

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**
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REPORTING OWNER

Citron Jeffrey A

CIK: **1361433**

Type: **4** | Act: **34** | File No.: **001-32887** | Film No.: **13524059**

Mailing Address
*VONAGE HOLDING CORP.
23 MAIN STREET
HOLMDEL NJ 07733*

ISSUER

VONAGE HOLDINGS CORP

CIK: **1272830** | IRS No.: **113547680** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
*23 MAIN STREET
HOLMDEL NJ 07733*

Business Address
*23 MAIN STREET
HOLMDEL NJ 07733
732-528-2600*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Citron Jeffrey A			2. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013					
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
HOLMDEL, NJ 07733								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/09/2013		S		35,202 ⁽¹⁾	D	\$2.5 ⁽²⁾	7,802,525	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	01/09/2013		S		35,203 ⁽¹⁾	D	\$2.5 ⁽²⁾	7,806,923	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock								25,787,994	D	
Common Stock								178,959	I	By KEC Holdings

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)				
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

1. 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 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.
2. The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.50 to \$2.505. 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.

Signatures

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.