

O'Loughlin Kimberly
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 *
O'Loughlin Kimberly

(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
____X____ Officer (give title below) ____ Other (specify below)

SVP Customer Care, MD Int'l.

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>	04/01/2013		M		9,122	A	\$ 0 27,800
Common Stock	04/01/2013		F		3,043	D	\$ 2.88 24,757
Common Stock <u>(2)</u>	04/01/2013		M		9,409	A	\$ 0 34,166
Common Stock	04/01/2013		F		3,138	D	\$ 2.88 31,028
Common Stock <u>(3)</u>	04/02/2013		M		15,972	A	\$ 0 47,000

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Common Stock 04/02/2013 F 5,327 D \$ 2.8 41,673 D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Employee Stock Option (Right to Buy)	\$ 2.88	04/01/2013		A	256,990	<u>(4)</u> 04/01/2023	Common Stock 25
Restricted Stock Unit	\$ 0	04/01/2013		A	65,104	<u>(5)</u> <u>(5)</u>	Common Stock 65
Restricted Stock Unit	\$ 0	04/01/2013		M	9,122	<u>(6)</u> <u>(6)</u>	Common Stock 9
Restricted Stock Unit	\$ 0	04/01/2013		M	9,409	<u>(7)</u> <u>(7)</u>	Common Stock 9
Restricted Stock Unit	\$ 0	04/02/2013		M	15,972	<u>(8)</u> <u>(8)</u>	Common Stock 15

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Loughlin Kimberly C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	SVP Customer Care, MD Int'l.

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Kimberly
O'Loughlin

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