------------------------

		0 shares
--	--	----------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

PN

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CUSIP NO. 92886T201

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1 NAME OF REPORTING PERSON

Meritech Capital Affiliates II 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	5	SOLE VOTING POWER
-----------	---	-------------------

SHARES		0 shares
--------	--	----------

BENEFICIALLY	6	SHARED VOTING POWER
--------------	---	---------------------

OWNED BY EACH		0 shares
---------------	--	----------

REPORTING	7	SOLE DISPOSITIVE POWER
-----------	---	------------------------

PERSON		0 shares
--------	--	----------

WITH	8	SHARED DISPOSITIVE POWER
------	---	--------------------------

		0 shares
--	--	----------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

PN

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CUSIP NO. 92886T201

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1 NAME OF REPORTING PERSON

MCP Entrepreneur Partners II 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

5

SOLE VOTING POWER

SHARES

0 shares

BENEFICIALLY

6

SHARED VOTING POWER

OWNED BY EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

0 shares

PERSON

8

SHARED DISPOSITIVE POWER

WITH

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON

Meritech Capital Associates II L.L.C.

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	5	SOLE VOTING POWER
-----------	---	-------------------

SHARES		0 shares
--------	--	----------

BENEFICIALLY	6	SHARED VOTING POWER
--------------	---	---------------------

OWNED BY EACH		0 shares
---------------	--	----------

REPORTING	7	SOLE DISPOSITIVE POWER
-----------	---	------------------------

PERSON		0 shares
--------	--	----------

WITH	8	SHARED DISPOSITIVE POWER
------	---	--------------------------

		0 shares
--	--	----------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

OO

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CUSIP NO. 92886T201

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1 NAME OF REPORTING PERSON

Meritech Management Associates II L.L.C.

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

5

SOLE VOTING POWER

SHARES

0 shares

BENEFICIALLY

6

SHARED VOTING POWER

OWNED BY EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

0 shares

PERSON

8

SHARED DISPOSITIVE POWER

0 shares

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

OO

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CUSIP NO. 92886T201

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1 NAME OF REPORTING PERSON

Paul Madera

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
SHARES		0 shares
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH		0 shares
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	8	SHARED DISPOSITIVE POWER
WITH		0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

IN

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1 NAME OF REPORTING PERSON

Michael Gordon

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5

SOLE VOTING POWER

SHARES

0 shares

BENEFICIALLY

6

SHARED VOTING POWER

OWNED BY EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

0 shares

PERSON

8

SHARED DISPOSITIVE POWER

WITH

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON\*

IN

---

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ITEM 1(A).

NAME OF ISSUER

Vonage Holdings Corp.

ITEM 1(B).

ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

23 Main Street

Holmdel, NJ 07733

ITEM 2(A).

NAME OF PERSONS FILING

This Statement is filed by Meritech Capital Partners II L.P., a Delaware limited partnership ( MCP II ), Meritech Capital Affiliates II L.P., a Delaware limited partnership ( MC AFF II ), MCP Entrepreneur Partners II L.P., a Delaware limited partnership ( MEP II ), Meritech Capital Associates II L.L.C., a Delaware limited liability company ( MCA II ), Meritech Management Associates II L.L.C., a Delaware limited liability company ( MMA II ), Paul Madera ( Madera ) and Michael Gordon ( Gordon ). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

MCA II is the general partner of MCP II, MC AFF II and MEP II, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. MMA II is a managing member of MCA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. Madera and Gordon are managing members of MMA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners

245 Lytton Ave, Suite 350

Palo Alto, CA 94301

ITEM 2(C)

CITIZENSHIP

MCP II, MC AFF II and MEP II are Delaware limited partnerships. MCA II and MMA II are Delaware limited liability companies. Madera and Gordon are United States citizens.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 92886T201

ITEM 3.

Not Applicable.

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ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b)

Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii)

Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii)

Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv)

Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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 the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  Yes.

ITEM 6.

Ownership of more than five percent on behalf of another person.

Under certain circumstances set forth in the limited partnership agreements of MCP II, MC AFF II and MEP II, and the limited liability company agreements of MCA II and MMA II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

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ITEM 7.

Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company

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.

Not applicable.

SIGNATURES

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 7, 2008

**Meritech Capital Partners II L.P.**

By: Meritech Capital Associates II L.L.C.

its General Partner

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

**Meritech Capital Affiliates II L.P.**

By: Meritech Capital Associates II L.L.C.

its General Partner

**Meritech Capital Associates II L.L.C.**

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

**Meritech Management Associates II L.L.C.**

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

/s/ Paul S. Madera

Paul S. Madera

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

/s/ Michael B. Gordon

Michael B. Gordon

**MCP Entrepreneur Partners II L.P.**

By: Meritech Capital Associates II L.L.C.

its General Partner

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

<http://www.sec.gov/divisions/corpfin/forms/13g.htm>

*Last update: 11/05/2002*

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EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on

Sequentially

Numbered Page

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Vonage Holdings Corp. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.