

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**  
SEC Accession No. [0001181431-13-002877](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### LEFAR MARC

CIK: **1145548**

Type: **4** | Act: **34** | File No.: **001-32887** | Film No.: **13524061**

Mailing Address  
45 FREEMONT ST  
SAN FRANCISCO CA 94105

### 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

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### 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 <b>LEFAR MARC</b>			2. Issuer Name and Ticker or Trading Symbol <b>VONAGE HOLDINGS CORP [VG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
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) <b>HOLMDEL, NJ 07733</b>								
(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	01/08/2013		<u>M</u>		244,291	A	\$1.42	270,660	D	
Common Stock	01/08/2013		<u>S</u>		244,291 <sup>(1)</sup>	D	\$2.512 <sup>(2)</sup>	26,369	D	
Common Stock	01/09/2013		<u>M</u>		1,200	A	\$1.42	27,569	D	
Common Stock	01/09/2013		<u>S</u>		1,200 <sup>(1)</sup>	D	\$2.51	26,369	D	

**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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$1.42	01/08/2013		<u>M</u>		244,291		<sup>(3)</sup>	07/29/2018	Common Stock	244,291	\$ 0	5,955,709	D	
Employee Stock	\$1.42	01/09/2013		<u>M</u>		1,200		<sup>(3)</sup>	07/29/2018	Common Stock	1,200	\$ 0	5,954,509	D	

