

GILVAR EDWARD M.
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GILVAR EDWARD M.

(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)

03/15/2018

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)

Chief Marketing Officer

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 ⁽¹⁾	03/15/2018		M		20,525	A	\$ 0
Common Stock	03/15/2018		F		10,104	D	\$ 10.74
Common Stock ⁽²⁾	03/15/2018		M		18,044	A	\$ 0
Common Stock	03/15/2018		F		8,887	D	\$ 10.74
Common Stock	03/16/2018		S		11,322 ⁽³⁾	D	\$ 10.723 ⁽⁴⁾

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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 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	03/15/2018		A	35,211	(5) (5)	Common Stock 35,211
Restricted Stock Unit	\$ 0	03/15/2018		M	20,525	(6) (6)	Common Stock 20,525
Restricted Stock Unit	\$ 0	03/15/2018		M	18,044	(7) (7)	Common Stock 18,044

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GILVAR EDWARD M. C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Chief Marketing Officer

Signatures

/s/ Randy K. Rutherford, Attorney-in-fact for Edward M. Gilvar
 03/16/2018
 __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 first installment of the restricted stock unit granted on March 15, 2017.
- (2) Represents vesting of the second installment of the restricted stock unit granted on March 15, 2016.
- (3) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on February 26, 2018 for estate planning and diversification purposes.

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- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$10.65 to \$10.77. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- (4) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
 - (5) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2018.
 - (6) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2017.
 - (7) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2016.

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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