

Citron Jeffrey A
 Form 4
 November 16, 2017

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 *
 Citron Jeffrey A

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)
 C/O VONAGE HOLDINGS
 CORP., 23 MAIN STREET

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2017

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

(Street)
 HOLMDEL, NJ 07733

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 11/14/2017 | | S | | 66,666 ⁽¹⁾ | D | \$ 8.8996 ₍₂₎ | 1,987,564 | I | By Kyra E. Citron 2016 Florida Descendant's Trust |
| Common Stock | 11/15/2017 | | S | | 66,666 ⁽¹⁾ | D | \$ 9.0478 ₍₃₎ | 1,920,898 | I | By Kyra E. Citron 2016 Florida Descendant's Trust |
| Common Stock | 11/16/2017 | | S | | 66,668 ⁽¹⁾ | D | \$ 9.1391 | 1,854,230 | I | By Kyra E. Citron 2016 |

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| | | | | | | | | | |
|-----------------|------------|---|-------------------------|---|----------------------------|------------|---|--|---|
| | | | | | <u>(4)</u> | | | | Florida Descendant's Trust |
| Common Stock | 11/14/2017 | S | 66,666 <u>(1)</u> | D | \$ 8.8996 <u>(2)</u> | 1,991,962 | I | | By Noah A. Citron 2016 Florida Descendant's Trust |
| Common Stock | 11/15/2017 | S | 66,666 <u>(1)</u> | D | \$ 9.0478 <u>(3)</u> | 1,925,296 | I | | By Noah A. Citron 2016 Florida Descendant's Trust |
| Common Stock | 11/16/2017 | S | 66,668 <u>(1)</u> | D | \$ 9.1391 <u>(4)</u> | 1,858,628 | I | | By Noah A. Citron 2016 Florida Descendant's Trust |
| Common Stock | 11/14/2017 | S | 4,971 <u>(5)</u> | D | \$ 8.8996 <u>(2)</u> | 47,775 | I | | By KEC Holdings LLC |
| Common Stock | 11/15/2017 | S | 4,971 <u>(5)</u> | D | \$ 9.0478 <u>(3)</u> | 42,804 | I | | By KEC Holdings LLC |
| Common Stock | 11/16/2017 | S | 4,971 <u>(5)</u> | D | \$ 9.1391 <u>(4)</u> | 37,833 | I | | By KEC Holdings LLC |
| Common Stock | 11/15/2017 | G | 1,000,000 <u>(6)</u> | D | \$ 0 | 11,676,047 | D | | |
| Common Stock | 11/15/2017 | G | 1,000,000 <u>(6)</u> | A | \$ 0 | 1,000,000 | I | | By Kyra E. Citron 2015 Beneficiary's Trust |
| Common Stock | 11/15/2017 | G | 1,000,000 <u>(7)</u> | D | \$ 0 | 10,676,047 | D | | |
| Common Stock | 11/15/2017 | G | 1,000,000 <u>(7)</u> | A | \$ 0 | 1,000,000 | I | | By Noah A. Citron 2015 Beneficiary's Trust |

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733 | | X | | |

Signatures

/s/ Joann Vought, Attorney-in-fact for Jeffrey A.
Citron

11/16/2017

__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) 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 October 31, 2016 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.
The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$8.71 to \$9.05. 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.
- (3) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$8.94 to \$9.13. 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) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$9.05 to \$9.20. 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.
- (5) 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 October 31, 2016 for estate planning and diversification purposes upon the advice of Reporting Person's advisors.
- (6) Represents gifting of shares to the Kyra E. Citron 2015 Beneficiary's Trust.

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(7) Represents gifting of shares to the Noah A. Citron 2015 Beneficiary's Trust.

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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