

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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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 *
Citron Jeffrey A

(Last) (First) (Middle)

VONAGE HOLDINGS CORP., 23
MAIN STREET

(Street)

HOLMDEL, NJ 07733

(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 10% Owner
 Officer (give title below) Other (specify below)

Chairman & Chief Strategist

6. Individual or Joint/Group Filing(Check Applicable Line)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/30/2006		C		32,253,977	A	Ⓛ 33,015,990	D	By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust
Common Stock	05/30/2006		C		9,599,140	A	Ⓛ 9,599,140	I	By Kyra Elyse Citron 1999
Common Stock	05/30/2006		C		2,816,814	A	Ⓛ 2,816,814	I	

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Common Stock	05/30/2006		C	2,816,814	A	(1)	2,816,814	I	Descendent Annuity Trust By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock							178,959	I	By KEC Holdings

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 Underlying (Instr. 3)		
				Code V	(A) \$	(D)	Date Exercisable	Expiration Date	Title
Convertible Notes	\$ 14.22	12/16/2005		A	2,500,000	12/16/2005 12/01/2010	Common Stock		
Series A Redeemable Convertible Preferred Stock	(1)	05/30/2006		C	3,767,301	(1) (1)	Common Stock		
Series A Redeemable Convertible Preferred Stock	(1)	05/30/2006		C	3,359,699	(1) (1)	Common Stock		
Series A-2 Redeemable Convertible Preferred Stock	(1)	05/30/2006		C	5,166,677	(1) (1)	Common Stock		

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Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	656,250	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	1,300,000	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	162,787	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	750,000	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	750,000	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	235,888	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	235,885	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	235,885	<u>(1)</u>	<u>(1)</u>	Comm Sto
Series A-2 Preferred Stock	\$ 1.4	05/30/2006	D	900,000	10/01/2003	09/30/2008	Comm Sto

