

O'Loughlin Kimberly  
 Form 4  
 April 03, 2013

**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 \*

O'Loughlin Kimberly

(Last) (First) (Middle)

C/O 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)

04/01/2013

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)

SVP Customer Care, MD Int'l.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	04/01/2013		M		9,122	A	\$ 0
Common Stock	04/01/2013		F		3,043	D	\$ 2.88
Common Stock <sup>(2)</sup>	04/01/2013		M		9,409	A	\$ 0
Common Stock	04/01/2013		F		3,138	D	\$ 2.88
Common Stock <sup>(3)</sup>	04/02/2013		M		15,972	A	\$ 0

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Common Stock      04/02/2013      F      5,327      D      \$ 2.8      41,673      D

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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 2.88	04/01/2013		A	256,990	<u>(4)</u> 04/01/2023		Common Stock	256,990
Restricted Stock Unit	\$ 0	04/01/2013		A	65,104	<u>(5)</u> <u>(5)</u>		Common Stock	65,104
Restricted Stock Unit	\$ 0	04/01/2013		M	9,122	<u>(6)</u> <u>(6)</u>		Common Stock	9,122
Restricted Stock Unit	\$ 0	04/01/2013		M	9,409	<u>(7)</u> <u>(7)</u>		Common Stock	9,409
Restricted Stock Unit	\$ 0	04/02/2013		M	15,972	<u>(8)</u> <u>(8)</u>		Common Stock	15,972

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Loughlin Kimberly C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733			SVP Customer Care, MD Int'l.	

## Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Kimberly  
O'Loughlin

04/03/2013

\_\_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) Represents vesting of the third installment of the restricted stock unit granted on April 1, 2010.
  - (2) Represents vesting of the second installment of the restricted stock unit granted on April 1, 2011.
  - (3) Represents vesting of the first installment of the restricted stock unit granted on April 2, 2012.
  - (4) The options vest in equal annual installments on the first through fourth anniversaries of April 1, 2013.
  - (5) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2013.
  - (6) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2010.
  - (7) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2011.
  - (8) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.

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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