#### **VONAGE HOLDINGS CORP**

Form 4/A July 25, 2008

### FORM 4

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires:

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response...

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NEA PARTNERS 10 L P Issuer Symbol VONAGE HOLDINGS CORP [VG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director \_ 10% Owner Other (specify Officer (give title 1119 ST. PAUL STREET 05/30/2006 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 06/01/2006 Form filed by More than One Reporting **BALTIMORE, MD 21202** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 21,092,371 See Note 05/30/2006 C 3,841,551 I Α <u>(2)</u> (3) 1 (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: VONAGE HOLDINGS CORP - Form 4/A

1. Title	e of 2.		3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Deriva	tive Conver	rsion	(Month/Day/Year)	Execution Date, if	Transac	ionNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Securi	ty or Exer	rcise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr.	3) Price of	f		(Month/Day/Year)	(Instr. 8	) Derivativ	re		Securi	ities	(Instr. 5)	Bene
	Derivat	tive		•		Securities	S		(Instr.	3 and 4)		Own
	Securit	y				Acquired			Ì			Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
							_					
					Code V	/ (A) (D)		Expiration	Title	Amount		
							Exercisable	Date		or		
										Number		
										of		
										Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• •	Director	10% Owner	Officer	Other			
NEA PARTNERS 10 L P							
1119 ST. PAUL STREET		X					
BALTIMORE, MD 21202							

## **Signatures**

/s/ Shawn Conway, 07/25/2008 attorney-in-fact

\*\*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).
- The Reporting Person is the sole general partner of New Enterprise Associates 10, Limited Partnership, the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, withit he meaning of the Section 16 of the Securities **(1)** Exchange Act of 1934, as amended, of such portion of these shares in which the Reporting Person has no actual pecuniary interest therein.
- Each share of Series E Preferred Stock automatically converted into Common Stock on an approximately 2.86 for 1 basis upon **(2)** the closing of the Issuer's initial public offering.
- The number of shares of Common Stock beneficially owned was incorrectly reported as 21,092,317 in the original Form 4 filed **(3)** on June 1, 2006.

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.

Reporting Owners 2