

VONAGE HOLDINGS CORP
 Form 3
 May 24, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
3i GROUP PLC		(Month/Day/Year)	VONAGE HOLDINGS CORP [VG]	
(Last)	(First)	(Middle)	05/23/2006	
16 PALACE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LONDON, X0 SW1E 5JD			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Edgar Filing: VONAGE HOLDINGS CORP - Form 3

Stock Option (Right to Buy)	Â (1)	08/01/2014	Common Stock	125,000	\$ 1.76	I	See Footnotes (2) (3) (4) (5)
Stock Option (Right to Buy)	Â (6)	09/01/2015	Common Stock	62,500	\$ 10.27	I	See Footnotes (2) (3) (4) (5)
Stock Option (Right to Buy)	Â (7)	12/01/2015	Common Stock	8,929	\$ 13.21	I	See Footnotes (2) (3) (4) (5)
Stock Option (Right to Buy)	Â (8)	03/01/2016	Common Stock	8,929	\$ 15.06	I	See Footnotes (2) (3) (4) (5)
Series C Redeemable Convertible Preferred Stock	Â (9)	Â (9)	Common Stock	6,857,142	\$ (9)	I	See Footnotes (2) (3) (5) (10)
Series D Redeemable Convertible Preferred Stock	Â (9)	Â (9)	Common Stock	3,563,114	\$ (9)	I	See Footnotes (2) (3) (5) (10)
Series E Redeemable Convertible Preferred Stock	Â (9)	Â (9)	Common Stock	2,426,255	\$ (9)	I	See Footnotes (2) (3) (5) (11)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3i GROUP PLC 16 PALACE STREET LONDON,Â X0Â SW1E 5JD	Â	Â X	Â	Â
3I CORP 880 WINTER STREET, SUITE 330 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
3i Global Technology 2004-06 L.P. 16 PALACE STREET LONDON,Â X0Â SW1E 5JD	Â	Â X	Â	Â
3i Pan European Technology 2004-06 L.P. 16 PALACE STREET LONDON,Â X0Â SW1E 5JD	Â	Â X	Â	Â

Signatures

/s/ Tristan Segonds 05/23/2006

**Signature of Reporting Person

Date

/s/ Mikko Jussi-Suonenlahti 05/23/2006

**Signature of Reporting Person

Date

05/23/2006

