

VONAGE HOLDINGS CORP

Form 4

June 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
3i GROUP PLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
16 PALACE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2006

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

LONDON, X0 SW1E 5JD

(City) (State) (Zip)

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	05/30/2006		C		12,846,511	A	\$ 0 (1)
					12,846,511	I	

See
Footnote
(2) (3) (4) (5)

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount Number Shares
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C	6,857,142	<u>(1)</u> <u>(1)</u>	Common Stock	6,857
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C	3,563,114	<u>(1)</u> <u>(1)</u>	Common Stock	3,563
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C	2,426,255	<u>(1)</u> <u>(1)</u>	Common Stock	2,426

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3i GROUP PLC 16 PALACE STREET LONDON, X0 SW1E 5JD		X		
3I CORP 880 WINTER STREET, SUITE 330 WALTHAM, MA 02451		X		
3I INVESTMENTS PLC 16 PALACE STREET LONDON, X0 SW1E 5JD		X		
3i Technology Partners L.P. 880 WINTER ST WALTHAM, MA 02451		X		
3i Global Technology 2004-06 L.P. 16 PALACE STREET LONDON, X0 SW1E 5JD		X		
3i Pan European Technology 2004-06 L.P. 16 PALACE STREET		X		

LONDON, X0 SW1E 5JD

Mayflower L.P.
22 GRENVILLE STREET
ST. HELIER, JERSEY, X0

X

Signatures

/s/ Anthony
Brierly 05/31/2006

**Signature of
Reporting Person Date

/s/ Allan R.
Ferguson 05/31/2006

**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).

The Series C Redeemable Convertible Preferred Stock, the Series D Redeemable Convertible Preferred Stock and the Series E
(1) Convertible Preferred Stock converted into the Issuer's Common Stock on a 1:2.86 basis effective upon the consummation of the Issuer's initial public offering and had no expiration date.

3i Corporation ("3i Corp.") and 3i Investments plc ("3i Investments") are each 100% indirect subsidiaries of 3i Group plc. As a result, 3i
(2) Group plc may be deemed to share the voting and dispositive power with respect to the shares deemed to be beneficially owned by 3i Corp. or 3i Investments. 3i Group plc disclaims beneficial ownership of the shares owned by each of 3i Corp. and 3i Investments, except to the extent of its pecuniary interest therein. Either 3i Corp.(Continue in Footnote 3)

or 3i Investments acts as the manager of 3i Global Technology 2004-06 L.P. ("3i Global Tech"), 3i Pan European Technology 2004-06,
L.P. ("3i Pan European"), 3i Technology Partners, L.P. ("3i Tech Partners") and Mayflower L.P. ("Mayflower"), and, as such, has the
(3) discretionary power to control the exercise of the investment and voting power of the shares owned by such entities. Each of 3i Corp. and 3i Investments disclaims beneficial ownership of the shares owned by 3i Global Tech, 3i Pan European, 3i Tech Partners and Mayflower, except to the extent of its pecuniary interest therein.

Following consummation of the Issuer's initial public offering, the reporting persons herein cease to hold, directly or indirectly, more than
(4) 10% of any class of any equity security of the Issuer (determined in accordance with the rules for determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) and therefore will no longer be subject to the disclosure and other requirements of Section 16 of the Exchange Act.

(5) Includes 11,633,384 shares held by 3i Tech Partners, 530,742 shares held by 3i Pan European, 90,985 shares held by 3i Global Tech and 591,400 shares held by Mayflower.

(6) Represents shares held by 3i Tech Partners.

(7) Includes 1,213,128 shares held by 3i Tech Partners, 530,742 shares held by 3i Pan European, 90,985 shares held by 3i Global Tech and 591,400 shares held by Mayflower.

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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