

MARKEL ROBINSON  
Form 3  
May 23, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â MARKEL ROBINSON  
(Last) (First) (Middle)

C/O KATTEN MUCHIN  
ROSENMAN LLP, Â 575  
MADISON AVENUE

(Street)

NEW YOK, Â NY Â 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/23/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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

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

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

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|   |            |            |                 | Shares           |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|------------|------------|-----------------|------------------|----------|----------------------------------|---|
| Series A Redeemable<br>Convertible Preferred<br>Stock | Â (1)      | Â (1)      | Common<br>Stock | 285,714          | \$ (1)   | D                                | Â |
| Series B Redeemable<br>Convertible Preferred<br>Stock | Â (1)      | Â (1)      | Common<br>Stock | 71,428           | \$ (1)   | D                                | Â |
| Series C Redeemable<br>Convertible Preferred<br>Stock | Â (1)      | Â (1)      | Common<br>Stock | 57,142           | \$ (1)   | D                                | Â |
| Series D Redeemable<br>Convertible Preferred<br>Stock | Â (1)      | Â (1)      | Common<br>Stock | 44,202           | \$ (1)   | D                                | Â |
| Series E Redeemable<br>Convertible Preferred<br>Stock | Â (1)      | Â (1)      | Common<br>Stock | 47,774           | \$ (1)   | D                                | Â |
| Convertible Notes                                     | 12/16/2005 | 12/01/2010 | Common<br>Stock | \$<br>101,477.78 | \$ 14.22 | D                                | Â |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MARKEL ROBINSON  
C/O KATTEN MUCHIN ROSENMAN LLP  
575 MADISON AVENUE  
NEW YORK, NY 10022

Â Â X Â Â

## Signatures

/s/ Robinson  
Markel

05/23/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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