

Rogers Kurt
Form 4
November 14, 2012

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rogers Kurt

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O VONAGE HOLDINGS
CORP., 23 MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer & Secretary

HOLMDEL, NJ 07733
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/12/2012 | | M | | 46 A \$ 0.44 | 25,883 | D |
| Common Stock | 11/12/2012 | | S | | 46 D \$ 2.3 | 25,837 | D |
| Common Stock | 11/13/2012 | | M | | 18,633 A \$ 0.44 | 44,470 | D |
| Common Stock | 11/13/2012 | | S | | 18,633 D \$ 2.2703 | 25,837 | D |
| Common Stock | 11/14/2012 | | M | | 11,321 A \$ 0.44 | 37,158 | D |

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Common Stock 11/14/2012 S 11,321 D \$ 2.25 25,837 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 0.44 | 11/12/2012 | | M | 46 | <u>(2)</u> 08/03/2019 | Common Stock | 46 |
| Employee Stock Option (Right to Buy) | \$ 0.44 | 11/13/2012 | | M | 18,633 | <u>(3)</u> 08/03/2019 | Common Stock | 18,633 |
| Employee Stock Option (Right to Buy) | \$ 0.44 | 11/14/2012 | | M | 11,321 | <u>(4)</u> 08/03/2019 | Common Stock | 11,321 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rogers Kurt C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733 | | | Chief Legal Officer & Secretary | |

Signatures

/s/ Kurt Rogers

11/14/2012

**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 price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.27 to \$2.28. 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.
- (1) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of November 12, 2012, 112,500 shares remain subject to vesting.
 - (2) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of November 13, 2012, 112,500 shares remain subject to vesting.
 - (3) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of November 14, 2012, 112,500 shares remain subject to vesting.
 - (4) The option, originally representing a right to purchase a total of 450,000 shares, vests in equal annual installments on the first through fourth anniversaries of August 3, 2009. As of November 14, 2012, 112,500 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.

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