

VONAGE HOLDINGS CORP  
Form 8-K  
August 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): July 30, 2010**

**VONAGE HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32887**  
(Commission  
File Number)

**11-3547680**  
(IRS Employer  
Identification No.)

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**23 Main Street, Holmdel, NJ**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (732) 528-2600**

**07733**  
(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

(d) On July 30, 2010, the Board of Directors of Vonage Holdings Corp. (the "Company") increased the size of the Board of Directors from eight to nine members and elected Dr. Nagel to serve as a member of the Company's Board of Directors.

Dr. Nagel will participate in the Company's standard director compensation arrangements applicable to directors who are not employees of the Company described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 28, 2010. In accordance with the Company's director compensation program, Dr. Nagel received an option to purchase 150,000 shares of the Company's common stock at an exercise price of \$2.45, the closing price of the Company's common stock on July 30, 2010. The stock option vests over a period of four years, vesting as to 25% of the underlying shares on the first anniversary of the date of grant and as to the remaining underlying shares in equal quarterly installments thereafter. The stock options vest in full upon a change in control.

Dr. Nagel will serve as a Class I director of the Company. Although the other Class I directors were elected for terms expiring at the 2013 annual meeting of stockholders, Dr. Nagel will be put up for re-election at the 2011 annual meeting of stockholders.

A copy of the press release announcing the election of Dr. Nagel is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release issued by Vonage Holdings Corp. on August 3, 2010

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VONAGE HOLDINGS CORP.

Date: August 3, 2010

By: /s/ **KURT M. ROGERS**  
**Kurt M. Rogers**

**Chief Legal Officer and Secretary**

**EXHIBIT INDEX**

**Exhibit**

<b>No.:</b>	<b>Description:</b>
99.1	Press Release issued by Vonage Holdings Corp. on August 3, 2010