

O'Loughlin Kimberly  
Form 4  
January 24, 2013

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

01/22/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP Customer Care, MD Int'l.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 01/22/2013                              |                                                             | M                                    | 10,000<br>A                                                             | \$<br>0.43                                                                                                         | 28,678                                                               | D                                       |
| Common<br>Stock                       | 01/22/2013                              |                                                             | S                                    | 10,000<br>(1) D                                                         | \$<br>2.46                                                                                                         | 18,678                                                               | D                                       |
| Common<br>Stock                       | 01/24/2013                              |                                                             | M                                    | 1,788<br>A                                                              | \$<br>1.37                                                                                                         | 20,466                                                               | D                                       |
| Common<br>Stock                       | 01/24/2013                              |                                                             | S                                    | 1,788<br>(1) D                                                          | \$ 2.5                                                                                                             | 18,678                                                               | D                                       |

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

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 0.43                                                            | 01/22/2013                              |                                                             | M                                    |                                                                                                              | 10,000                                                         |     | <u>(2)</u>                                                          | 05/01/2014         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.37                                                            | 01/24/2013                              |                                                             | M                                    |                                                                                                              | 1,788                                                          |     | <u>(3)</u>                                                          | 04/01/2020         | Common<br>Stock | 1,788                               |

## Reporting Owners

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

## Signatures

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

01/24/2013

\_\_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)

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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 8, 2012 for estate planning and diversification purposes.

- (2) The option, originally representing a right to purchase a total of 200,000 shares, vests in equal annual installments on the first through fourth anniversaries of May 1, 2009. As of January 22, 2013, 50,000 shares remain subject to vesting.
- (3) The option, originally representing a right to purchase a total of 195,510 shares, vests in equal annual installments on the first through fourth anniversaries of April 1, 2010. As of January 24, 2013, 97,755 shares remain subject to vesting.

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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