

LEFAR MARC
Form 4
April 03, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEFAR MARC

(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)

04/01/2013

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)

Chief Executive Officer

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. 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 ⁽¹⁾	04/01/2013		M		42,843	A	\$ 0 71,551
Common Stock	04/01/2013		F		22,215	D	\$ 2.88 49,336
Common Stock ⁽²⁾	04/02/2013		M		83,333	A	\$ 0 132,669
Common Stock	04/02/2013		F		43,209	D	\$ 2.8 89,460

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

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(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 An Underlying Sec (Instr. 3 and 4)	8. A M S		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A M S
Employee Stock Option (Right to Buy)	\$ 2.88	04/01/2013		A		1,027,960		<u>(3)</u>	04/01/2023	Common Stock	
Restricted Stock Unit	\$ 0	04/01/2013		A		260,416		<u>(4)</u>	<u>(4)</u>	Common Stock	
Restricted Stock Unit	\$ 0	04/01/2013		M			42,843	<u>(5)</u>	<u>(5)</u>	Common Stock	
Restricted Stock Unit	\$ 0	04/02/2013		M			83,333	<u>(6)</u>	<u>(6)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEFAR MARC C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X Chief Executive Officer

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Marc P.
Lefar

04/03/2013

__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 second installment of the restricted stock unit granted on April 1, 2011.

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- (2) Represents vesting of the first installment of the restricted stock unit granted on April 2, 2012.
- (3) The options vest in equal annual installments on the day before the first through fourth anniversaries of April 1, 2013.
- (4) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2013.
- (5) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2011.
- (6) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.

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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