

Rogers Kurt
Form 4
May 21, 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 *
Rogers Kurt

(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)

05/17/2013

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)
Chief Legal Officer & Secretary

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 or Price | | |
| Common Stock | 05/17/2013 | | M | | \$ 0.44 | D | |
| Common Stock | 05/17/2013 | | S | | \$ 2.7562 (1) | D | |
| Common Stock | 05/20/2013 | | M | | \$ 0.44 | D | |
| Common Stock | 05/20/2013 | | S | | \$ 2.72 (2) | D | |
| Common Stock | 05/21/2013 | | M | | \$ 0.44 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------------------|--------|---|
| Common Stock | 05/21/2013 | S | 96,300 | D | \$ 2.7309 (3) | 56,441 | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 0.44 | 05/17/2013 | | M | 61,254 | (4) 08/03/2019 | Common Stock 61,254 |
| Employee Stock Option (Right to Buy) | \$ 0.44 | 05/20/2013 | | M | 37,446 | (5) 08/03/2019 | Common Stock 37,446 |
| Employee Stock Option (Right to Buy) | \$ 0.44 | 05/21/2013 | | M | 96,300 | (6) 08/03/2019 | Common Stock 96,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Rogers Kurt C/O VONAGE HOLDINGS CORP. 23 MAIN STREET | Director 10% Owner Officer Chief Legal Officer & Secretary |

HOLMDEL, NJ 07733

Signatures

/s/ Kurt Rogers

05/21/2013

__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) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.75 to \$2.765. 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.
 - (2) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.72 to \$2.725. 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) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.72 to \$2.745. 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.
 - (4) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of May 17, 2013, 112,500 shares remain subject to vesting.
 - (5) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of May 20, 2013, 112,500 shares remain subject to vesting.
 - (6) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of May 21, 2013, 112,500 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. 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.