#### **VONAGE HOLDINGS CORP**

Form 4

February 21, 2014

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

O'Loughlin Kimberly

1. Name and Address of Reporting Person \*

O Doughini Miniotri			VONAGE HOLDINGS CORP [VG]					[VG]	(Check all applicable)				
(Last)  C/O VONA  CORP., 23	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014						Director 10% Owner X Officer (give title Other (specify below)						
HOLMDEL (City)	DLMDEL, NJ 07733				Amendment, Date Original (Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 2A. Deer Execution		3.	ctio	4. Securition(A) or Dis (Instr. 3, 4	ies Ac	quired of (D)	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		
Common Stock	02/20/2014			M		46,633	A	\$ 1.37	88,306	D			
Common Stock	02/20/2014			S		46,633	D	\$ 4.483 (1)	41,673	D			
Common Stock	02/20/2014			M		43,367	A		85,040	D			
Common Stock	02/20/2014			S		43,367	D	\$ 4.485 (2)	41,673	D			

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day.	ate	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)	\$ 1.37	02/20/2014		M	46,633	(3)	04/01/2020	Common Stock	46,633
Employee Stock Option (Right to Buy)	\$ 2.38	02/20/2014		M	43,367	<u>(4)</u>	12/01/2021	Common Stock	43,367

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

O'Loughlin Kimberly C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733

SVP & GM, Int'l. Markets

### **Signatures**

/s/ Henry B. Pickens, Attorney-in-fact for Kimberly
O'Loughlin

02/21/2014

\*\*Signature of Reporting Person Date

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## **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).
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.32 to \$4.36. Upon (1) 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.
  - The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices greater than \$4.48 and less than \$4.49.
- (2) 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 option, originally representing a right to purchase a total of 195,510 shares, vests in equal annual installments on the first through fourth anniversaries of April 1, 2010. As of February 20, 2014, 48,878 shares remain subject to vesting.
- (4) The option, originally representing a right to purchase a total of 100,000 shares, vests in equal annual installments on the first through fourth anniversaries of December 1, 2011. As of February 20, 2014, 50,000 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.