O'Loughlin Kimberly Form 4 February 21, 2013

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

O'Loughlin Kimberly

1. Name and Address of Reporting Person \*

O Loughill Killiberry			Symbol VONAGE HOLDINGS CORP [VG]				[VG]					
(Last) (First) (Middle) 3. Da (Mon				3. Date of Earliest Transaction Month/Day/Year) 02/19/2013					(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)			
(Street) 4. If Ame				nendment, Date Original					SVP Customer Care, MD Int'l.  6. Individual or Joint/Group Filing(Check Applicable Line)			
HOLMDEL, NJ 07733				ed(Month/Day/Year)					Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	Code (Instr. 8	)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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	02/19/2013			Code M	V	Amount 10,000	(D)	Price \$ 0.43	28,678	D		
Common Stock	02/19/2013			S		10,000 (1)	D	\$ 2.638 (2)	18,678	D		
Common Stock	02/19/2013			M		38,212	A	\$ 1.37	56,890	D		
Common Stock	02/19/2013			S		38,212 (1)	D	\$ 2.638 (2)	18,678	D		

#### Edgar Filing: O'Loughlin Kimberly - Form 4

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. Transactio Code (Instr. 8)	5. Number of or 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.43	02/19/2013		M	10,000	(3)	05/01/2014	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 1.37	02/19/2013		M	38,212	<u>(4)</u>	04/01/2020	Common Stock	38,212

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Director 10% Owner O'Loughlin Kimberly

C/O VONAGE HOLDINGS CORP. 23 MAIN STREET

SVP Customer Care, MD Int'l.

HOLMDEL, NJ 07733

## **Signatures**

/s/ Henry B. Pickens, Attorney-in-fact for Kimberly 02/21/2013 O'Loughlin

> \*\*Signature of Reporting Person Date

2 Reporting Owners

#### **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) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on November 8, 2012 for estate planning and diversification purposes.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.61 to \$2.65. Upon (2) 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.
- (3) The option, originally representing a right to purchase a total of 200,000 shares, vests in equal annual installments on the first through fourth anniversaries of May 1, 2009. As of February 19, 2013, 50,000 shares remain subject to vesting.
- (4) The option, originally representing a right to purchase a total of 195,510 shares, vests in equal annual installments on the first through fourth anniversaries of April 1, 2010. As of February 19, 2013, 97,755 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. 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.