

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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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 *
SANDELL SCOTT D

(Last) (First) (Middle)
1119 ST. PAUL STREET
(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

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

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)
Common Stock	05/30/2006		C	8,500,000 A (1)	8,500,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	4,000,000 A (3)	12,500,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	4,750,820 A (4)	17,250,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	3,841,551 A (5)	21,092,371	I	See Note 2 (2)
Common Stock	05/30/2006		C	5,557,534 A (4)	5,557,534	I	See Note 6 (6)
	05/30/2006		C	1,280,517 A (5)	6,838,051	I	

Common
StockSee Note
6 ⁽⁶⁾

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

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(9-02)

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)	
					V	(A) (D)		Title	Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	05/30/2006		C		2,975,000	<u>(1)</u>	<u>(7)</u>	Common Stock 8,500,00
Series C Preferred Stock	<u>(3)</u>	05/30/2006		C		1,400,000	<u>(3)</u>	<u>(7)</u>	Common Stock 4,000,00
Series D Preferred Stock	<u>(4)</u>	05/30/2006		C		1,662,787	<u>(4)</u>	<u>(7)</u>	Common Stock 4,750,82
Series E Preferred Stock	<u>(5)</u>	05/30/2006		C		1,344,543	<u>(5)</u>	<u>(7)</u>	Common Stock 3,841,55
Series D Preferred Stock	<u>(4)</u>	05/30/2006		C		1,945,137	<u>(4)</u>	<u>(7)</u>	Common Stock 5,557,53
Series E Preferred Stock	<u>(5)</u>	05/30/2006		C		448,181	<u>(5)</u>	<u>(7)</u>	Common Stock 1,280,51

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1119 ST. PAUL STREET			X	

BALTIMORE, MD 21202

Signatures

Louis S. Citron,
attorney-in-fact

06/01/2006

__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).
- (1) Each share of Series B Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.

The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA 10, except to the extent of his pecuniary interest therein.
- (2) Each share of Series C Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (3) Each share of Series D Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (4) Each share of Series E Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (5) Each share of Series E Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.

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"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner of the securities. The Reporting Person disclaims ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.
- (6) The expiration date is not relevant to the conversion of these securities.
- (7)

Remarks:

In addition to the shares reported herein, (i) New Enterprise Associates 10, Limited Partnership owns a convertible note for \$1

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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