

VONAGE HOLDINGS CORP
 Form 3
 May 24, 2006

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

OMB APPROVAL

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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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FERRANTE DOMENIC J</p> <p>(Last) (First) (Middle)</p> <p>C/O BROOKSIDE CAPITAL, LLC,Â 111 HUNTINGTON AVENUE</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02199</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/23/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VONAGE HOLDINGS CORP [VG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

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

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

SEC 1473 (7-02)

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

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

| | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|------------|------------|--|----------|----------------------------------|--------------------------|
| 1) Series E Convertible Preferred Stock | Â (1) | Â (1) | Common stock, par value \$0.001 per share 5,391,648 | \$ (1) | I | See Footnotes (2) (3) |
| 2) Senior Unsecured Convertible Notes | 12/16/2005 | 12/01/2010 | Common stock, par value \$0.001 per share 356,644 | \$ 14.22 | I | See Footnotes (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FERRANTE DOMENIC J C/O BROOKSIDE CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BROOKSIDE CAPITAL PARTNERS FUND LP 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BROOKSIDE CAPITAL INVESTORS L P 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |
| BROOKSIDE CAPITAL MANAGEMENT LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | Â | Â X | Â | Â |

Signatures

/s/ Domenic J. Ferrante 05/23/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 is immediately convertible on a 1:2.86 basis and has no expiration date. The convertible preferred stock automatically converts to Common Stock upon the closing of the offering.
- (2) Shares include (a) 5,391,648 shares issuable upon conversion of preferred stock and (b) 356,644 shares issuable upon conversion of convertible notes owned by Brookside Capital Partners Fund, L.P. ("Brookside Fund"), whose sole general partner is Brookside Capital Investors, L.P. ("Brookside Investors"), whose sole general partner is Brookside Capital Management, LLC ("Brookside Management"). Domenic Ferrante is the managing member of Brookside Management and a limited partner of Brookside Investors. Mr. Ferrante,

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Brookside Investors and Brookside Management may each be deemed to share voting and dispositive power with respect to the shares owned by Brookside Fund, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

- (3) Following consummation of the Issuer's initial public offering, the reporting persons herein will cease to hold, directly or indirectly, more than 10% of any class of any equity security of the issuer (determined in accordance with the rules for determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) and therefore will no longer be subject to the disclosure and other requirements of Section 16 of the Exchange Act.

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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