

VONAGE HOLDINGS CORP

Form 4

May 30, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
**MERITECH CAPITAL PARTNERS
II LP**

(Last) (First) (Middle)

285 HAMILTON AVE, SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VONAGE HOLDINGS CORP [VG]

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

05/26/2006

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)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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)
Common Stock	05/26/2006		C	6,635,657 A	6,635,657	D (2)	
Common Stock	05/26/2006		C	4,597,368 A	11,233,025	D (2)	
Common Stock	05/26/2006		C	2,478,311 A	13,711,336	D (2)	
Common Stock	05/26/2006		C	170,742 A	170,742	D (3)	
Common Stock	05/26/2006		C	118,294 A	289,036	D (3)	
	05/26/2006		C	63,768 A	352,804	D (3)	

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Common
Stock

Common Stock	05/26/2006	C	50,742	A	<u>(1)</u>	50,742	D <u>(4)</u>
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Common Stock	05/26/2006	C	35,157	A	<u>(1)</u>	85,899	D <u>(4)</u>
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Common Stock	05/26/2006	C	18,951	A	<u>(1)</u>	104,850	D <u>(4)</u>
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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 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C Redeemable Convertible Preferred Stock	(1)	05/26/2006		C	2,322,480	(1)	(1)	Common Stock	6,635
Series D Redeemable Convertible Preferred Stock	(1)	05/26/2006		C	1,609,079	(1)	(1)	Common Stock	4,597
Series E Redeemable Convertible Preferred Stock	(1)	05/26/2006		C	867,409	(1)	(1)	Common Stock	2,478
Series C Redeemable Convertible Preferred Stock	(1)	05/26/2006		C	59,760	(1)	(1)	Common Stock	170,7

Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/26/2006	C	41,403	<u>(1)</u>	<u>(1)</u>	Common Stock	118,2
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/26/2006	C	22,319	<u>(1)</u>	<u>(1)</u>	Common Stock	63,7
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	05/26/2006	C	17,760	<u>(1)</u>	<u>(1)</u>	Common Stock	50,7
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/26/2006	C	12,305	<u>(1)</u>	<u>(1)</u>	Common Stock	35,1
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/26/2006	C	6,633	<u>(1)</u>	<u>(1)</u>	Common Stock	18,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERITECH CAPITAL PARTNERS II LP 285 HAMILTON AVE, SUITE 200 PALO ALTO, CA 94301		X		
MERITECH CAPITAL AFFILIATES II LP 285 HAMILTON AVE, SUITE 200 PALO ALTO, CA 94301		X		
MCP ENTREPRENEUR PARTNERS II LP 285 HAMILTON AVE, SUITE 200 PALO ALTO, CA 94301		X		
MADERA PAUL S 285 HAMILTON AVE, SUITE 200 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 285 HAMILTON AVE, SUITE 200 PALO ALTO, CA 94301		X		

Meritech Capital Associates II L.L.C.
285 HAMILTON AVE., STE. 200
PALO ALTO, CA 94301

X

Meritech Management Associates II L.L.C.
285 HAMILTON AVE., STE. 200
PALO ALTO, CA 94301

X

Signatures

/s/ Paul S.

Madera

05/30/2006

**Signature of
Reporting Person

Date

/s/ Michael B.

Gordon

05/30/2006

**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) The convertible preferred stock automatically converted to Common Stock on a 1:2.86 basis at the closing of the offering and had no expiration date.

- (2) Shares are held by Meritech Capital Partners II L.P. ("MCP II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCP II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCP II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

- (3) Shares are held by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCA II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCA II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

- (4) Shares are held by MCP Entrepreneur Partners II L.P. ("Entrepreneur"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Entrepreneur, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by Entrepreneur. Such persons and entities disclaim beneficial ownership of shares held by Entrepreneur except to the extent of any pecuniary interest therein.

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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