

VONAGE HOLDINGS CORP

Form 4

June 01, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRAINOR III EUGENE A

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/30/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/30/2006                              |                                                             | C                                    | 8,500,000 A <u>(1)</u>                                                  | 8,500,000                                                                                                          | I                                                                       | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 05/30/2006                              |                                                             | C                                    | 4,000,000 A <u>(3)</u>                                                  | 12,500,000                                                                                                         | I                                                                       | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 05/30/2006                              |                                                             | C                                    | 4,750,820 A <u>(4)</u>                                                  | 17,250,000                                                                                                         | I                                                                       | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 05/30/2006                              |                                                             | C                                    | 3,841,551 A <u>(5)</u>                                                  | 21,092,371                                                                                                         | I                                                                       | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 05/30/2006                              |                                                             | C                                    | 5,557,534 A <u>(4)</u>                                                  | 5,557,534                                                                                                          | I                                                                       | See Note<br>6 <u>(6)</u>                                          |
|                                       | 05/30/2006                              |                                                             | C                                    | 1,280,517 A <u>(5)</u>                                                  | 6,838,051                                                                                                          | I                                                                       |                                                                   |

Common  
StockSee Note  
6 <sup>(6)</sup>

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable Expiration<br>Date Date                    | Title Amount or<br>Number of<br>Shares                              |
| Series B<br>Preferred<br>Stock                      | <u>(1)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 2,975,000                                                                                              | <u>(1)</u> <u>(7)</u>                                          | Common<br>Stock 8,500,00                                            |
| Series C<br>Preferred<br>Stock                      | <u>(3)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 1,400,000                                                                                              | <u>(3)</u> <u>(7)</u>                                          | Common<br>Stock 4,000,00                                            |
| Series D<br>Preferred<br>Stock                      | <u>(4)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 1,662,787                                                                                              | <u>(4)</u> <u>(7)</u>                                          | Common<br>Stock 4,750,82                                            |
| Series E<br>Preferred<br>Stock                      | <u>(5)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 1,344,543                                                                                              | <u>(5)</u> <u>(7)</u>                                          | Common<br>Stock 3,841,55                                            |
| Series D<br>Preferred<br>Stock                      | <u>(4)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 1,945,137                                                                                              | <u>(4)</u> <u>(7)</u>                                          | Common<br>Stock 5,557,53                                            |
| Series E<br>Preferred<br>Stock                      | <u>(5)</u>                                                         | 05/30/2006                              |                                                             | C                                    | 448,181                                                                                                | <u>(5)</u> <u>(7)</u>                                          | Common<br>Stock 1,280,51                                            |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships |           |         |       |
|----------------------------------------------|---------------|-----------|---------|-------|
|                                              | Director      | 10% Owner | Officer | Other |
| TRAINOR III EUGENE A<br>1119 ST. PAUL STREET |               |           | X       |       |

BALTIMORE, MD 21202

## Signatures

Louis S. Citron,  
attorney-in-fact

06/01/2006

\_\_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) Each share of Series B Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (2) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA 10, except to the extent of his pecuniary interest therein.
- (3) Each share of Series C Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (4) Each share of Series D Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (5) Each share of Series E Preferred Stock automatically converted into shares of Common Stock on an approximately 2.86 for 1 basis upon the closing of the Issuer's initial public offering.
- (6) The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner of the securities. The Reporting Person disclaims ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.
- (7) The expiration date is not relevant to the conversion of these securities.

### Remarks:

In addition to the shares reported herein, (i) New Enterprise Associates 10, Limited Partnership owns a convertible note for \$1

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

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