SANDELL SCOTT D

Form 4 March 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDELL SCOTT D

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ 10% Owner Director _ Other (specify Officer (give title

1954 GREENSPRING DRIVE, SUITE 600

(Last)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

03/11/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

TIMONIUM, MD 21093

(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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially For Owned Dir Following or l	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or mount (D)		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	03/11/2011		<u>J(1)</u>	7,030,790	D	\$ 0	14,061,581	I	See Note 2 (2) (9)		
Common Stock	03/11/2011		J <u>(3)</u>	70,309	A	\$0	70,309	I	See Note 4 (4)		
Common Stock	03/11/2011		<u>J(5)</u>	2,279,350	D	\$0	4,558,701	I	See Note 6 (6) (9)		
Common Stock	03/11/2011		J <u>(7)</u>	22,793	A	\$0	22,793	I	See Note 8 (8)		

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

Edgar Filing: SANDELL SCOTT D - Form 4

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.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093

X

Signatures

/s/ Shawn Conway, 03/15/2011 attorney-in-fact

**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).
- New Enterprise Associates 10, Limited Partnership ("NEA 10") made a pro rata distribution for no consideration of an aggregate of 7,030,790 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.
 - This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 10. The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, ("NEA Partners 10") which is the sole general partner
- (2) of NEA 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the Issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.
- (3) NEA Partners 10 received 70,309 shares of the Issuer in the distribution by NEA 10.

Reporting Owners 2

Edgar Filing: SANDELL SCOTT D - Form 4

- The Reporting Person is a general partner of NEA Partners 10. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 10, except to the extent of his pecuniary interest therein, if any.
- New Enterprise Associates 11, Limited Partnership ("NEA 11") made a pro rata distribution for no consideration of an aggregate of 2,279,350 shares of common stock of the Issuer to its general partner and its limited partners on March 11, 2011.
 - This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA 11. The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership
- (6) ("NEA Partners 11"), which is the sole general partner of NEA 11. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA 11, except to the extent of his pecuniary interest therein, if any.
- (7) NEA Partners 11 received 22,793 shares of the Issuer in the distribution by NEA 11.
- The Reporting Person is a manager of NEA 11 GP, LLC which is the sole general partner of NEA Partners 11. The Reporting Person (8) disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the Issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein, if any.
- As a result of the distributions reported herein, the Reporting Person is no longer the beneficial owner of 10% or more of the outstanding common stock of the Issuer and, accordingly, the Reporting Person is no longer subject to reporting requirements under the 1934 Act, with respect to ownership of common stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.