VONAGE HOLDINGS CORP
Form 4
January 11, 2017

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
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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] JAMOUS ANTOINE	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)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2017	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President, Nexmo
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET		
(Street)	4. 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
HOLMDEL, NJ 07733		
(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. 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	01/09/2017		S		150,000 (1)	D	$ 7.2829 (2)	3,559,922 (3)	I	By Vistra Trust (BVI) Limited as Trustee of the mExpand Trust
Common Stock	01/10/2017		S		250,000 (1)	D	$ 7.4779 (4)	3,309,922 (3)	I	By Vistra Trust (BVI) Limited as

Common Stock	01/11/2017		S	100,000 [(1)]	D	$ 7.4112 [(5)]	3,209,922 [(3)]	I	Trustee of the mExpand Trust By Vistra Trust (BVI) Limited as Trustee of the mExpand Trust
Common Stock							456,657 [(6)]	D	

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

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
JAMOUS ANTOINE C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733			President, Nexmo	

Signatures

/s/ Antoine
Jamous   01/11/2017

<u>**</u>Signature of   Date
Reporting Person

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 November 3, 2016 and reflects the advice of estate planning advisors.

(2)   The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from $7.12 to $7.40. 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)   Represents shares acquired in connection with the acquisition of Nexmo Inc. The total includes 470,338 shares held in escrow subject to the terms of the acquisition agreement, 1,438,473 shares subject to vesting on June 3, 2017, and 616,488 shares subject to vesting on June 3, 2018.

(4)   The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from $7.34 to $7.54. 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)   The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from $7.30 to $7.49. 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.

(6)   The total includes 52,259 shares held in escrow subject to the terms of the acquisition agreement, 159,830 shares subject to vesting on June 3, 2017, and 68,499 shares subject to vesting on June 3, 2018.

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.