LEFAR MARC Form 4 July 08, 2011

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person \* LEFAR MARC

(First)

(Middle)

C/O VONAGE HOLDINGS CORP., 23 MAIN STREET

(Street)

07/07/2011

Stock

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG] 3. Date of Earliest Transaction

(Month/Day/Year) 07/06/2011

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

5. Relationship of Reporting Person(s) to

Issuer

4.6618 0

(3)

D

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

D

HOLMDEL, NJ 07733				_	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	red, Disposed of	, or Beneficial	ly 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) oppr Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A)	Reported	(I)			

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)
Common Stock	07/06/2011	M	75,000	A	\$ 1.42	75,000	D
Common Stock	07/06/2011	S	75,000 (1)	D	\$ 4.5878 (2)	0	D
Common Stock	07/07/2011	M	75,000	A	\$ 1.42	75,000	D
Common	07/07/2011	c	75,000	D	\$ 4.6618	0	D

S

(1)

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

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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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.42	07/06/2011		M	75,000	<u>(4)</u>	07/29/2018	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 1.42	07/07/2011		M	75,000	<u>(4)</u>	07/29/2018	Common Stock	75,000

# **Reporting Owners**

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

C/O VONAGE HOLDINGS CORP. 23 MAIN STREET

X Chief Executive Officer

HOLMDEL, NJ 07733

## **Signatures**

/s/ Henry B. Pickens, Attorney-in-fact for Marc P.

Lefar 07/08/2011

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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).
- 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 May 18, 2011 in connection with a long-term strategy for asset diversification and family financial planning.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.52 to \$4.68.

  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.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.64 to \$4.70.

  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.
- The option, originally representing a right to purchase a total of 6,500,000 shares, vests in equal annual installments on the calendar day before each of the first through fourth anniversaries of July 29, 2008.

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.