BARRIS PETER J

Form 4 April 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

VONAGE HOLDINGS CORP [VG]

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

BARRIS PETER J

1. Name and Address of Reporting Person *

			3. Date of Earliest Transaction					(Check an applicable)			
(Last)	(First)	(Middle)			ansaction						
			(Month/D	(Month/Day/Year)						10% Owner	
1954 GREE	NSPRING		04/01/20)12				Officer (giv		ner (specify	
DRIVE, SUI	TE 600							below)	below)		
214 , 2, 50											
	(Street)		4. If Amer	ndment, Da	te Original			6. Individual or	Joint/Group Fili	ng(Check	
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line)			
				• '				_X_ Form filed by	One Reporting P	erson	
TIMONILIM	I, MD 21093							Form filed by	More than One R	eporting	
TIMONION						Person					
(City)	(State)	(Zip)	Table	I Non D	anivativa (2	ition A o	quired, Disposed of, or Beneficially Owned			
` •			1 abie	: 1 - Non-D	erivative s	securi	iues Ac	quirea, Disposea	oi, or belieficia	iny Owned	
1.Title of	2. Transaction Da	ite 2A. De	emed	3.	4. Securi	ities		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Yea	r) Execut	ion Date, if	ate, if TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
(Instr. 3)))	Beneficially	(D) or	Beneficial				
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(4)		Reported			
						(A)		Transaction(s)			
				$\alpha + w$	A	or	ъ.	(Instr. 3 and 4)			
G				Code V	Amount	(D)	Price				
Common	04/01/2012			A	4,524	A	\$0	116,665	D		
Stock	04/01/2012			11	7,527	11	ΨΟ	110,005	D		
G										G 37 . 1	
Common								7,030,791	I	See Note 1	
Stock								7,030,771	1	<u>(1)</u>	
~										a a	
Common								140,618	I	See Note 2	
Stock								140,010	1	(2)	
~										a a	
Common								4,558,701	I	See Note 3	
Stock								1,550,701	•	(3)	
C										G N 4	
Common								22,793	I	See Note 4	
Stock								22,775	•	<u>(4)</u>	

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

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.

SEC 1474

(9-02)

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

Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security		(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Director Stock Option (Right to Buy)	\$ 2.21	04/01/2012		A	10,000	04/01/2012(5)	04/01/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARRIS PETER J

1954 GREENSPRING DRIVE SUITE 600

TIMONIUM, MD 21093

Signatures

1 Title of 2

/s/ Louis Citron,
attorney-in-fact 04/03/2012

**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 Reporting Person is a general partner of NEA Partners 10, Limited Partnership, ("NEA Partners 10") which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the direct 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 (the "1934 Act"), or otherwise of the securities of the issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.
- (2) The Reporting Person is a general partner of NEA Partners 10, the direct beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the issuer held by NEA Partners

Reporting Owners 2

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10, except to the extent of his pecuniary interest therein, if any.

- 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") which is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the direct beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the issuer held by NEA 11, except to the extent of his pecuniary interest therein, if any.
- The Reporting Person is a manager of NEA 11 GP, LLC which is the sole general partner of NEA Partners 11, the direct beneficial owner (4) of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the 1934 Act, or otherwise of the securities of the issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein, if any.
- (5) The options are 100% vested as of the date of the grant.

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.