

VONAGE HOLDINGS CORP  
Form SC TO-I/A  
August 04, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**VONAGE HOLDINGS CORP.**

**(Name of Subject Company (Issuer))**

**VONAGE HOLDINGS CORP.**

**(Name of Filing Person (Offeror))**

**5% SENIOR UNSECURED CONVERTIBLE NOTES DUE 2010**

**(Title of Class of Securities)**

**92886TAA0, 92886TAB8, 92886TAC6 and 92886TAD4<sup>1</sup>**

**(CUSIP Numbers of Class of Securities)**

**John S. Rego**

**Executive Vice President, Chief Financial Officer and Treasurer**

**Vonage Holdings Corp.**

**23 Main Street, Holmdel, NJ 07733**

**(732) 528-2600**

**(Name, Address and Telephone Number of Persons Authorized to Receive Notices**

**and Communications on Behalf of the Filing Persons)**

*Copy to:*

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James S. Scott Sr., Esq.

Shearman & Sterling LLP

599 Lexington Avenue

New York, NY 10021

(212) 848-4000

**CALCULATION OF FILING FEE**

**Transaction Valuation(\*)**  
**\$256,980,309**

**Amount of Filing Fee**  
**\$10,100**

(\*) Calculated solely for purpose of determining the amount of the filing fee and based upon a purchase of \$253,460,031 principal amount of 5% Senior Unsecured Convertible Notes due 2010 plus accrued and unpaid interest up to, but not including, the date of payment for the Notes accepted for payment. The amount of the filing fee, \$39.30 for each \$1,000,000 of value, was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,100  
Form or Registration No.: Schedule TO

Filing Party: Vonage Holdings Corp.  
Date Filed: July 30, 2008

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes to designate any transactions to which this statement relates:

.. third party tender offer subject to Rule 14d-1  
x issuer tender offer subject to Rule 13e-4

.. going-private transaction subject to Rule 13e-3  
.. amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

<sup>1</sup> Applicable only to 5% Senior Unsecured Convertible Notes due 2010 that are represented by Rule 144A global securities, and not to any such notes that are represented by certificated securities.

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed on July 30, 2008 (the Schedule TO) by Vonage Holdings Corp. (the Company), a Delaware corporation. This Schedule TO relates to the offer by the Company to purchase for cash any and all of the Company's 5% Senior Unsecured Convertible Notes due 2010 (the Notes) validly tendered and accepted, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 30, 2008 and in the related Letter of Transmittal. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

**Item 5. Past Contracts, Transactions, Negotiations and Agreements.**

Item 5 of the Schedule TO is hereby amended and supplemented by the following:

(i) Employment Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and Marc P. Lefar (the Lefar Employment Agreement) and the Form of Nonqualified Stock Option Agreement for Marc P. Lefar under the Vonage Holdings Corp. 2006 Incentive Plan (the Lefar Nonqualified Stock Option Agreement), which are filed as Exhibit (d)(18) and (d)(19), respectively, to this Amendment and are incorporated herein by reference.

(j) Separation Agreement and General Release dated as of July 29, 2008 by and between Vonage Holdings Corp. and Jeffrey A. Citron (the Citron Separation Agreement); Consulting Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and KEC Holdings LLC (the Consulting Agreement) and the Form of Nonqualified Stock Option Agreement for Jeffrey A. Citron under the Vonage Holdings Corp. 2006 Incentive Plan (the Citron Nonqualified Stock Option Agreement), which are filed as Exhibit (d)(20), (d)(21) and (d)(22), respectively, to this Amendment and are incorporated herein by reference.

The descriptions of the Lefar Employment Agreement, Lefar Nonqualified Stock Option Agreement, Citron Separation Agreement, Consulting Agreement and Citron Nonqualified Stock Option Agreement are set forth under the caption Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers in the Company's Current Report on Form 8-K filed with the Commission on August 4, 2008 and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibits:

- (d)(18) Employment Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and Marc P. Lefar. (incorporated by reference as Exhibit 10.1 to Vonage Holding Corp.'s Current Report on Form 8-K filed on August 4, 2008).
- (d)(19) Form of Nonqualified Stock Option Agreement for Marc P. Lefar under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.3 to Vonage Holding Corp.'s Current Report on Form 8-K filed on August 4, 2008).
- (d)(20) Separation Agreement and General Release dated as of July 29, 2008 by and between Vonage Holdings Corp. and Jeffrey A. Citron (incorporated by reference as Exhibit 10.4 to Vonage Holding Corp.'s Current Report on Form 8-K filed on August 4, 2008).
- (d)(21) Consulting Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and KEC Holdings LLC (incorporated by reference as Exhibit 10.5 to Vonage Holding Corp.'s Current Report on Form 8-K filed on August 4, 2008).
- (d)(22) Form of Nonqualified Stock Option Agreement for Jeffrey A. Citron under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.6 to Vonage Holding Corp.'s Current Report on Form 8-K filed on August 4, 2008).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VONAGE HOLDINGS CORP.

By: /s/ JOHN S. REGO

Name: John S. Rego

Title: Executive Vice President, Chief Financial  
Officer and Treasurer

Dated: August 4, 2008

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated July 30, 2008.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients.*
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)	Press Release, dated July 30, 2008.*
(b)	None.
(d)(1)	Registration Rights Agreement, dated December 16, 2005, among Vonage Holdings Corp. and the signatories thereto (previously filed as Exhibit 10.14 to the Company's Form S-1 (No. 333-131659) filed April 7, 2006 and incorporated herein by reference).*
(d)(2)	Form of Senior Unsecured Convertible Note issued pursuant to the Securities Purchase Agreement (incorporated by reference as Exhibit 4.2 to Amendment No. 1 to the Company's Form S-1 filed April 7, 2006).*
(d)(3)	Stock Purchase Warrant To Purchase Common Stock of Vonage Holdings Corp. (incorporated by reference as Exhibit 4.3 to Amendment No. 4 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 28, 2006).*
(d)(4)	Stock Purchase Warrant To Purchase Shares of Series A-2 Convertible Preferred Stock, par value \$.001 per share of Vonage Holdings Corp. (incorporated by reference as Exhibit 4.4 to Amendment No. 4 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 28, 2006).*
(d)(5)	2001 Stock Incentive Plan of Vonage Holdings Corp. (incorporated by reference as Exhibit 10.1 to Amendment No. 1 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 7, 2006).*
(d)(6)	Form of Incentive Stock Option Agreement under the 2001 Stock Incentive Plan (incorporated by reference as Exhibit 10.2 to Amendment No. 1 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 7, 2006).*
(d)(7)	Form of Nonqualified Stock Option Agreement for Employees under the 2001 Stock Incentive Plan (incorporated by reference as Exhibit 10.3 to Amendment No. 1 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 7, 2006).*
(d)(8)	Form of Nonqualified Stock Option Agreement for Outside Directors under the 2001 Stock Incentive Plan (incorporated by reference as Exhibit 10.4 to Amendment No. 1 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (File No. 333-131659) filed on April 7, 2006).*

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- (d)(9) 2006 Incentive Plan (incorporated by reference as Exhibit 10.20 to Amendment No. 4 to Vonage Holdings Corp. s Registration Statement on Form S-1 (File No. 333-131659) filed on April 28, 2006).\*
- (d)(10) Form of Restricted Stock Unit Agreement under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.27 to Vonage Holding Corp. s Annual Report on Form 10-K (File No. 001-32887) filed on April 17, 2007).\*
- (d)(11) Form of Nonqualified Stock Option Agreement under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.28 to Vonage Holding Corp. s Annual Report on Form 10-K (File No. 001-32887) filed on April 17, 2007).\*
- (d)(12) Form of Restricted Stock Agreement under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.29 to Vonage Holding Corp. s Annual Report on Form 10-K (File No. 001-32887) filed on April 17, 2007).\*
- (d)(13) Form of Restricted Stock Agreement under the Vonage Holdings Corp. 2006 Incentive Plan for Non-Employee Directors (incorporated by reference as Exhibit 10.30 to Vonage Holding Corp. s Annual Report on Form 10-K (File No. 001-32887) filed on April 17, 2007).\*
- (d)(14) Form of Nonqualified Stock Option Agreement under the Vonage Holdings Corp. 2006 Incentive Plan for Non-Employee Directors (incorporated by reference as Exhibit 10.31 to Vonage Holding Corp. s Annual Report on Form 10-K (File No. 001-32887) filed on April 17, 2007).\*
- (d)(15) Non-Executive Director Compensation Program effective July 1, 2008 (incorporated by reference as Exhibit 10.3 to Vonage Holding Corp. s Quarterly Report on Form 10-Q (File No. 001-32887) filed on May 12, 2007).\*
- (d)(16) Third Amended and Restated Investors Rights Agreement, as amended, dated April 27, 2005, among Vonage Holdings Corp. and the signatories thereto (incorporated by reference to Amendment No. 4 to Vonage Holdings Corp. s Registration Statement on Form S-1 (File No. 333-131659) filed on April 28, 2006).\*
- (d)(17) Written Consent of Vonage Holdings Corp. and Certain Stockholders to the amendment to the Third Amended and Restated Investors Rights Agreement dated April 27, 2005, as amended, dated November 13, 2006 (incorporated by reference to Vonage Holding Corp. s Current Report on Form 8-K (File No. 001-32887) filed on November 14, 2006).\*
- (d)(18) Employment Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and Marc P. Lefar. (incorporated by reference as Exhibit 10.1 to Vonage Holding Corp. s Current Report on Form 8-K filed on August 4, 2008).
- (d)(19) Form of Nonqualified Stock Option Agreement for Marc P. Lefar under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.3 to Vonage Holding Corp. s Current Report on Form 8-K filed on August 4, 2008).
- (d)(20) Separation Agreement and General Release dated as of July 29, 2008 by and between Vonage Holdings Corp. and Jeffrey A. Citron (incorporated by reference as Exhibit 10.4 to Vonage Holding Corp. s Current Report on Form 8-K filed on August 4, 2008).
- (d)(21) Consulting Agreement dated as of July 29, 2008 by and between Vonage Holdings Corp. and KEC Holdings LLC (incorporated by reference as Exhibit 10.5 to Vonage Holding Corp. s Current Report on Form 8-K filed on August 4, 2008).
- (d)(22) Form of Nonqualified Stock Option Agreement for Jeffrey A. Citron under the Vonage Holdings Corp. 2006 Incentive Plan (incorporated by reference as Exhibit 10.6 to Vonage Holding Corp. s Current Report on Form 8-K filed on August 4, 2008).
- (g) None.
- (h) None.

\* Previously filed.