

VONAGE HOLDINGS CORP
Form 4
June 01, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEW ENTERPRISE ASSOCIATES
10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction
(Month/Day/Year)

05/30/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/30/2006		C	8,500,000	A <u>(1)</u> 8,500,000	D	
Common Stock	05/30/2006		C	4,000,000	A <u>(2)</u> 12,500,000	D	
Common Stock	05/30/2006		C	4,750,820	A <u>(3)</u> 17,250,000	D	
Common Stock	05/30/2006		C	3,841,551	A <u>(4)</u> 21,092,317	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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
Series B Preferred Stock	<u>(1)</u>	05/30/2006		C	2,975,000	<u>(1)</u> <u>(5)</u>	Common Stock 8,500,00
Series C Preferred Stock	<u>(2)</u>	05/30/2006		C	1,400,000	<u>(2)</u> <u>(5)</u>	Common Stock 4,000,00
Series D Preferred Stock	<u>(3)</u>	05/30/2006		C	1,662,787	<u>(3)</u> <u>(5)</u>	Common Stock 4,750,82
Series E Preferred Stock	<u>(4)</u>	05/30/2006		C	1,344,543	<u>(4)</u> <u>(5)</u>	Common Stock 3,841,55

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NEW ENTERPRISE ASSOCIATES 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202	X

Signatures

Louis S. Citron as General Counsel, New Enterprise Associates

06/01/2006

__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) Each share of Series B Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (2)

Edgar Filing: VONAGE HOLDINGS CORP - Form 4

Each share of Series C Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.

- (3) Each share of Series D Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (4) Each share of Series E Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (5) The expiration date is not relevant to the conversion of these securities.

Remarks:

In addition to the shares reported herein, (i) New Enterprise Associates 10, Limited Partnership owns a convertible note for \$1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.