

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

VONAGE HOLDINGS CORP

CIK: [1272830](#) | IRS No.: **113547680** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-32887](#) | Film No.: **13530968**
SIC: **4813** Telephone communications (no radiotelephone)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 15, 2013

VONAGE HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32887
(Commission
File Number)

11-3547680
(IRS Employer
Identification No.)

23 Main Street, Holmdel, NJ
(Address of Principal Executive Offices)

07733
(Zip Code)

Registrant's telephone number, including area code: (732) 528-2600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On January 15, 2013, the Board of Directors of the Company elected Stephen Fisher to serve as a member of the Company's Board of Directors. Mr. Fisher currently serves as Executive Vice President, Technology, at Salesforce.com, a leader in enterprise cloud computing applications. Mr. Fisher will participate in the Company's standard director compensation arrangements applicable to directors who are not employees of the Company described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 27, 2012 and incorporated herein by reference. In accordance with the Company's director compensation program, Mr. Fisher received an option to purchase 150,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on January 15, 2013. The stock option vests over a period of four years, vesting as to 25% of the underlying shares on the first anniversary of the date of grant and as to the remaining underlying shares in equal quarterly installments thereafter. The stock options vest in full upon a change in control.

Mr. Fisher will serve as a Class III director of the Company. Shareholders will be asked to ratify his election at the 2013 annual meeting of stockholders. Mr. Fisher will not be assigned to any Board committees at this time.

A copy of the press release announcing the election of Mr. Fisher is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

10.1 Non-Executive Director Compensation Program.*

99.1 Press Release issued by Vonage Holdings Corp. on January 15, 2013.

*Incorporated by reference to Vonage Holding Corp.'s Current Report on Form 8-K (File No. 001-32887) filed on February 15, 2011.

Steve Fisher Elected to Board of Directors of Vonage Holdings Corp.

HOLMDEL, N.J., January 15, 2013 /PRNewswire/ -- Vonage Holdings Corp. (NYSE: VG), a leading provider of communications services connecting people through cloud-connected devices worldwide, today announced that it has elected Steve Fisher to serve as a member of its Board of Directors.

Mr. Fisher brings valuable technology experience to the Vonage Board, including expertise in cloud computing, systems architecture and software development. He is also an inventor on 14 U.S. patents.

Mr. Fisher is currently Executive Vice President of Technology at Salesforce.com, an enterprise cloud computing company. He joined Salesforce.com in 2004 where he has held several leadership positions including Senior Vice President of Platform Product Management and Vice President, Engineering. Prior to that, Mr. Fisher served as Architect, AT&T Labs, Inc. from 2001 through 2004. Earlier, he was Founder, President and Chief Executive Officer of NotifyMe Networks, Inc., and served at Apple Computer, Inc., as Department Manager, Internet Products Group. Mr. Fisher received an M.S. in Computer Science and a B.S. in Mathematical and Computational Science from Stanford University.

"We are excited to have Steve join our Board. He has an impressive technology background with a proven track record of contributing to the success of both startups and established technology companies," said Marc Lefar, Vonage Chief Executive Officer. "His deep experience in research and development, combined with his expertise in cloud computing and application development for PCs and mobile devices, will prove valuable to Vonage as we continue to develop new ways for people to communicate with each other from cloud-connected devices around the world."

Mr. Fisher said, "I am excited to join the Vonage Board and look forward to working closely with Marc and the other members of the team. Vonage is well positioned to build upon its strong foundation in VoIP services to meet customers' emerging communications needs globally. I look forward to contributing to the team's success."

Vonage has substantially deepened the technology and digital marketing experience of its board in recent years as the company continues to develop new communications products to meet the emerging needs of customers worldwide. Mr. Fisher joins David C. Nagel, Ph.D. former President, Chief Executive Officer and a director of PalmSource, Inc., Carl Sparks, President and CEO of Travelocity, and Joseph Redling, former President and CEO of NutriSystem, Inc. and Chief Marketing Officer, President of AOL Access.

About Vonage

Vonage (NYSE: VG) is a leading provider of communications services connecting individuals through cloud-connected devices worldwide. Our technology serves approximately 2.4 million subscribers. We provide feature-rich, affordable communication solutions that offer flexibility, portability and ease-of-use from both landline and mobile phones. Our Vonage World plan offers unlimited calling to more than 60 countries with popular features like call waiting, call forwarding and visual voicemail — for one low monthly rate. Our Vonage Mobile app is a free downloadable app for iPhone® and Android™ that lets users talk and text worldwide for free with anyone else who uses the app. Vonage's service is sold on the web and through regional and national retailers

including Walmart, Best Buy, Kmart and Sears, and is available to customers in the U.S. (www.vonage.com), Canada (www.vonage.ca) and the United Kingdom (www.vonage.co.uk).

Vonage Holdings Corp. is headquartered in Holmdel, New Jersey. Vonage, Vonage Logo Design and the V and Dot Logo are registered trademarks and service marks of Vonage Marketing LLC., owned by Vonage America Inc.

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Vg-f

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