

Lazzaro Nicholas P
Form 4
April 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lazzaro Nicholas P

(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
X Officer (give title ____ Other (specify
below) below)

SVP, Product Development & IT

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 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 ⁽¹⁾	04/01/2013		M		13,685	A	\$ 0	40,250	D
Common Stock	04/01/2013		F		4,872	D	\$ 2.88	35,378	D
Common Stock ⁽²⁾	04/01/2013		M		12,097	A	\$ 0	47,475	D
Common Stock	04/01/2013		F		4,307	D	\$ 2.88	43,168	D
Common Stock ⁽³⁾	04/02/2013		M		20,138	A	\$ 0	63,306	D

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Common Stock 04/02/2013 F 7,170 D \$ 2.8 56,136 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nu Sha
Employee Stock Option (Right to Buy)	\$ 2.88	04/01/2013		A	308,388	(4) 04/01/2023	Common Stock 30
Restricted Stock Unit	\$ 0	04/01/2013		A	78,125	(5) (5)	Common Stock 78
Restricted Stock Unit	\$ 0	04/01/2013		M	13,685	(6) (6)	Common Stock 13
Restricted Stock Unit	\$ 0	04/01/2013		M	12,097	(7) (7)	Common Stock 12
Restricted Stock Unit	\$ 0	04/02/2013		M	20,138	(8) (8)	Common Stock 20

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lazzaro Nicholas P C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	SVP, Product Development & IT

Signatures

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

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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