PERRY MARK W
Form 4
March 15, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY MARK W

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/11/2011		J(1)		7,030,790	D	$ 0	14,061,581	I	See Note 2 (2) (9)
Common Stock	03/11/2011		J(3)		70,309	A	$ 0	70,309	I	See Note 4 (4)
Common Stock	03/11/2011		J(5)		2,279,350	D	$ 0	4,558,701	I	See Note 6 (6) (9)
Common Stock	03/11/2011		J(7)		22,793	A	$ 0	22,793	I	See Note 8 (8)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MARK W 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Shawn Conway, attorney-in-fact	03/15/2011
**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) New Enterprise Associates 10, Limited Partnership ("NEA 10") made a pro rata distribution for no consideration of an aggregate of 7,030,790 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.

(2) This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 10. The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, ("NEA Partners 10") which is the sole general partner of NEA 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the Issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.

(3) NEA Partners 10 received 70,309 shares of the Issuer in the distribution by NEA 10.

(4) The Reporting Person is a general partner of NEA Partners 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 10, except to the extent of his pecuniary interest therein, if any.

(5) New Enterprise Associates 11, Limited Partnership ("NEA 11") made a pro rata distribution for no consideration of an aggregate of 2,279,350 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.

(6) This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 11. The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"), which is the sole general partner of NEA 11. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA 11, except to the extent of his pecuniary interest therein, if any.

(7) NEA Partners 11 received 22,793 shares of the Issuer in the distribution by NEA 11.

(8) The Reporting Person is a manager of NEA 11 GP, LLC which is the sole general partner of NEA Partners 11. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein, if any.

(9) As a result of the distributions reported herein, the Reporting Person is no longer the beneficial owner of 10% or more of the outstanding common stock of the Issuer and, accordingly, the Reporting Person is no longer subject to reporting requirements under the 1934 Act, with respect to ownership of common stock of the Issuer.

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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