

VONAGE HOLDINGS CORP  
Form 10-Q  
May 07, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-32887

VONAGE HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware 11-3547680  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

23 Main Street, 07733  
Holmdel, NJ (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (732) 528-2600

(Former name, former address and former fiscal year, if changed since last report): Not Applicable

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Class	Outstanding at	April 30, 2015
Common Stock, par value \$0.001		213,586,873 shares

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Financial Information Presentation

For the financial information discussed in this Quarterly Report on Form 10-Q, other than per share and per line amounts, dollar amounts are presented in thousands, except where noted.

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## Part I – Financial Information

## Item 1. Financial Statements

VONAGE HOLDINGS CORP.  
CONSOLIDATED BALANCE SHEETS

(In thousands, except par value)

	March 31, 2015 (unaudited)	December 31, 2014 (revised) (1)
Assets		
Assets		
Current assets:		
Cash and cash equivalents	\$52,224	\$40,797
Marketable securities	8,332	7,162
Accounts receivable, net of allowance of \$626 and \$607, respectively	21,239	17,832
Inventory, net of allowance of \$818 and \$181, respectively	10,963	10,081
Deferred customer acquisition costs, current	4,312	4,854
Deferred tax assets, current	21,849	21,849
Prepaid expenses and other current assets	15,024	12,665
Total current assets	133,943	115,240
Property and equipment, net	46,350	49,630
Goodwill	142,439	142,544
Software, net	17,662	18,624
Deferred customer acquisition costs, non-current	65	87
Debt related costs, net	1,913	2,151
Restricted cash	2,401	3,405
Intangible assets, net	105,197	110,832
Deferred tax assets, non-current	219,624	225,167
Other assets	8,361	7,748
Total assets	\$677,955	\$675,428
Liabilities and Stockholders' Equity		
Liabilities		
Current liabilities:		
Accounts payable	\$30,652	\$42,564
Accrued expenses	76,805	84,322
Deferred revenue, current portion	34,434	35,570
Current maturities of capital lease obligations	3,493	3,365
Current portion of notes payables	20,000	20,000
Total current liabilities	165,384	185,821
Indebtedness under revolving credit facility	87,000	67,000
Notes payable, net of current portion	65,000	70,000
Deferred revenue, net of current portion	798	855
Capital lease obligations, net of current maturities	5,912	6,836
Other liabilities, net of current portion in accrued expenses	1,998	1,419
Total liabilities	326,092	331,931
Commitments and Contingencies	—	—
Stockholders' Equity		
Common stock, par value \$0.001 per share; 596,950 shares authorized at March 31, 2015		264
and December 31, 2014; 264,946 and 262,423 shares issued at March 31, 2015 and		

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December 31, 2014, respectively; 212,346 and 211,994 shares outstanding at March 31,

2015 and December 31, 2014, respectively

Additional paid-in capital	1,192,973	1,184,662	
Accumulated deficit	(670,206)	(677,675)	)
Treasury stock, at cost, 52,600 shares at March 31, 2015 and 50,429 shares at December 31, 2014	(169,321)	(159,775)	)
Accumulated other comprehensive loss	(1,849)	(3,131)	)
Noncontrolling interest	—	(848)	)
Total stockholders' equity	351,863	343,497	
Total liabilities and stockholders' equity	\$677,955	\$675,428	

(1) See Note 9 Acquisition of Business.

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.  
CONSOLIDATED STATEMENTS OF INCOME  
(In thousands, except per share amounts)  
(Unaudited)

	Three Months Ended March 31,	
	2015	2014
Total revenues	\$219,730	\$220,733
Operating Expenses:		
Cost of service (excluding depreciation and amortization of \$5,724 and \$5,154, respectively)	61,853	59,420
Cost of goods sold	9,190	9,739
Sales and marketing	85,564	95,486
Engineering and development	6,605	5,405
General and administrative	23,234	26,756
Depreciation and amortization	13,945	12,326
	200,391	209,132
Income from operations	19,339	11,601
Other Income (Expense):		
Interest income	20	91
Interest expense	(1,935)	(2,077)
Other income (expense), net	(577)	(13)
	(2,492)	(1,999)
Income from continuing operations before income tax expense	16,847	9,602
Income tax expense	(6,998)	(4,118)
Income from continuing operations	9,849	5,484
Loss from discontinued operations	(1,615)	(1,279)
Loss on disposal, net of taxes	(824)	—
Discontinued operations	(2,439)	(1,279)
Net income	7,410	4,205
Plus: Net loss from discontinued operations attributable to noncontrolling interest	59	383
Net income attributable to Vonage	\$7,469	\$4,588
Net income per common share - continuing operations:		
Basic	\$0.05	\$0.03
Diluted	\$0.04	\$0.02
Net loss per common share - discontinued operations attributable to Vonage:		
Basic	\$(0.01)	\$—
Diluted	\$(0.01)	\$—
Net income attributable to Vonage per common share:		
Basic	\$0.04	\$0.02
Diluted	\$0.03	\$0.02
Weighted-average common shares outstanding:		
Basic	211,844	212,195
Diluted	220,589	225,187

The accompanying notes are an integral part of the consolidated financial statements.



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VONAGE HOLDINGS CORP.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In thousands)  
(Unaudited)

	Three Months Ended March 31,	
	2015	2014
Net income	\$7,410	\$4,205
Other comprehensive income (loss):		
Foreign currency translation adjustment	312	(1,486 )
Discontinued operations cumulative translation adjustment	974	—
Unrealized loss on available-for-sale securities	(4	) —
Total other comprehensive income (loss)	1,282	(1,486 )
Comprehensive income	8,692	2,719
Comprehensive loss attributable to noncontrolling interest:		
Comprehensive loss	59	383
Comprehensive loss from discontinued operations	—	19
Total comprehensive loss attributable to non-controlling interest	\$59	\$402
Comprehensive income attributable to Vonage	\$8,751	\$3,121

The accompanying notes are an integral part of the consolidated financial statements.



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VONAGE HOLDINGS CORP.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)  
(Unaudited)

	Three Months Ended	
	March 31,	
	2015	2014
Cash flows from operating activities:		
Net income	\$7,410	\$4,205
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization and impairment charges	8,501	7,982
Amortization of intangibles	5,635	4,356
Deferred tax expense	5,378	3,707
Loss on foreign currency	1,358	—
Allowance for doubtful accounts	(26	) (98
Allowance for obsolete inventory	1,180	103
Amortization of debt related costs	238	289
Share-based expense	5,488	6,294
Non-controlling interest	907	—
Changes in operating assets and liabilities:		
Accounts receivable	(3,416	) 131
Inventory	(2,129	) 4,480
Prepaid expenses and other current assets	(2,409	) (2,368
Deferred customer acquisition costs	554	436
Other assets	(613	) 174
Accounts payable	(11,867	) (14,333
Accrued expenses	(4,989	) (5,349
Deferred revenue	(1,055	) (638
Other liabilities	579	16
Net cash provided by operating activities	10,724	9,387
Cash flows from investing activities:		
Capital expenditures	(2,056	) (942
Purchase of marketable securities	(2,061	) —
Maturities and sales of marketable securities	887	—
Acquisition and development of software assets	(2,258	) (2,786
Acquisition of business, net of cash acquired	(3,505	) —
Decrease (increase) in restricted cash	999	(1
Net cash used in investing activities	(7,994	) (3,729
Cash flows from financing activities:		
Principal payments on capital lease obligations	(796	) (682
Principal payments on notes and revolving credit facility	(5,000	) (25,833
Proceeds received from draw down of revolving credit facility	20,000	—
Common stock repurchases	(8,169	) (10,011
Proceeds from exercise of stock options	2,825	1,836
Net cash provided by (used in) financing activities	8,860	(34,690
Effect of exchange rate changes on cash	(163	) (1,359
Net change in cash and cash equivalents	11,427	(30,391
Cash and cash equivalents, beginning of period	40,797	84,663

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Cash and cash equivalents, end of period	\$52,224	\$54,272
Supplemental disclosures of cash flow information:		
Cash paid during the periods for:		
Interest	\$1,787	\$1,391
Income taxes	\$89	\$93
Non-cash financing transactions during the periods for:		
Common stock repurchases	\$285	\$793

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY  
(In thousands)  
(Unaudited)

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Non-controlling interest	Total
Balance at December 31, 2014	\$ 264	\$ 1,184,662	\$ (677,675 )	\$(159,775 )	\$ (3,131 )	\$ (848 )	\$ 343,497
Stock option exercises	2	2,823					2,825
Share-based expense		5,488					5,488
Share-based award activity				(1,753 )			(1,753 )
Common stock repurchases				(7,793 )			(7,793 )
Foreign currency translation adjustment					1,286	—	1,286
Unrealized loss on available-for-sale securities					(4 )		(4 )
Net income			7,469			848	8,317
Balance at March 31, 2015	\$ 266	\$ 1,192,973	\$ (670,206 )	\$(169,321 )	\$ (1,849 )	\$ —	\$ 351,863

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Note 1. Basis of Presentation and Significant Accounting Policies

Nature of Operations

Vonage Holdings Corp. (“Vonage”, “Company”, “we”, “our”, “us”) is incorporated as a Delaware corporation. We are a leading provider of communications services connecting people through cloud-connected devices worldwide. Customers in the United States represented 93% of our combined subscriber lines and seats at March 31, 2015, with the balance in Canada and the United Kingdom.

Unaudited Interim Financial Information

The accompanying unaudited interim consolidated financial statements and information have been prepared in accordance with accounting principles generally accepted in the United States and in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, these financial statements contain all normal and recurring adjustments considered necessary to present fairly the financial position, results of operations, cash flows, and statement of stockholders’ equity for the periods presented. The results for the three months ended March 31, 2015 are not necessarily indicative of the results to be expected for the full year.

These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on February 13, 2015.

Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Vonage and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. We also consolidate a majority-owned entity in Brazil where we have the ability to exercise controlling influence. The ownership interest of the noncontrolling party is presented as noncontrolling interest. On March 31, 2015, the Company completed its previously announced exit from the Brazilian market for consumer telephony services and the associated wind down of its joint venture operations in the country. The results of companies acquired or disposed of are included in the consolidated financial statements from the effective date of the acquisition or up to the date of disposal.

Use of Estimates

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Actual results could differ materially from these estimates.

On an ongoing basis, we evaluate our estimates, including the following:

- the useful lives of property and equipment, software costs, and intangible assets;
- assumptions used for the purpose of determining share-based compensation using the Black-Scholes option pricing model and Monte Carlo simulation model (“Models”), and various other assumptions that we believe to be reasonable;
- the key inputs for these Models include our stock price at valuation date, exercise price, the dividend yield, risk-free interest rate, life in years, and historical volatility of our common stock; and
- assumptions used in determining the need for, and amount of, a valuation allowance on net deferred tax assets.

We base our estimates on historical experience, available market information, appropriate valuation methodologies, and on various other assumptions that we believe to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Revenue Recognition

Operating revenues consist of services revenues and customer equipment (which enables our services) and shipping revenues. The point in time at which revenues are recognized is determined in accordance with Securities and Exchange Commission Staff

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Accounting Bulletin No. 104, Revenue Recognition, and Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 605, Revenue Recognition.

At the time a customer signs up for our services, there are the following deliverables:

• Providing equipment, if any, to the customer that enables our services; and

• Providing services.

The equipment is generally provided free of charge to our customers and in most instances there are no fees collected at sign-up. We record the fees collected for shipping the equipment to the customer, if any, as shipping and handling revenue at the time of shipment.

#### Services Revenue

Substantially all of our revenues are services revenues, which are derived primarily from monthly subscription fees that customers are charged under our service plans. We also derive services revenues from per minute fees for international calls if not covered under a plan, including calls made via applications for mobile devices and other stand-alone products, and for any calling minutes in excess of a customer’s monthly plan limits. Monthly subscription fees are automatically charged to customers’ credit cards, debit cards or electronic check payments (“ECP”), in advance and are recognized over the following month when services are provided. Revenues generated from international calls and from customers exceeding allocated call minutes under limited minute plans are recognized as services are provided, that is, as minutes are used, and are billed to a customer’s credit cards, debit cards or ECP in arrears. As a result of multiple billing cycles each month, we estimate the amount of revenues earned from international calls and from customers exceeding allocated call minutes under limited minute plans but not billed from the end of each billing cycle to the end of each reporting period and record these amounts as accounts receivable.

These estimates are based primarily upon historical minutes and have been consistent with our actual results.

We also provide rebates to customers who purchase their customer equipment from retailers and satisfy minimum service period requirements. These rebates in excess of activation fees are recorded as a reduction of revenues over the service period based upon the estimated number of customers that will ultimately earn and claim the rebates.

In the United States, we charge regulatory, compliance, E-911, and intellectual property-related fees on a monthly basis to defray costs, and to cover taxes that we are charged by the suppliers of telecommunications services. In addition, we charge customers Federal Universal Service Fund (“USF”) fees. We recognize revenue on a gross basis for USF and related fees. We record these fees as revenue when billed. All other taxes are recorded on a net basis.

#### Customer Equipment and Shipping Revenue

Customer equipment and shipping revenues consist of revenues from sales of customer equipment to wholesalers or directly to customers for replacement devices, or for upgrading their device at the time of customer sign-up for which we charge an additional fee. In addition, customer equipment and shipping revenues include revenues from the sale of VoIP telephones in order to access our small and medium business services. Customer equipment and shipping revenues also include the fees that customers are charged for shipping their customer equipment to them. Customer equipment and shipping revenues include sales to our retailers, who subsequently resell this customer equipment to customers. Revenues are reduced for payments to retailers and rebates to customers, who purchased their customer equipment through these retailers, to the extent of customer equipment and shipping revenues.

#### Cost of Service

Cost of service consists of costs that we pay to third parties in order to provide services. These costs include access and interconnection charges that we pay to other companies to terminate domestic and international phone calls on the public switched telephone network. In addition, these costs include the cost to lease phone numbers, to co-locate in other companies’ facilities, to provide enhanced emergency dialing capabilities to transmit 911 calls, and to provide

local number portability. These costs also include taxes that we pay on telecommunications services from our suppliers or are imposed by government agencies such as federal universal service fund (“USF”) contributions and royalties for use of third parties’ intellectual property. In addition, these costs include certain personnel and related costs for network operations and technical support that are attributable to revenue generating activities.

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VONAGE HOLDINGS CORP.

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(In thousands, except per share amounts)

(Unaudited)

Cost of Goods Sold

Cost of goods sold consists primarily of costs that we incur when a customer signs up for our service. These costs include the cost of customer equipment for customers who subscribe through the direct sales channel in excess of activation fees. In addition, these costs include the amortization of deferred customer equipment, the cost of shipping and handling for customer equipment, the installation manual that accompanies the customer equipment, and the cost of certain promotions.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of personnel and related costs for employees and contractors directly associated with our sales and marketing activities, internet advertising fees, radio and billboard advertising, public relations, commissions paid to employees, resellers and other third parties, trade shows, marketing and promotional activities, customer support, credit card fees, collections, and systems and information technology support.

Engineering and Development Expenses

Engineering and development expenses primarily include personnel and related costs for developers responsible for new products, and software engineers maintaining and enhancing existing products. These costs have been reclassified from selling, general and administrative expenses. Research and development costs related to new product development included in engineering and development were \$4,055 and \$3,042 for the quarters ended March 31, 2015 and 2014, respectively.

Costs for research, including predevelopment efforts prior to establishing technological feasibility of software expected to be marketed, are expensed as incurred.

Development costs are capitalized when technological feasibility has been established and anticipated future revenues support the recoverability of the capitalized amounts. Capitalization stops when the product is available for general release to customers. Due to the short time period between achieving technological feasibility and product release and the insignificant amount of costs incurred during such periods, we have not capitalized any software development, and have expensed these costs as incurred.

General and Administrative Expenses

General and administrative expenses primarily relate to our executive, finance, human resources, legal, and information technology organizations. General and administrative expenses primarily consist of personnel costs, stock compensation, board of directors' costs, professional fees for legal, accounting, tax, compliance and information systems, travel, recruiting expense and rent and related expenses.

Cash, Cash Equivalents and Marketable Securities

We maintain cash with several investment grade financial institutions. Highly liquid investments, which are readily convertible into cash, with original maturities of three months or less, are recorded as cash equivalents.

Management determines the appropriate classification of our investments in debt and marketable equity securities at the time of purchase and reevaluates such designation at each balance sheet date. Our debt and marketable equity securities have been classified and accounted for as available for sale. We may or may not hold securities with stated maturities until maturity. In response to changes in the availability of and the yield on alternative investments as well as liquidity requirements, we may sell these securities prior to their stated maturities. These securities are carried at fair value, with the unrealized gains and losses reported as a component of other comprehensive income (loss). Any realized gains or losses on the sale of marketable securities are determined on a specific identification method, and such gains and losses are reflected as a component of other income or expense.

Certain Risks and Concentrations

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash equivalents, marketable securities, and accounts receivable. They are subject to fluctuations in both market value and yield based upon changes in market conditions, including interest rates, liquidity, general economic conditions, and conditions



specific to the issuers. Accounts receivable are typically unsecured and are derived from revenues earned from customers primarily located in the United States. A portion of our accounts receivable represents the timing difference between when a customer's credit card is billed and the subsequent settlement of that transaction with our credit card processors. This timing difference is generally three days for substantially all of our credit card receivables. We have never experienced any accounts receivable write-offs due to this timing

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VONAGE HOLDINGS CORP.

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(In thousands, except per share amounts)

(Unaudited)

difference. In addition, we collect subscription fees in advance, minimizing our accounts receivable and bad debt exposure. If a customer's credit card, debit card or ECP is declined, we generally suspend international calling capabilities as well as their ability to incur domestic usage charges in excess of their plan minutes. Generally, if the customer's credit card, debit card or ECP could not be successfully processed during three billing cycles (i.e., the current and two subsequent monthly billing cycles), we terminate the account. In addition, we automatically charge any per minute fees to our customers' credit card, debit card or ECP monthly in arrears. To further mitigate our bad debt exposure, a customer's credit card, debit card or ECP will be charged in advance of their monthly billing if their international calling or overage charges exceed a certain dollar threshold.

**Inventory**

Inventory consists of the cost of customer equipment and is stated at the lower of cost or market, with cost determined using the average cost method. We provide an inventory allowance for customer equipment that has been returned by customers but may not be able to be reissued to new customers or returned to the manufacturer for credit.

**Property and Equipment**

Property and equipment includes acquired assets and those accounted for under capital leases and consist principally of network equipment and computer hardware, software, furniture, and leasehold improvements. Company-owned equipment in use at customer premises is also included in property and equipment. In addition, the lease of our corporate headquarters has been accounted for as a capital lease and is included in property and equipment. Network equipment and computer hardware and furniture are stated at cost with depreciation provided using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Leasehold improvements are amortized over their estimated useful life of the related assets or the life of the lease, whichever is shorter. The cost of renewals and substantial improvements is capitalized while the cost of maintenance and repairs is charged to operating expenses as incurred. Company-owned customer premises equipment is depreciated on a straight-line basis over three years.

Our network equipment and computer hardware, which consists of routers, gateways, and servers that enable our telephony services, is subject to technological risks and rapid market changes due to new products and services and changing customer demand. These changes may result in future adjustments to the estimated useful lives or the carrying value of these assets, or both.

**Software Costs**

We capitalize certain costs, such as purchased software and internally developed software that we use for customer acquisition and customer care automation tools, in accordance with FASB ASC 350-40, "Internal-Use Software". Computer software is stated at cost less accumulated amortization and the estimated useful life is two to five years.

**Goodwill**

Goodwill acquired in the acquisition of a business is accounted for based upon the excess fair value of consideration transferred over the fair value of net assets acquired in the business combination. Goodwill is tested for impairment on an annual basis on October 1st and, when specific circumstances dictate, between annual tests. When impaired, the carrying value of goodwill is written down to fair value. The goodwill impairment test involves evaluating qualitative information to determine if it is more than 50% likely that the fair value of a reporting unit is less than its carrying value. If such a determination is made, then the traditional two-step goodwill impairment test described below must be applied. The first step, identifying a potential impairment, compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying value of the reporting unit exceeds its fair value, the second step would need to be conducted; otherwise, no further steps are necessary as no potential impairment exists. The second step, measuring the impairment loss, compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. Any excess of the reporting unit goodwill carrying value over the respective implied fair value is recognized as an impairment loss. There was no impairment of goodwill for the three months ended March

31, 2015.

Intangible Assets

Intangible assets acquired in the settlement of litigation or by direct purchase are accounted for based upon the fair value of assets received.

Purchased-intangible assets are accounted for based upon the fair value of assets received. Purchased-intangible assets are amortized on a straight-line or accelerated basis over the periods of benefit, ranging from two to ten years. We perform a review

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

of purchased-intangible assets whenever events or changes in circumstances indicate that the useful life is shorter than we had originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, we assess the recoverability of purchased-intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life of the asset is shorter than originally estimated, we accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. There was no impairment of purchased-intangible assets identified for the three months ended March 31, 2015.

Patents and Patent Licenses

Patent rights acquired in the settlement of litigation or by direct purchase are accounted for based upon the fair value of assets received.

Long-Lived Assets

We evaluate impairment losses on long-lived assets used in operations when events and changes in circumstances indicate that the assets might be impaired. If our review indicates that the carrying value of an asset will not be recoverable, based on a comparison of the carrying value of the asset to the undiscounted future cash flows, the impairment will be measured by comparing the carrying value of the asset to its fair value. Fair value will be determined based on quoted market values, discounted cash flows or appraisals. Impairments of property and equipment are recorded in the statement of income as part of depreciation expense.

Debt Related Costs

Costs incurred in raising debt are deferred and amortized as interest expense using the effective interest method over the life of the debt.

Noncontrolling Interest and Redeemable Noncontrolling Interest

We consolidate a majority-owned entity where we have the ability to exercise controlling influence. The ownership interest of the noncontrolling party is presented as noncontrolling interest in the Consolidated Balance Sheets as Stockholders' Equity. If we are required to repurchase the noncontrolling interest at fair value, subject to adjustment, under a put option or other contractual redemption requirement, we will report the noncontrolling interest as redeemable in the Consolidated Balance Sheets between liabilities and equity. We adjust the redeemable noncontrolling interest to the redemption values on each balance sheet date with changes recognized as an adjustment to retained earnings, or in the absence of retained earnings, as an adjustment to additional paid-in capital when it becomes probable the noncontrolling interest will become redeemable.

Derivatives

We do not hold or issue derivative instruments for trading purposes. However, in accordance with FASB ASC 815, "Derivatives and Hedging" ("FASB ASC 815"), we review our contractual obligations to determine whether there are terms that possess the characteristics of derivative financial instruments that must be accounted for separately from the financial instrument in which they are embedded. We recognize these features as liabilities in our consolidated balance sheet at fair value each period and recognize any change in the fair value in our statement of operations in the period of change. We estimate the fair value of these liabilities using available market information and appropriate valuation methodologies.

Income Taxes

We recognize deferred tax assets and liabilities at enacted income tax rates for the temporary differences between the financial reporting bases and the tax bases of our assets and liabilities. Any effects of changes in income tax rates or tax laws are included in the provision for income taxes in the period of enactment. Our net deferred tax assets primarily consist of net operating loss carry forwards ("NOLs"). We are required to record a valuation allowance against our net deferred tax assets if we conclude that it is more likely than not that taxable income generated in the future

will be insufficient to utilize the future income tax benefit from our net deferred tax assets (namely, the NOLs) prior to expiration. We periodically review this conclusion, which requires significant management judgment. If we are able to conclude in a future period that a future income tax benefit from our net deferred tax assets has a greater than 50 percent likelihood of being realized, we are required in that period to reduce the related valuation allowance with a corresponding decrease in income tax expense. This would result in a non-cash benefit to our net income in the period of the determination. In the fourth quarter of 2011, we released \$325,601 of valuation allowance. We periodically

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review this conclusion, which requires significant management judgment. In the future, if available evidence changes our conclusion that it is more likely than not that we will utilize our net deferred tax assets prior to their expiration, we will make an adjustment to the related valuation allowance and income tax expense at that time. In subsequent periods, we would expect to recognize income tax expense equal to our pre-tax income multiplied by our effective income tax rate, an expense that was not recognized prior to the reduction of the valuation allowance. Our effective rate may differ from the federal statutory rate due, in part, to our foreign operations and certain discrete period items. The 2015 estimated annual effective tax rate is expected to approximate 41%, but may fluctuate due to the timing of other discrete period transactions.

We file income tax returns in the U.S. on a federal basis and in U.S. state and foreign jurisdictions. Our federal tax return remains subject to examination by the Internal Revenue Service from 2010 to present, our New Jersey tax returns remain open from 2008 to present, our Canada tax return remains open from 2009 to present, and other domestic and foreign tax returns remain open for all periods to which those filings relate. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

We have not had any unrecognized tax benefits. We recognize interest and penalties accrued related to unrecognized tax benefits as components of our income tax provision. We have not had any interest and penalties accrued related to unrecognized tax benefits.

**Business Combinations**

We account for business combinations using the acquisition method of accounting. The acquisition method of accounting requires that the purchase price, including the fair value of contingent consideration, of the acquisition be allocated to the assets acquired and liabilities assumed using the fair values determined by management as of the acquisition date. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions as part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, the Company's estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill to the extent the Company identifies adjustments to the preliminary purchase price allocation. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations. We include the results of all acquisitions in our Consolidated Financial Statements from the date of acquisition.

Acquisition related transaction costs, such as banking, legal, accounting and other costs incurred in connection with an acquisition, are expensed as incurred in general and administrative expense.

Acquisition related integration costs include costs associated with exit or disposal activities, which do not meet the criteria of discontinued operations, including costs for employee, lease, and contract terminations, facility closing or other exit activities. Additionally, these costs include expenses directly related to integrating and reorganizing acquired businesses and include items such as employee retention costs, recruiting costs, certain moving costs, certain duplicative costs during integration and asset impairments. These costs are expensed as incurred in general and administrative expense.

**Fair Value of Financial Instruments**

Effective January 1, 2008, we adopted FASB ASC 820-10-25, "Fair Value Measurements and Disclosures". This standard establishes a framework for measuring fair value and expands disclosure about fair value measurements. We

did not elect fair value accounting for any assets and liabilities allowed by FASB ASC 825, "Financial Instruments". FASB ASC 820-10 defines fair value as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820-10 describes the following three levels of inputs that may be used:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets and liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

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Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3: Unobservable inputs when there is little or no market data available, thereby requiring an entity to develop its own assumptions. The fair value hierarchy gives the lowest priority to Level 3 inputs.

Although management believes its valuation methods were appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could have resulted in a different fair value measurement at the reporting date.

The following table presents the assets that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
Level 1 Assets		
Money market fund (1)	\$1,621	\$2,786
Level 2 Assets		
Available-for-sale securities (2)	\$8,332	\$7,162

(1) Included in cash and cash equivalents on our consolidated balance sheet.

(2) Included in marketable securities on our consolidated balance sheet.

Fair Value of Other Financial Instruments

The carrying amounts of our financial instruments, including cash and cash equivalents, accounts receivable, and accounts payable, approximate fair value because of their short maturities. The carrying amounts of our capital leases approximate fair value of these obligations based upon management's best estimates of interest rates that would be available for similar debt obligations at March 31, 2015 and December 31, 2014. We believe the fair value of our debt at March 31, 2015 was approximately the same as its carrying amount as market conditions, including available interest rates, credit spread relative to our credit rating, and illiquidity, remain relatively unchanged from the issuance date of our debt on August 13, 2014 for a similar debt instrument.

Foreign Currency

Generally, the functional currency of our non-United States subsidiaries is the local currency. The financial statements of these subsidiaries are translated to United States dollars using month-end rates of exchange for assets and liabilities, and average rates of exchange for revenues, costs, and expenses. Translation gains and losses are deferred and recorded in accumulated other comprehensive income as a component of stockholders' equity.

Share-Based Compensation

We account for share-based compensation in accordance with FASB ASC 718, "Compensation-Stock Compensation". Under the fair value recognition provisions of this pronouncement, share-based compensation cost is measured at the grant date based on the fair value of the award, reduced as appropriate based on estimated forfeitures, and is recognized as expense over the applicable vesting period of the stock award using the accelerated method. The excess tax benefit associated with stock compensation deductions have not been recorded in additional paid-in capital. When evaluating whether an excess tax benefit has been realized, share based compensation deductions are not considered realized until NOLs are no longer sufficient to offset taxable income. Such excess tax benefits will be recorded when realized.

Earnings per Share

Net income per share has been computed according to FASB ASC 260, "Earnings per Share", which requires a dual presentation of basic and diluted earnings per share ("EPS"). Basic EPS represents net income divided by the weighted average number of common shares outstanding during a reporting period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, including stock options and restricted stock



units under our 2001 Stock Incentive Plan and 2006 Incentive Plan, were exercised or converted into common stock. The dilutive effect of outstanding stock options and restricted stock units is reflected in diluted earnings per share by application of the treasury stock method. In applying the

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treasury stock method for stock-based compensation arrangements, the assumed proceeds are computed as the sum of the amount the employee must pay upon exercise and the amounts of average unrecognized compensation cost attributed to future services.

The following table sets forth the computation for basic and diluted net income per share for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
Numerator		
Income from continuing operations	\$9,849	\$5,484
Discontinued operations	(2,439 )	(1,279 )
Plus: Net loss from discontinued operations attributable to noncontrolling interest	\$59	\$383
Loss from discontinued operations attributable to Vonage	\$(2,380 )	\$(896 )
Net income attributable to Vonage	\$7,469	\$4,588
Denominator		
Basic weighted average common shares outstanding	211,844	212,195
Dilutive effect of stock options and restricted stock units	8,745	12,992
Diluted weighted average common shares outstanding	220,589	225,187
Basic net income per share		
Basic net income per share-from continuing operations	\$0.05	\$0.03
Basic net loss per share-from discontinued operations attributable to Vonage	\$(0.01 )	\$—
Basic net income per share-net income attributable to Vonage	\$0.04	\$0.02
Diluted net income per share		
Diluted net income per share-from continuing operations	\$0.04	\$0.02
Diluted net loss per share-from discontinued operations attributable to Vonage	\$(0.01 )	\$—
Diluted net income per share-net income attributable to Vonage	\$0.03	\$0.02

For the three months ended March 31, 2015 and 2014, the following were excluded from the calculation of diluted earnings per common share because of their anti-dilutive effects:

	Three Months Ended March 31,	
	2015	2014
Restricted stock units	7,545	5,701
Stock options	18,163	22,144
	25,708	27,845

## Comprehensive Income (Loss)

Comprehensive income consists of net income (loss) and other comprehensive items. Other comprehensive items include foreign currency translation adjustments and unrealized gains (losses) on available for sale securities.

## Recent Accounting Pronouncements

In April 2015, Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-05, “Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement”. This ASU provides guidance to customers

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whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer's accounting for service contracts. ASU 2015-05 is effective for interim and annual reporting periods beginning after December 15, 2015. We are currently evaluating the impact of adopting ASU 2015-05 on our consolidated financial statements and related disclosures.

In April 2015, FASB issued ASU 2015-03, "Interest-Imputation of Interest". This ASU requires that debt issuance costs be reported in the balance sheet as a direct deduction from the face amount of the related liability, consistent with the presentation of debt discounts. Prior to the amendments, debt issuance costs were presented as a deferred charge (i.e., an asset) on the balance sheet. This ASU is effective for annual reporting periods beginning after December 15, 2015 and interim periods within fiscal years beginning after December 15, 2016. The amendments must be applied retrospectively. All entities have the option of adopting the new requirements as of an earlier date for financial statements that have not been previously issued. Applicable disclosures for a change in an accounting principle are required in the year of adoption, including interim periods. Accordingly, we will adopt this ASU on January 1, 2017. The adoption of ASU 2015-03 will not have a material impact on our consolidated financial statements and related disclosures.

In May 2014, FASB issued ASU 2014-09, "Revenue from Contracts with Customers". This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of good or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted, however, in April 2015, the FASB proposed a delay in the effective date of this ASU. We will adopt this ASU when effective. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU and our management is currently evaluating which transition approach to use. We are currently evaluating the impact of adopting ASU 2014-09 on our consolidated financial statements and related disclosures.

**Reclassifications**

As the Company's business evolves based upon recent acquisitions that position us as a Unified Communications as a Service ("UCaaS") provider, we have made certain changes to our income statement presentation. Sales expenses have been separated from selling, general, and administrative expenses and combined with marketing in a new sales and marketing caption. A new caption, engineering and development, has also been reclassified from selling, general and administrative expenses. The remaining selling, general and administrative expenses, after the above reclassifications, have been renamed as general and administrative expenses. The reclassifications have been reflected in all periods presented and had no impact on net earnings previously reported.

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## Note 2. Supplemental Balance Sheet Account Information

## Prepaid expenses and other current assets

	March 31, 2015	December 31, 2014
Nontrade receivables	\$1,536	\$2,511
Services	9,818	7,415
Telecommunications	410	459
Insurance	351	803
Marketing	1,684	519
Other prepaids	1,225	958
Prepaid expenses and other current assets	\$15,024	\$12,665

## Property and equipment, net

	March 31, 2015	December 31, 2014
Building (under capital lease)	\$25,709	\$25,709
Network equipment and computer hardware	74,247	73,599
Leasehold improvements	48,011	48,574
Customer premise equipment	4,271	3,220
Furniture	2,265	1,914
Vehicles	195	195
	154,698	153,211
Less: accumulated depreciation and amortization	(108,348)	(103,581)
Property and equipment, net	\$46,350	\$49,630

## Customer premise equipment, net

	March 31, 2015	December 31, 2014
Customer premise equipment	\$4,271	\$3,220
Less: accumulated depreciation	(405)	(74)
Customer premise equipment, net	\$3,866	\$3,146

## Software, net

	March 31, 2015	December 31, 2014
Purchased	\$55,808	\$55,636
Licensed	909	909
Internally developed	36,088	36,088
	92,805	92,633

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Less: accumulated amortization	(75,143	) (74,009	)
Software, net	\$17,662	\$18,624	

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## Debt related costs, net

	March 31, 2015	December 31, 2014
Senior secured term loan and revolver	\$6,617	\$6,617
Less: accumulated amortization	(4,704)	(4,466)
Debt related costs, net	\$1,913	\$2,151

## Restricted cash

	March 31, 2015	December 31, 2014
Letter of credit-lease deposits	\$2,312	\$3,311
Cash reserves	89	94
Restricted cash	\$2,401	\$3,405

## Intangible assets, net

	March 31, 2015	December 31, 2014
Customer relationships	\$49,799	\$49,799
Developed technology	72,900	72,900
Patents and patent licenses	12,764	12,764
Trademarks	560	560
Trade names	500	500
Non-compete agreements	2,726	2,726
	139,249	139,249
Customer relationships	(12,413)	(10,185)
Developed technology	(9,930)	(7,108)
Patents and patent licenses	(10,737)	(10,426)
Trademarks	(490)	(472)
Trade names	(137)	(113)
Non-compete agreements	(345)	(113)
Less: accumulated amortization	(34,052)	(28,417)
Customer relationships	37,386	39,614
Developed technology	62,970	65,792
Patents and patent licenses	2,027	2,338
Trademarks	70	88
Trade names	363	387
Non-compete agreements	2,381	2,613
Intangible assets, net	\$105,197	\$110,832





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## Other assets

	March 31, 2015	December 31, 2014
Long term non-trade receivable	6,623	6,623
Others	1,738	1,125
Other assets	\$8,361	\$7,748

## Accrued expenses

	March 31, 2015	December 31, 2014
Compensation and related taxes and temporary labor	\$16,867	\$25,555
Marketing	22,209	17,871
Taxes and fees	18,152	17,300
Litigation and settlements	23	23
Telecommunications	8,674	8,134
Other accruals	5,493	9,645
Customer credits	1,848	1,883
Professional fees	2,762	2,178
Accrued interest	21	133
Inventory	511	1,267
Credit card fees	245	207
Accrued expenses	\$76,805	\$84,196

## Accumulated other comprehensive loss

	March 31, 2015	December 31, 2014
Foreign currency translation adjustment	(1,845	) (3,123 )
Unrealized loss on available-for sale securities	(4	) (8 )
Accumulated other comprehensive loss	\$(1,849	) \$(3,131 )

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Note 3. Supplemental Income Statement Account Information  
 Amounts included in revenues

	Three Months Ended March 31,	
	2015	2014
USF fees	\$18,515	\$18,636
Disconnect fees	\$928	\$773
Initial activation fees	\$220	\$314
Customer equipment rental	\$770	\$—
Customer equipment fees	\$1,173	\$411
Equipment recovery fees	\$15	\$20
Shipping and handling fees	\$603	\$379

Amount included in cost of services

	Three Months Ended March 31,	
	2015	2014
USF costs	\$18,515	\$18,693

Amount included in cost of goods sold

	Three Months Ended March 31,	
	2015	2014
Shipping and handling cost	\$1,285	\$1,557

Amount included in sales and marketing

	Three Months Ended March 31,	
	2015	2014
Advertising costs	\$28,249	\$34,686



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Amounts included in general and administrative expense

	Three Months Ended March 31,	
	2015	2014
Acquisition related transaction costs	\$438	\$20
Acquisition related integration costs	\$17	\$94

Depreciation and amortization expense

	Three Months Ended March 31,	
	2015	2014
Network equipment and computer hardware	\$2,890	\$3,609
Software	3,073	2,703
Capital leases	550	550
Other leasehold improvements	1,225	1,073
Customer premise equipment	460	—
Furniture	95	34
Vehicles	16	1
Patents	311	576
Trademarks	18	18
Customer relationships	2,229	2,134
Acquired technology	2,820	1,574
Trade names	25	50
Non-compete agreements	232	4
	13,944	12,326
Property and equipment impairments	1	—
Depreciation and amortization expense	\$13,945	\$12,326

Amount included in interest expense

	Three Months Ended March 31,	
	2015	2014
Debt related costs amortization	\$238	\$289

Amount included in other income (expense), net

	Three Months Ended March 31,	
	2015	2014
Net loss resulting from foreign exchange transactions	\$(567)	\$(15)



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## Note 4. Long-Term Debt and Revolving Credit Facility

A schedule of long-term debt at March 31, 2015 and December 31, 2014 is as follows:

	March 31, 2015	December 31, 2014
2.875-3.375% Credit Facility - due 2018	\$65,000	\$70,000
2.875-3.375% Revolving Credit Facility - due 2018	87,000	67,000
Total Long-Term Debt and Revolving Credit Facility	\$152,000	\$137,000

At March 31, 2015, future payments under long-term debt obligations over each of the next five years and thereafter were as follows:

	Credit Facility
2015	\$15,000
2016	20,000
2017	20,000
2018	30,000
Minimum future payments of principal	85,000
Less: current portion	20,000
Long-term portion	\$65,000

## Acquisition of SimpleSignal

In connection with our acquisition of SimpleSignal on April 1, 2015, we financed the transaction with \$20,000 from our revolving credit facility.

## 2014 Financing

On August 13, 2014, we entered into a credit agreement (the "2014 Credit Facility") consisting of a \$100,000 senior secured term loan and a \$125,000 revolving credit facility. The co-borrowers under the 2014 Credit Facility are us and Vonage America Inc., our wholly owned subsidiary. Obligations under the 2014 Credit Facility are guaranteed, fully and unconditionally, by our other material United States subsidiaries and are secured by substantially all of the assets of each borrower and each guarantor. The lenders under the 2014 Credit Facility are JPMorgan Chase Bank, N.A., Citizens Bank, N.A., Silicon Valley Bank, SunTrust Bank, Fifth Third Bank, Keybank National Association, and MUFG Union Bank, N.A. JPMorgan Chase Bank, N.A. is a party to the agreement as administrative agent, Citizens Bank, N.A. as syndication agent, and Silicon Valley Bank and SunTrust Bank as documentation agents. J.P. Morgan Securities LLC and Citizens Bank, N.A. acted as joint lead bookrunners, and J.P. Morgan Securities LLC, Citizens Bank, N.A., Silicon Valley Bank, and SunTrust Robinson Humphrey Inc. acted as joint lead arrangers.

## Use of Proceeds

We used \$90,000 of the net available proceeds of the 2014 Credit Facility to retire all of the debt under our 2013 Credit Facility. Remaining proceeds from the senior secured term loan and the undrawn revolving credit facility under the 2014 Credit Facility will be used for general corporate purposes. We also incurred \$1,910 of fees in connection with the 2014 Credit Facility, which is amortized, along with the unamortized fees of \$668 in connection with the 2013 Credit Facility, to interest expense over the life of the debt using the effective interest method.

2014 Credit Facility Terms

The following description summarizes the material terms of the 2014 Credit Facility:

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The loans under the 2014 Credit Facility mature in August 2018. Principal amounts under the 2014 Credit Facility are repayable in quarterly installments of \$5,000 per quarter for the senior secured term loan. The unused portion of our revolving credit facility incurs a 0.40% commitment fee.

Outstanding amounts under the 2014 Credit Facility, at our option, will bear interest at:

LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility. The 2014 Credit Facility provides greater flexibility to us in funding acquisitions and restricted payments, such as stock buybacks, than the 2013 Credit Facility.

We may prepay the 2014 Credit Facility at our option at any time without premium or penalty. The 2014 Credit Facility is subject to mandatory prepayments in amounts equal to:

100% of the net cash proceeds from any non-ordinary course sale or other disposition of our property and assets for consideration in excess of a certain amount subject to customary reinvestment provisions and certain other exceptions, and

- 100% of the net cash proceeds received in connection with other non-ordinary course transactions, including insurance proceeds not otherwise applied to the relevant insurance loss.

Subject to certain restrictions and exceptions, the 2014 Credit Facility permits us to obtain one or more incremental term loans and/or revolving credit facilities in an aggregate principal amount of up to \$60,000 plus an amount equal to repayments of the senior secured term loan upon providing documentation reasonably satisfactory to the administrative agent. The 2014 Credit Facility includes customary representations and warranties and affirmative covenants of the borrowers. In addition, the 2014 Credit Facility contains customary negative covenants, including, among other things, restrictions on the ability of us and our subsidiaries to consolidate or merge, create liens, incur additional indebtedness, dispose of assets, consummate acquisitions, make investments, and pay dividends and other distributions. We must also comply with the following financial covenants:

- a consolidated leverage ratio of no greater than 2.25 to 1.00;
  - a consolidated fixed coverage charge ratio of no less than 1.75 to 1.00 subject to adjustment to exclude up to \$80,000 in specified restricted payments;
  - minimum cash of \$25,000 including the unused portion of the revolving credit facility; and
  - maximum capital expenditures not to exceed \$55,000 during any fiscal year, provided that the unused amount of any permitted capital expenditures in any fiscal year may be carried forward to the next following fiscal year.
- In addition, annual excess cash flow up to \$8,000 increases permitted capital expenditures.

As of March 31, 2015, we were in compliance with all covenants, including financial covenants, for the 2014 Credit Facility.

The 2014 Credit Facility contains customary events of default that may permit acceleration of the debt. During the continuance of a payment default, interest will accrue at a default interest rate of 2% above the interest rate which



would otherwise be applicable, in the case of loans, and at a rate equal to the rate applicable to base rate loans plus 2%, in the case of all other amounts.

2013 Financing

On February 11, 2013 we entered into Amendment No. 1 to the 2011 Credit Agreement (as further amended by Amendment No. 2 to our 2011 Credit Facility, the "2013 Credit Facility"). The 2013 Credit Facility consisted of a \$70,000 senior secured term

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loan and a \$75,000 revolving credit facility. The co-borrowers under the 2013 Credit Facility were our wholly owned subsidiary, Vonage America Inc., and us. Obligations under the 2013 Credit Facility were guaranteed, fully and unconditionally, by our other United States subsidiaries and were secured by substantially all of the assets of each borrower and each of the guarantors. On July 26, 2013 we entered into Amendment No. 2 to our 2011 Credit Agreement, which amended our financial covenant related to our consolidated fixed charge coverage ratio by increasing the amount of restricted payments excluded from such calculation from \$50,000 to \$80,000.

Use of Proceeds

The net proceeds received of \$27,500 from the senior secured term loan and the undrawn revolving credit facility under the 2013 Credit Facility were used for general corporate purposes. We also incurred \$2,009 of fees in connection with the 2013 Credit Facility, which is amortized, along with the unamortized fees of \$670 in connection with the 2011 Credit Facility, to interest expense over the life of the debt using the effective interest method. We used \$75,000 from the 2013 revolving credit facility in connection with the acquisition of Vocalocity on November 15, 2013.

Note 5. Common Stock

Net Operating Loss Rights Agreement

On June 7, 2012, we entered into a Tax Benefits Preservation Plan ("Preservation Plan") designed to preserve stockholder value and tax assets. Our ability to use our tax attributes to offset tax on U.S. taxable income would be substantially limited if there were an "ownership change" as defined under Section 382 of the U.S. Internal Revenue Code. In general, an ownership change would occur if one or more "5-percent shareholders," as defined under Section 382, collectively increase their ownership in us by more than 50 percent over a rolling three-year period.

In connection with the adoption of the Preservation Plan, our board of directors declared a dividend of one preferred share purchase right for each outstanding share of the Company's common stock. The preferred share purchase rights were distributed to stockholders of record as of June 18, 2012, as well as to holders of the Company's common stock issued after that date, but will only be activated if certain triggering events under the Preservation Plan occur.

Under the Preservation Plan, preferred share purchase rights will work to impose significant dilution upon any person or group which acquires beneficial ownership of 4.9% or more of the outstanding common stock, without the approval of our board of directors, from and after June 7, 2012. Stockholders that own 4.9% or more of the outstanding common stock as of the opening of business on June 7, 2012, will not trigger the preferred share purchase rights so long as they do not (i) acquire additional shares of common stock or (ii) fall under 4.9% ownership of common stock and then re-acquire shares that in the aggregate equal 4.9% or more of the common stock.

The Preservation Plan was set to expire no later than the close of business June 7, 2013, unless extended by our board of directors. On June 6, 2013, at the Vonage 2013 annual meeting of stockholders, stockholders ratified the extension of the Preservation Plan through June 7, 2015. On April 2, 2015, after consultation with our advisors, our board of directors determined to extend the Preservation Plan through June 30, 2017, subject to ratification of the extension by stockholders at our 2015 annual meeting of stockholders.

Common Stock Repurchases

On July 25, 2012, our board of directors authorized a program to repurchase up to \$50,000 of Vonage common stock (the "\$50,000 repurchase program") through December 31, 2013. On February 7, 2013, our board of directors discontinued the remainder of the \$50,000 repurchase program effective at the close of business on February 12, 2013 with \$16,682 of availability remaining, and authorized a new program to repurchase up to \$100,000 of Vonage common stock (the "2012 \$100,000 repurchase program") by December 31, 2014.

We repurchased the following shares of common stock with cash resources under the 2012 \$100,000 repurchase program during the three months ended March 31, 2015 and 2014:

Three Months Ended

	March 31,	
	2015	2014 (1)
Shares of common stock repurchased	—	2,447
Value of common stock repurchased	\$—	\$10,043

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(1) including 186 shares, or \$791, of common stock repurchases settled in April 2014; excluding commission of \$2. As of December 31, 2014, approximately \$219 remained of our 2012 \$100,000 repurchase program. The repurchase program expired on December 31, 2014.

On December 9, 2014, Vonage's Board of Directors authorized a new program for the Company to repurchase up to \$100,000 of its outstanding common stock (the "2014 \$100,000 repurchase program"). Repurchases under the 2014 \$100,000 repurchase program are expected to be made over a four-year period ending on December 31, 2018.

Under the 2014 \$100,000 repurchase program, the timing and amount of repurchases will be determined by management based on its evaluation of market conditions, the trading price of the stock and will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. Repurchases may be made in the open market or through private transactions from time to time. The repurchases will be made using available cash balances. In any period, under each repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

We repurchased the following shares of common stock with cash resources under the 2014 \$100,000 repurchase program during the three months ended March 31, 2015:

	Three Months Ended March 31,	
	2015 (1)	2014
Shares of common stock repurchased	1,779	—
Value of common stock repurchased	\$7,769	\$—

(1) including 58 shares, or \$283, of common stock repurchases settled in April 2015; excluding commission of \$1. As of March 31, 2015, approximately \$92,231 remained of our 2014 \$100,000 repurchase program. The repurchase program expires on December 31, 2018 but may be suspended or discontinued at any time without notice.

In any period under the 2014 \$100,000 repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

## Note 6. Commitments and Contingencies

## Litigation

## IP Matters

Bear Creek Technologies, Inc. On February 22, 2011, Bear Creek Technologies, Inc. ("Bear Creek") filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., Vonage Marketing LLC, and Aptela Inc. (a subsidiary of Vocalocity, Inc., a wholly-owned subsidiary of the Company which was acquired on November 15, 2013 pursuant to an Agreement and Plan of Merger dated October 9, 2013) in the United States District Court for the Eastern District of Virginia (Norfolk Division) alleging that Vonage's and Aptela's products and services are covered by United States Patent No. 7,889,722, entitled "System for Interconnecting Standard Telephony Communications Equipment to Internet Protocol Networks" (the "'722 Patent"). The suit also named numerous other defendants, including Verizon Communications, Inc., Comcast Corporation, Time-Warner Cable, Inc., AT&T, Inc., and T-Mobile USA Inc. On August 17, 2011, the Court dismissed Bear Creek's case against the Vonage entities and Aptela, as well as all the other defendants, except for one defendant. Later, on August 17, 2011, Bear Creek re-filed its complaint concerning the '722 Patent in the United States District Court for the District of Delaware against the same Vonage entities; and also re-filed a separate complaint concerning the '722 Patent in the United States District Court for the Eastern District of

Virginia against Aptela. In each complaint, Bear Creek alleges that Vonage and Aptela, respectively, are infringing one or more claims of the '722 Patent. In addition, Bear Creek alleges that each party is contributing to and inducing infringement of one or more claims of the '722 Patent. On January 25, 2012, Bear Creek filed a motion with the United States Judicial Panel on Multidistrict Litigation seeking to transfer and consolidate its litigations against Vonage and Aptela with twelve other separate actions Bear Creek filed in the U.S. District Courts for Delaware and the Eastern District of Virginia. On May 2, 2012, the Multidistrict Litigation Panel granted Bear Creek's

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motion and ordered the coordination or consolidation for pretrial proceedings of all fourteen actions in the U.S. District Court for the District of Delaware. On October 11, 2012, Vonage filed an answer to Bear Creek's complaint, including counterclaims of non-infringement and invalidity of the '722 patent. Aptela, which filed a motion to dismiss Bear Creek's complaint on September 27, 2011, has not yet answered, as its motion remains pending and awaiting disposition by the court. On November 5, 2012, Bear Creek filed an answer to Vonage's counterclaims. On March 1, 2013, several defendants including Vonage moved the Court to stay the case pending resolution of the reexamination of the '722 patent requested by Cisco Systems, Inc. ("Cisco") as described below; the motion was granted on July 17, 2013, and the case was stayed pending the resolution of the reexamination. On November 8, 2013, the Court granted Bear Creek's request to terminate and substitute counsel representing it in the litigation. On May 5, 2015, the Court closed the case for administrative purposes, with leave to reopen if further attention by the Court is required.

A request for reexamination of the '722 Patent was filed on September 12, 2012 by Cisco, challenging the validity of the '722 Patent. Cisco's request was granted by the United States Patent and Trademark Office on November 28, 2012. On March 24, 2014, the Patent Office issued an Action Closing Prosecution, confirming its rejection of all claims of the '722 patent on multiple independent grounds. Bear Creek filed comments to the Action Closing Prosecution on April 24, 2014. Cisco filed responsive comments on May 22, 2014. On September 15, 2014, Bear Creek filed a Notice of Appeal to the Patent Office's rejection of its patent. On November 14, 2014, Bear Creek submitted its Appeal to the Patent Trial and Appeal Board. Cisco filed its responsive brief on December 12, 2014; the brief was defective and, at the direction of the Patent Office, Cisco re-filed an amended brief on December 31, 2014.

RPost Holdings, Inc. On August 24, 2012, RPost Holdings, Inc., RPost Communications Limited, and RMail Limited (collectively, "RPost") filed a lawsuit against StrongMail Systems, Inc. ("StrongMail") in the United States District Court for the Eastern District of Texas (Marshall Division) alleging that StrongMail's products and services, including its electronic mail marketing services, are covered by United States Patent Nos. 8,224,913, 8,209,389, 8,161,104, 7,966,372, and 6,182,219. On January 16, 2013, StrongMail moved the Court to transfer the venue of the lawsuit to the Northern District of California. That motion was denied by the Court on August 19, 2013. On February 11, 2013, RPost filed an amended complaint, adding 27 new defendants, including Vonage America Inc. RPost's amended complaint alleges willful infringement of the RPost patents by Vonage and each of the other new defendants because they are customers of StrongMail. StrongMail has agreed to fully defend and indemnify Vonage in this lawsuit. Vonage answered the complaint on May 7, 2013. On January 30, 2014, RPost informed the Court that it is ready for a scheduling conference; the Court has not yet scheduled a conference.

AIP Acquisition LLC. On January 3, 2014, AIP Acquisition LLC ("AIP"), filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., and Vonage Marketing LLC in the U.S. District Court for the District of Delaware (Norfolk Division) alleging that Vonage's products and services are covered by United States Patent No. 7,269,247. Vonage filed an answer and counterclaims on February 25, 2014. AIP filed an amended complaint on March 18, 2014, which Vonage answered on April 4, 2014. On April 8, 2014, the Court ordered a stay of the case pending final resolution of non-party Level 3's inter partes review request of United States Patent No. 7,724,879, which is a continuation of the '247 patent. On October 8, 2014, the Patent Office issued a Final Written Decision, finding all challenged claims of the '879 patent to be invalid. On December 9, 2014, AIP filed a Notice of Appeal to the Patent Office's rejection of its patent. On December 15, 2014, AIP moved to replace its attorneys and the Patent Office granted the request on December 23, 2014.

A second request for inter partes review of the '879 patent was made by Cisco on December 12, 2013 and granted by the Patent Office on May 27, 2014. AIP filed its response on August 18, 2014, and Cisco filed its reply on November 14, 2014. A hearing was held on January 7, 2015. The proceeding remains pending before the Patent Office.

Cisco petitioned for inter partes review of the '247 patent on November 25, 2014. AIP filed a preliminary response on February 23, 2015. The Patent Office has not yet determined whether to grant this petition.

Commercial Litigation

Merkin & Smith, et als. On September 27, 2013, Arthur Merkin and James Smith filed a putative class action lawsuit against Vonage America, Inc. in the Superior Court of the State of California, County of Los Angeles, alleging that Vonage violated California's Unfair Competition Law by charging its customers fictitious 911 taxes and fees. On October 30, 2013, Vonage filed a notice removing the case to the United States District Court for the Central District of California. On October 30, 2013 the case was assigned to a United States District Judge and a Magistrate Judge. On November 26, 2013, Vonage filed its Answer to the Complaint. On December 4, 2013, Vonage filed a Motion to Compel Arbitration. On February 4, 2014, the Court denied Vonage's Motion to Compel Arbitration. On March 5, 2014, Vonage filed an appeal with the United States Court of Appeals for the Ninth Circuit of the decision denying Vonage's Motion to Compel Arbitration. On March 6, 2014, Vonage moved to stay the district court proceedings pending its appeal; the Court granted Vonage's stay motion on March 26, 2014. Vonage filed its appellate brief

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on September 24, 2014. Plaintiff's opposition brief was filed on November 21, 2014. Vonage filed its Reply Brief on December 22, 2014.

From time to time, in addition to those identified above, we are subject to legal proceedings, claims, investigations, and proceedings in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. From time to time we receive letters or other communications from third parties inviting us to obtain patent licenses that might be relevant to our business or alleging that our services infringe upon third party patents or other intellectual property. In accordance with generally accepted accounting principles, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss or range of loss can be reasonably estimated. These provisions, if any, are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. We believe that we have valid defenses with respect to the legal matters pending against us and are vigorously defending these matters. Given the uncertainty surrounding litigation and our inability to assess the likelihood of a favorable or unfavorable outcome in the above noted matters and our inability to reasonably estimate the amount of loss or range of loss, it is possible that the resolution of one or more of these matters could have a material adverse effect on our consolidated financial position, cash flows or results of operations.

Regulation

Telephony services are subject to a broad spectrum of state and federal regulations. Because of the uncertainty over whether Voice over Internet Protocol ("VoIP") should be treated as a telecommunications or information service, we have been involved in a substantial amount of state and federal regulatory activity. Implementation and interpretation of the existing laws and regulations is ongoing and is subject to litigation by various federal and state agencies and courts. Due to the uncertainty over the regulatory classification of VoIP service, there can be no assurance that we will not be subject to new regulations or existing regulations under new interpretations, and that such change would not introduce material additional costs to our business.

Federal - Net Neutrality

Clear and enforceable net neutrality rules make it more difficult for broadband Internet service providers to block or discriminate against Vonage service. In addition, explicitly applying net neutrality rules to wireless broadband Internet service providers could create greater opportunities for VoIP applications that run on wireless broadband Internet service. In December 2010, the FCC adopted net neutrality rules that applied strong net neutrality rules to wired broadband Internet service providers and limited rules to wireless broadband Internet service providers. On January 14, 2014, the D.C. Circuit Court of Appeals vacated a significant portion of the 2010 rules. On May 15, 2014, the FCC issued a Notice of Proposed Rulemaking (NPRM) proposing new net neutrality rules. After public response to the NPRM, the FCC adopted new neutrality rules on February 26, 2015. These rules prohibit broadband Internet service providers from: (1) blocking or throttling lawful content applications, or services; (2) imposing paid prioritization arrangements; and (3) unreasonably interfering or unreasonably disadvantaging consumers or edge providers. In addition, broadband Internet service providers are required to make certain disclosures regarding their network management practices, network performance, and commercial terms. These net neutrality rules apply the same requirements to wired and wireless broadband Internet service providers. Several parties have filed appeals and more are expected.

Federal - Intercarrier Compensation

On October 27, 2011, the FCC adopted an order reforming universal service and the intercarrier compensation ("ICC") system that governs payments between telecommunications carriers primarily for terminating traffic. The FCC order provides that VoIP originated calls will be subject to interstate access charges for long distance calls and reciprocal compensation for local calls that terminate to the public switched telephone network ("PSTN"). It also subjected PSTN



originated traffic directed to VoIP subscribers to similar ICC obligations. The termination charges for all traffic, including VoIP originated traffic, will transition over several years to a bill and keep arrangement (i.e., no termination charges). We expect that the FCC's order will lower Vonage's costs for telecommunications services. Numerous parties filed appeals of the FCC order in multiple federal circuit courts of appeal. The 10th Circuit Court of Appeals was selected by lottery to decide the appeals and, on May 23, 2014, upheld the FCC's order in its entirety. Several appellants sought Supreme Court review of the 10th Circuit decision. The Supreme Court declined to review the decision.

Federal - Universal Service Contribution Reform

On April 30, 2012, the FCC released a Further Notice of Proposed Rulemaking on reforming federal universal service fund ("USF") contributions. Currently USF contributions are assessed on the interstate and international revenue of traditional telephone carriers and interconnected VoIP providers like Vonage. The level of USF assessments on these providers has been going up over

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time because of decreases in the revenue subject to assessment due to substitution of non-assessable services such as non-interconnected VoIP services. In addition, communications industry revenues, in general, have shifted away from USF assessable voice services to non-assessable broadband services. Both of these trends have reduced the USF contribution base and caused the assessment rate to increase to cover USF costs. In the order adopting the 2015 net neutrality rules, the FCC applied some universal service provisions to broadband internet service, but forbore from applying USF contribution obligations pending a recommendation from the Federal State Joint Board on Universal Service. If the FCC does reform USF contributions or add services to the contribution base, it is likely that Vonage's contribution burden will decline.

Federal - E-Rate Reform

On December 19, 2013, the FCC released a Second Report and Order and Order on Reconsideration modernizing the E-Rate program. The E-Rate program subsidizes voice and data services for schools and libraries and is one component of the federal universal service fund. The December 19 order increased the size of the E-Rate fund to \$3.9B in available annual funding. This represents an approximately \$1.5B annual (17%) increase in the overall size of the universal service fund. This increase in the size of the fund will likely lead to increased USF contribution levels for Vonage services subject to assessment for federal USF.

Federal - Rural Call Completion Issues

On October 28, 2013, the FCC adopted an order on rural call completion that imposes new reporting obligations and restricts certain call signaling practices. The call signaling rules went into effect on January 31, 2014. We filed for extensions that the FCC granted and as of April 17, 2014, we were compliant with the call signaling rules. On March 4, 2015, the FCC announced that covered providers must begin reporting on rural call completion data as of April 1, 2015. We could be subject to an FCC enforcement action in the future in the event the FCC took the position that our rural call completion performance is inadequate or we were not compliant with the FCC's order.

Federal - Numbering Rights

On April 18, 2013, the FCC issued a Notice of Proposed Rulemaking (NPRM) that proposed to modify FCC rules to allow VoIP providers to directly access telephone numbers. In addition, the FCC granted a waiver from its existing rules to allow Vonage to conduct a trial of direct access to telephone numbers. The trial would allow the FCC to obtain real-world data on direct access to telephone numbers by VoIP providers to inform consideration of the NPRM. Direct access to telephone numbers would facilitate IP to IP interconnection, which may allow VoIP providers to provide higher quality, lower cost services, promote the deployment of innovative new voice services, and experience reductions in the cost of telephony services. Vonage successfully completed the trial in certain markets and filed the required reports on the trial with the FCC. On January 31, 2014, the FCC Wireline Competition Bureau issued a positive report on the trial, concluding that Vonage's successful trial confirmed the technical feasibility of interconnected VoIP providers obtaining telephone numbers directly from the numbering administrators. Given the positive report, the FCC may adopt its proposed rule to allow VoIP providers to directly access telephone numbers.

State Telecommunications Regulation

In general, the focus of interconnected VoIP telecommunications regulation is at the federal level. On November 12, 2004, the FCC issued a declaratory ruling providing that our service is subject to federal regulation and preempted the Minnesota Public Utilities Commission from imposing certain of its regulations on us. The FCC's decision was based on its conclusion that our service is interstate in nature and cannot be separated into interstate and intrastate components. On March 21, 2007, the United States Court of Appeals for the 8th Circuit affirmed the FCC's declaratory ruling preempting state regulation of our service.

While this ruling does not exempt us from all state oversight of our service, it effectively prevents state telecommunications regulators from imposing certain burdensome and inconsistent market entry requirements and certain other state utility rules and regulations on our service. State regulators continue to probe the limits of federal

preemption in their attempts to apply state telecommunications regulation to interconnected VoIP service. On July 16, 2009, the Nebraska Public Service Commission and the Kansas Corporation Commission filed a petition with the FCC seeking a declaratory ruling or, alternatively, adoption of a rule declaring that state authorities may apply universal service funding requirements to nomadic VoIP providers. We participated in the FCC proceedings on the petition. On November 5, 2010, the FCC issued a declaratory ruling that allowed states to assess state USF on nomadic VoIP providers on a going forward basis provided that the states comply with certain conditions to ensure that imposing state USF does not conflict with federal law or policy. We expect that state public utility commissions and state legislators will continue their attempts to apply state telecommunications regulations to nomadic VoIP service.

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Stand-by Letters of Credit

We had stand-by letters of credit totaling \$2,312 and \$3,311, as of March 31, 2015 and December 31, 2014, respectively.

End-User Commitments

We are obligated to provide telephone services to our registered end-users. The costs related to the potential utilization of minutes sold are expensed as incurred. Our obligation to provide this service is dependent on the proper functioning of systems controlled by third-party service providers. We do not have a contractual service relationship with some of these providers.

Vendor Commitments

We have committed to purchase service from a vendor to provide Vonage customers with caller IDs. We have committed to pay this vendor approximately \$700 in 2015, \$1,200 in 2016 and 2017, and \$500 in 2018.

State and Municipal Taxes

In accordance with generally accepted accounting principles, we make a provision for a liability for taxes when it is both probable that a liability has been incurred and the amount of the liability or range of liability can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. For a period of time, we did not collect or remit state or municipal taxes (such as sales, excise, utility, use, and ad valorem taxes), fees or surcharges ("Taxes") on the charges to our customers for our services, except that we historically complied with the New Jersey sales tax. We have received inquiries or demands from a number of state and municipal taxing and 911 agencies seeking payment of Taxes that are applied to or collected from customers of providers of traditional public switched telephone network services. Although we have consistently maintained that these Taxes do not apply to our service for a variety of reasons depending on the statute or rule that establishes such obligations, we are now collecting and remitting sales taxes in certain of those states including a number of states that have changed their statutes to expressly include VoIP. In addition, many states address how VoIP providers should contribute to support public safety agencies, and in those states we remit fees to the appropriate state agencies. We could also be contacted by state or municipal taxing and 911 agencies regarding Taxes that do explicitly apply to VoIP and these agencies could seek retroactive payment of Taxes. As such, we have a reserve of \$3,092 as of March 31, 2015 as our best estimate of the potential tax exposure for any retroactive assessment. We believe the maximum estimated exposure for retroactive assessments is approximately \$5,000 as of March 31, 2015.

Note 7. Noncontrolling Interest and Redeemable Noncontrolling Interest

In the third quarter of 2013, we formed a consolidated foreign subsidiary in Brazil in connection with our previously announced joint venture in Brazil, which created a redeemable noncontrolling interest. The redeemable noncontrolling interest consisted of the 30.0% interest in this subsidiary held by our joint venture partner.

In 2014, our joint venture partner did not make required capital calls and correspondingly its interest was diluted to 4% and was no longer contingently redeemable. As such, we reclassified the redeemable noncontrolling interest previously included in the mezzanine section of our Consolidated Balance Sheets to noncontrolling interest in the Stockholders' Equity section of our Consolidated Balance Sheets.

In December 2014 we announced plans to exit the Brazilian market for consumer telephony services and wind down our joint venture operations in the country. We completed the process at the end of the first quarter of 2015.

We expect to avoid material operating losses in Brazil in 2015 and 2016 due to the significant planned incremental investment that would have been required to scale the business. In connection with the wind down, we incurred approximately \$500 in cash charges in the first quarter of 2015 related to contract terminations and severance-related

expenses.

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## Note 8. Discontinued Operations

On March 31, 2015, the Company completed its previously announced exit from the Brazilian market for consumer telephony services and the associated wind down of its joint venture operations in the country. The Company incurred a loss on disposal of \$824. The loss on disposal comprises of the write-off of noncontrolling interest of \$907, foreign currency loss on intercompany loan forgiveness of \$783, and residual cumulative translation of \$192, partially offset by a tax benefit of \$1,058.

The results of operations of this discontinued operation are as follows:

	Three Months Ended	
	March 31,	
	2015	2014
Revenues	\$33	\$—
Operating expenses	1,648	1,279
Loss from discontinued operations	(1,615	) (1,279
Loss on disposal, net of taxes	(824	) —
Net loss from discontinued operations	(2,439	) (1,279
Plus: Net loss from discontinued operations attributable to noncontrolling interest	\$59	\$383
Net loss from discontinued operations attributable to Vonage	\$(2,380	) \$(896

## Note 9. Acquisition of Business

## Acquisition of Telesphere

We acquired Telesphere for \$114,330, including 6,825 shares of Vonage common stock (which shares had an aggregate value of approximately \$22,727 based upon the closing stock price on December 15, 2014) and cash consideration of \$91,603 (of which \$3,610 was paid in January 2015) including payment of \$676 for excess cash as of the closing date, a reduction for closing working capital of \$105, reductions for indebtedness and transaction expenses of Telesphere that remained unpaid as of closing, and deposits into the escrow funds. We financed the transaction with \$24,603 of cash and \$67,000 from our revolving credit facility. The aggregate consideration was be allocated among Telesphere equity holders.

The acquisition was accounted for using the acquisition method of accounting under which assets and liabilities of Telesphere were recorded at their respective fair values including an amount for goodwill representing the difference between the acquisition consideration and the fair value of the identifiable net assets.

During the first quarter of 2015 the Company completed the process of allocating the acquisition price to identified intangible assets acquired as of the closing date, which had been in process as of December 31, 2014. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed are based on management's estimates and assumptions. The estimated fair values of assets acquired and liabilities assumed are considered preliminary and are based on the most recent information available. We believe that the information provides a reasonable basis for assigning the fair values of assets acquired and liabilities assumed, but we are waiting for additional information, primarily related to income, sales, excise, and ad valorem taxes which are subject to change. Thus the provisional measurements of fair value set forth below are subject to change. We expect to finalize the valuation as soon as practicable, but not later than one-year from the acquisition date.

The December 31, 2014 balance sheet has been revised to reflect the allocation of the purchase price for Telesphere based upon completion of our valuation analysis of intangible assets. The key revision was to record identified

intangible assets of \$50,925 with a corresponding reduction to goodwill.

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The table below summarizes the assets acquired and liabilities assumed as of December 15, 2014:

	Estimated Fair Value
Assets	
Current assets:	
Cash and cash equivalents	\$70
Accounts receivable	2,925
Inventory	386
Prepaid expenses and other current assets	398
Total current assets	3,779
Property and equipment	5,731
Software	3
Intangible assets	50,925
Other assets	76
Total assets acquired	60,514
Liabilities	
Current liabilities:	
Accounts payable	1,202
Accrued expenses	4,108
Deferred revenue, current portion	1,156
Total current liabilities	6,466
Deferred tax liabilities, net, non-current	1,923
Total liabilities assumed	8,389
Net identifiable assets acquired	52,125
Goodwill	62,205
Total purchase price	\$114,330

The intangible assets as of the closing date of the acquisition included:

	Amount
Customer relationships	\$10,699
Developed technologies	35,508
MPLS network	2,192
Non-compete agreements	2,526
	\$50,925

Indications of fair value of the intangible assets acquired in connection with the acquisition were determined using either the income, market or replacement cost methodologies. The intangible assets are being amortized over periods which reflect the pattern in which economic benefits of the assets are expected to be realized. The customer relationships and MPLS network are being amortized on an accelerated basis over an estimated useful life of seven years; developed technology is being amortized on an accelerated basis over an estimated useful life of ten years; and the non-compete agreements are being amortized on a straight-line basis over three years.



In addition, we recorded a net deferred tax liability of \$19,914 related to the \$50,925 of identified intangible assets that will be amortized for financial reporting purposes but not for tax purposes and a deferred tax asset of \$17,991 related to NOLs.

The excess of purchase price over the fair value amounts assigned to the assets acquired and liabilities assumed represents the amount of goodwill resulting from the acquisition. We do not expect any portion of this goodwill to be deductible for tax purposes. The goodwill attributable to the acquisition has been recorded as a non-current asset and is not amortized, but is subject to an annual review for impairment. We believe the factors that contributed to goodwill include synergies that are specific to our

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consolidated business, the acquisition of a talented workforce that provides us with expertise in the small and medium business market, as well as other intangible assets that do not qualify for separate recognition.

Note 10. Subsequent Events

Acquisition of SimpleSignal

Pursuant to the Agreement and Plan of Merger dated March 15, 2015 by and among Vonage Holdings Corp., a Delaware corporation, Stratus Acquisition Corp., a California corporation and an indirect wholly owned subsidiary of Parent (“Merger Sub”), Simple Signal Inc., a California corporation (the “Simple Signal”) and Simplerep, LLC, a Colorado limited liability company, as representative of the security holders of Simple Signal, on April 1, 2015, Merger Sub merged with and into Simple Signal, and Simple Signal became a wholly owned indirect subsidiary of Vonage.

SimpleSignal provides cloud-based unified communications and collaboration services, delivering voice, video, and mobile communications to business customers. SimpleSignal is a natural complement to our expanding UCaaS business.

We acquired SimpleSignal on April 1, 2015 for \$25,575, including 1,111 shares of Vonage common stock (which shares had an aggregate value of approximately \$5,575 based upon the closing stock price on April 1, 2015) and cash consideration of \$20,000, subject to adjustments for closing cash and working capital of SimpleSignal, reductions for indebtedness and transaction expenses of SimpleSignal that remained unpaid as of closing, and deposits into the escrow funds, pursuant to the merger agreement. We financed the transaction with \$20,000 from our revolving credit facility. The aggregate consideration will be allocated among SimpleSignal equityholders.

Pursuant to the merger agreement, \$2,356 of the cash consideration and \$1,144 of the stock consideration was placed in escrow for unknown liabilities that may have existed as of the acquisition date.

During 2015, we incurred \$438 in acquisition related transaction costs, which were recorded in general and administrative expense in the accompanying Consolidated Statements of Income.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion together with our consolidated financial statements and the related notes included elsewhere in this Form 10-Q and our audited financial statements included in our Annual Report on Form 10-K. This discussion contains forward-looking statements. These forward-looking statements are based on information available at the time the statements are made and/or management's belief as of that time with respect to future events and involve risks and uncertainties that could cause actual results and outcomes to be materially different. Important factors that could cause such differences include but are not limited to: the competition we face; our ability to adapt to rapid changes in the market for voice and messaging services; our ability to retain customers and attract new customers; the expansion of competition in the unified communications market; the impact of fluctuations in economic conditions, particularly on our small and medium business customers; security breaches and other compromises of information security; risks related to the acquisition or integration of businesses or joint ventures, including the risks related to the acquisition of Simple Signal, Telesphere, and Vocalocity; the risk associated with developing and maintaining effective distribution channels; our ability to establish and expand strategic alliances; governmental regulation and taxes in our international operations; our ability to obtain or maintain relevant intellectual property licenses; intellectual property and other litigation that have been and may be brought against us; failure to protect our trademarks and internally developed software; obligations and restrictions associated with data privacy; our dependence on third party facilities, equipment, systems and services; system disruptions or flaws in our technology and systems; uncertainties relating to regulation of VoIP services; risks associated with operating abroad; liability under anti-corruption laws; results of regulatory inquiries into our business practices; fraudulent use of our name or services; our dependence upon key personnel; our dependence on our customers' existing broadband connections; differences between our service and traditional phone services; restrictions in our debt agreements that may limit our operating flexibility; our ability to obtain additional financing if required; any reinstatement of holdbacks by our vendors; our history of net losses and ability to achieve consistent profitability in the future; and other factors that are set forth in the "Risk Factors" in our Annual Report on Form 10-K, in our Quarterly Reports on Form 10-Q and in our Current Reports on Form 8-K. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to the date this Form 10-Q is filed with the Securities and Exchange Commission.

Financial Information Presentation

For the financial information discussed in this Quarterly Report on Form 10-Q, other than per share, per line and per seat amounts, dollar amounts are presented in thousands, except where noted. All trademarks are the property of their owners.

Recent Developments

Acquisition of SimpleSignal

SimpleSignal was acquired on April 1, 2015 for \$25,250, reduced by \$200 of working capital shortfall as of the closing date and increased by \$525 for the increase in value of the 1,111 shares of Vonage common stock from the signing date to the closing date, resulting in a total acquisition cost of \$25,575. We financed the transaction by borrowing \$20,000 from our credit facility. SimpleSignal is a natural complement to our expanding UCaaS business.

Joint Venture in Brazil

On March 31, 2015, the Company completed its previously announced exit from the Brazilian market for consumer telephony services and the associated wind down of its joint venture operations in the country. This decision underscores the Company's focus on providing UCaaS solutions to domestic consumers and SMBs, which offer higher investment return opportunities.

Overview

We are a leading provider of cloud communications services for consumers and businesses, offering a robust suite of feature-rich residential and business communication solutions that offer flexibility, portability and ease-of-use across multiple devices designed to meet the needs of a wide range of customers.

Consumer Customers

For our consumer customers, we rely heavily on our network, which is a flexible, scalable Session Initiation Protocol (SIP) based Voice over Internet Protocol, or VoIP, network. This platform enables a user via a single “identity,” either a number or user name, to access and utilize services and features regardless of how they are connected to the Internet, including over 3G, LTE, Cable, or DSL broadband networks. This technology enables us to offer our customers attractively priced voice and messaging services and other features around the world on a variety of devices.

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Our consumer strategy is focused on the continued penetration of our core North American markets, where we will continue to provide value in international long distance and target under-served ethnic segments, and target the low-end domestic market with our flanker brand, BasicTalk, a low-priced home phone service offering unlimited calling throughout the United States.

**International long distance.** As a part of our strategy, our primary focus in our domestic markets is serving the under-served ethnic segments in the United States with international calling needs. The markets for international long distance allow us to leverage our VoIP network by providing customers a low-cost and convenient alternative to services offered by telecom and cable providers and international calling cards. With our Vonage World product, we have successfully grown our international calling customer base in multiple ethnic markets.

To increase the visibility of our international long distance plans, we have shifted an increasing portion of our marketing budget from broad national advertising as we target attractive segments of the international long distance market. We have direct sales channels where customers can subscribe to our services on-line or through our toll-free number, as well as a retail distribution channel through regional and national retailers and localized street teams. Our retail distribution outlets include Walmart, Best Buy, Brandsmart, Fry's, and Microcenter.

**Low-end domestic.** We also provide services to address the low-end domestic market for light users, often with poor in-home wireless coverage. BasicTalk, our low-end domestic calling product, is sold in Walmart nationwide and through our direct telesales and online channels.

**Services outside of the United States.** We currently have operations in the United Kingdom, and Canada and believe that our low-cost Internet based communications platform enables us to cost effectively deliver voice and messaging services to other locations throughout the world.

### **Small and Medium Business Customers**

For our business customers, we provide innovative, cloud-based unified communication solutions, comprised of integrated voice, text, video, data, collaboration, and mobile applications. We focus on the small and medium sized business market. Our products and services permit these customers to communicate with their customers and employees through any cloud-connected device, in any place, at any time. Through our acquisitions of Vocalocity, Inc., Telesphere Networks, Ltd., and, in April 2015, Simple Signal, we are positioned as a leader in the high growth SMB market, with the ability to address the entire spectrum of SMB customers, from 1 to over 1,000 seats. We now provide customers with multiple deployment options designed to provide the reliability and quality of service they demand. Our Vonage Business customers subscribe to our cloud-based communication services, delivered through our proprietary platform. Our Vonage Business products are primarily sold through our direct sales channel or through authorized resellers and value-added distributors, and customers typically do not enter into term contracts. For larger customers that require guaranteed quality of service in their service level agreements (SLAs), Telesphere offers carrier-grade performance and support for wireline and mobile devices to businesses over its private IP MPLS network, one of the largest in the nation. Telesphere's cloud-based UCaaS services allow businesses of any size to utilize cutting edge voice, video, data and collaboration features of large enterprise systems without the often costly investment required with on-site equipment. Our Telesphere products are provided under initial three-year contracts and are generally sold through our network of authorized indirect channel partners and master agents or by our direct sales force.

### **Mobile Services**

**Mobile and other connected device services.** Mobility has become central to our development priorities across our consumer and business operations. In our consumer services, we offer our patented Extensions ® product, digital calling card and standalone Vonage Mobile product. Vonage Mobile provides free, high quality voice and video calling and messaging between users who have the application, as well as low-cost international calling to any other phone in more than 200 countries. In 2014, we launched Mobile Inbound Calling capabilities which allow customers and their families to take their full Vonage service with them on their mobile phones, enabling them to receive a call made to the home number on the home phone and multiple mobile devices concurrently, while still being able to view the original calling party's ID.

Our business customers can utilize cloud-based unified communications capabilities over their mobile devices and access features including presence management, instant messaging, high-definition voice and video and the ability to

move from device to device without interrupting calls.

We had approximately 2.4 million combined subscriber lines and seats as of March 31, 2015, of which 93% were in the United States. We also have customers in Canada and the United Kingdom.

#### Trends

A number of trends in our industry have a significant effect on our results of operations and are important to an understanding of our financial statements.

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Competitive landscape. We face intense competition from traditional telephone companies, wireless companies, cable companies, and alternative communication providers. Most traditional wireline and wireless telephone service providers and cable companies are substantially larger and better capitalized than we are and have the advantage of a large existing customer base. In addition, because our competitors provide other services, they often choose to offer VoIP services or other voice services as part of a bundle that includes other products, such as video, high speed Internet access, and wireless telephone service, which we do not offer. In addition, such competitors may in the future require new customers or existing customers making changes to their service to purchase voice services when purchasing high speed Internet access. Further, as wireless providers offer more minutes at lower prices, better coverage, and companion landline alternative services, their services have become more attractive to households as a replacement for wireline service. We also compete against alternative communication providers, such as magicJack, Skype, and Google Voice. Some of these service providers have chosen to sacrifice telephony revenue in order to gain market share and have offered their services at low prices or for free. As we continue to introduce applications that integrate different forms of voice and messaging services over multiple devices, we are facing competition from emerging competitors focused on similar integration, as well as from alternative voice communication providers. In addition, our competitors have partnered and may in the future partner with other competitors to offer products and services, leveraging their collective competitive positions. We also are subject to the risk of future disruptive technologies. In connection with our increasing emphasis on the international long distance market in the United States, we face competition from low-cost international calling cards and VoIP providers in addition to traditional telephone companies, cable companies, and wireless companies.

Broadband adoption. The number of United States households with broadband Internet access has grown significantly. On March 16, 2010, the Federal Communications Commission (“FCC”) released its National Broadband Plan, which seeks, through supporting broadband deployment and programs, to encourage broadband adoption for the approximately 100 million United States residents who do not have broadband at home. We expect the trend of greater broadband adoption to continue. We benefit from this trend because our service requires a broadband Internet connection and our potential addressable market increases as broadband adoption increases.

Regulation. Our business has developed in a relatively lightly regulated environment. The United States and other countries, however, are examining how VoIP services should be regulated. A November 2010 order by the FCC that permits states to impose state universal service fund obligations on VoIP service, discussed in Note 6 to our financial statements, is an example of efforts by regulators to determine how VoIP service fits into the telecommunications regulatory landscape. In addition to regulatory matters that directly address VoIP, a number of other regulatory initiatives could impact our business. One such regulatory initiative is net neutrality. In December 2010, the FCC adopted a revised set of net neutrality rules for broadband Internet service providers. These rules made it more difficult for broadband Internet service providers to block or discriminate against Vonage service. On January 14, 2014, the D.C. Circuit Court of Appeals vacated a significant portion of the 2010 rules. On May 15, 2014, the FCC issued a Notice of Proposed Rulemaking (NPRM) proposing new net neutrality rules. After public response to the NPRM, the FCC adopted new neutrality rules on February 26, 2015. Several parties have filed appeals and more are expected. In addition, on October 27, 2011, the FCC adopted an order reforming universal service and intercarrier compensation (“ICC”). The FCC order provides that VoIP originated calls will be subject to interstate access charges for long distance calls and reciprocal compensation for local calls that terminate to the public switched telephone network (“PSTN”). The termination charges for all traffic, including VoIP originated traffic, will transition over several years to a bill and keep arrangement (i.e., no termination charges). On May 23, 2014, the 10th Circuit upheld the FCC’s order. Several appellants have sought Supreme Court review of the 10th Circuit decision. The Supreme Court declined to review the decision. We believe that the order will positively impact our costs over time.

**Key Operating Data**

Through our acquisitions of Vocalocity, Inc., Telesphere Networks, Ltd., and, in April 2015, SimpleSignal, our business has substantially evolved in recent quarters, with small and medium business customers now accounting for a substantial and growing portion of overall revenues. To reflect this evolution, we have made certain changes to our key operating data and income statement presentation to provide greater visibility into the operating metrics of the

business. The key changes to the income statement include the combination of sales and marketing expenses into a new sales and marketing caption, separated from selling, general, and administrative expenses. A new line item entitled engineering and development has also been created, reflecting the cost of developing new products and technologies and supporting our service platforms. The remaining selling, general and administrative expenses after the above reclassifications have been renamed general and administrative expenses. The reclassifications have been reflected in all periods presented and had no impact on net earnings previously reported.



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The table below includes key operating data that our management uses to measure the growth and operating performance of the consumer focused portion of our business:

Consumer	Three Months Ended			
	March 31,			
	2015	2014		
Revenues	\$177,830	\$201,685		
Average monthly revenues per subscriber line	\$27.97	\$28.54		
Subscriber lines (at period end)	2,094,365	2,350,352		
Customer churn (1)	2.4	% 2.6		%

Customer churn differs from our previously reported Average Monthly Customer Churn in that our business customers are no longer included in this metric. In addition, in the course of developing the customer churn metric, (1) the Company determined that the calculation used for the previously reported consolidated Average Monthly Customer Churn metric utilized a lower number of customer accounts for certain reporting periods, resulting in an immaterial overstatement of churn in certain prior periods.

Revenues. Consumer revenues represents revenue from our consumer customers including revenues from our legacy business customers with Vonage VoIP products.

Average monthly revenues per subscriber line. Average monthly revenues per subscriber line for a particular period is calculated by dividing our revenues for that period by the simple average number of subscriber lines for the period, and dividing the result by the number of months in the period. The simple average number of subscriber lines for the period is the number of subscriber lines on the first day of the period, plus the number of subscriber lines on the last day of the period, divided by two. Our average monthly revenues per subscriber line decreased from \$28.54 for the three months ended March 31, 2014 to \$27.97 for the three months ended March 31, 2015 due primarily to rate plan mix. The continued expansion of lower priced plan offerings, including BasicTalk, to meet customer needs may cause downward pressure on average monthly revenues per subscriber line, offset by any selected pricing actions.

Subscriber lines. Our subscriber lines include, as of a particular date, all paid subscriber lines from which a customer can make an outbound telephone call on that date. Our subscriber lines include fax lines, including fax lines bundled with subscriber lines in our small office home office calling plans and soft phones, but do not include our virtual phone numbers and toll free numbers, which only allow inbound telephone calls to customers. Subscriber lines decreased from 2,350,352 as of March 31, 2014 to 2,094,365 as of March 31, 2015, reflecting planned actions to enhance the profitability of the assisted sales channel by eliminating lower performing locations and restructuring the pricing offers, and to shift investment to our business market. In addition, beginning October 1, 2014, the Company no longer charges for second line mobile Extensions provided to customers, which resulted in a decrease in subscriber lines of 78,949. Future period subscriber line metrics will continue to reflect the reduction in paid subscriber lines resulting from this benefit to customers.

Customer churn. Customer churn is calculated by dividing the number of customers that have terminated during a period by the simple average of number of customers in a given period. The simple average number of customers during the period is the number of customers on the first day of the period, plus the number of customers on the last day of the period, divided by two. Terminations, as used in the calculation of churn statistics, do not include customers terminated during the period if termination occurred within the first 30 days after activation. Other companies may calculate customer churn differently, and their customer churn data may not be directly comparable to ours. Customer churn was 2.4% for the three months ended March 31, 2015, compared to 2.4% for the three months ended December 31 2014 and 2.6% for the three months ended March 31, 2014. The decrease was due primarily to our decision to maximize customer value by focusing marketing spend on higher return channels and away from assisted selling channels which had higher early life churn. We monitor customer churn on a daily basis and use it as an indicator of the level of customer satisfaction. Customers who have been with us for a year or more tend to have a lower churn rate than customers who have not. In addition, our customers who are international callers generally churn at a lower rate than customers who are domestic callers. Our customer churn will fluctuate over time due to economic conditions, competitive pressures, marketplace perception of our services, and our ability to provide high quality customer care and network quality and add future innovative products and services. Customer churn differs from our previously

reported average monthly customer churn in that our business customers are no longer included in this metric. See the discussion below for detail regarding churn impacting our business customers.

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The table below includes key operating data that our management uses to measure the growth and operating performance of the business focused portion of our business:

Business	Three Months Ended		
	March 31,		
	2015	2014	
Revenues	\$41,900	\$19,048	
Average monthly revenues per seat	\$43.05	\$34.30	
Seats (at period end)	337,649	196,093	
Customer churn	2.2	% 1.6	%

Revenues. Business revenues includes revenues from our business customers from acquired entities and excludes revenues from our legacy business customers.

Average monthly revenues per seat. Average monthly revenues per seat for a particular period is calculated by dividing our revenues for that period by the simple average number of seats for the period, and dividing the result by the number of months in the period. The simple average number of seats for the period is the number of seats on the first day of the period, plus the number of seats on the last day of the period, divided by two. Our average monthly revenues per seat increased from \$34.30 for the three months ended March 31, 2014 to \$43.05 for the three months ended March 31, 2015 due primarily to higher rate plan revenue from Telesphere which was acquired on December 15, 2014.

Seats. Our seats include, as of a particular date, all paid seats from which a customer can make an outbound telephone call on that date and virtual seats. Our seats exclude electronic fax lines and toll free numbers, which do not allow outbound telephone calls by customers. Seats increased from 196,093 as of March 31, 2014 to 337,649 as of March 31, 2015. This increase is due to continued growth in our business customers as we have increased marketing investment to attract these more profitable customers and also includes 48,920 seats existing at Telesphere at the time of acquisition.

Customer churn. Customer churn is calculated by dividing the number of customers that have terminated during a period by the simple average of number of customers in a given period. The simple average number of customers during the period is the number of customers on the first day of the period, plus the number of customers on the last day of the period, divided by two. Terminations, as used in the calculation of churn statistics, do not include customers terminated during the period if termination occurred within the first 30 days after activation. Other companies may calculate customer churn differently, and their customer churn data may not be directly comparable to ours. Customer churn was 2.2% for the three months ended March 31, 2015, compared to 2.1% for the three months ended December 31 2014 and 1.6% for the three months ended March 31, 2014. Customer churn increased year-over-year due to higher churn among smaller accounts. We are continuing to invest in our overall quality of service which includes customer care headcount and systems, billing systems, on-boarding processes and self-service options to ensure we scale our processes to our growth and continue to improve the overall customer experience.

#### Revenues

Revenues consist of services revenue and customer equipment and shipping revenue. Substantially all of our revenues are services revenue. In the United States, we offer domestic and international rate plans to meet the needs of our customers, including a variety of residential plans and mobile plans. The “Vonage World” plan, available in the United States and Canada, offers unlimited calling across the United States and Puerto Rico, unlimited international calling to over 60 countries including India, Mexico, and China, subject to certain restrictions, and free voicemail to text messages with Vonage Visual Voicemail. Each of our unlimited plans other than Vonage World offers unlimited domestic calling as well as unlimited calling to Puerto Rico, Canada, and selected European countries, subject to certain restrictions. Each of our basic plans offers a limited number of domestic calling minutes per month. We offer similar plans in Canada. Under our basic plans, we charge on a per minute basis when the number of domestic calling minutes included in the plan is exceeded for a particular month. International calls (except for calls to Puerto Rico, Canada and certain European countries under our unlimited plans and a variety of countries under international calling

plans and Vonage World) are charged on a per minute basis. These per minute fees are not included in our monthly subscription fees. Through our recent acquisitions of Vocalocity, Telesphere, and SimpleSignal, we offer SMB and small office/home office (SOHO) customers several service plans with different pricing structures. The service plans include an array of basic and enhanced features applicable to the needs of SMB and SOHO customers. In addition, we provide managed equipment to business customers for which the customers pay a monthly fee. Customers also have the opportunity to purchase premium features for additional fees.

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In addition to our landline telephony business, we are leveraging our technology to offer services and applications for mobile and other connected devices to address large existing markets. We introduced our first mobile offering in late 2009 and in early 2012 we introduced Vonage Mobile, our all-in-one mobile application that provides free calling and messaging between users who have the application, as well as traditional paid international calling to any other phone. This mobile application works over WiFi, 3G and 4G and in more than 90 countries worldwide. The application consolidates the best features of our prior applications, while adding important functionality, value and ease of use including direct payment through iTunes.

We derive most of our services revenue from monthly subscription fees that we charge our customers under our service plans. We also offer residential fax service, virtual phone numbers, toll free numbers and other services, and charge an additional monthly fee for each service. We automatically charge these fees to our customers' credit cards, debit cards, or electronic check payments ("ECP"), monthly in advance. We also automatically charge the per minute fees not included in our monthly subscription fees to our customers' credit cards, debit cards or ECP monthly in arrears unless they exceed a certain dollar threshold, in which case they are charged immediately.

By collecting monthly subscription fees in advance and certain other charges immediately after they are incurred, we are able to reduce the amount of accounts receivable that we have outstanding, thus allowing us to have lower working capital requirements. Collecting in this manner also helps us mitigate bad debt losses, which are recorded as a reduction to revenue. If a customer's credit card, debit card or ECP is declined, we generally suspend international calling capabilities as well as the customer's ability to incur domestic usage charges in excess of their plan minutes. Historically, in most cases, we are able to correct the problem with the customer within the current monthly billing cycle. If the customer's credit card, debit card or ECP could not be successfully processed during three billing cycles (i.e., the current and two subsequent monthly billing cycles), we terminate the account.

In the United States, we charge regulatory, compliance, E-911, and intellectual property-related recovery fees on a monthly basis to defray costs, and to cover taxes that we are charged by the suppliers of telecommunications services. In addition, we recognize revenue on a gross basis for contributions to the Federal Universal Service Fund ("USF") and related fees. All other taxes are recorded on a net basis.

In addition, historically, we charged a disconnect fee for customers who terminated their service plan within the first twelve months of service. Disconnect fees are recorded as revenue and are recognized at the time the customer terminates service. Beginning in September 2010, we eliminated the disconnect fee for new customers. In February of 2012 we re-introduced service agreements as an option for new customers.

Services revenue is offset by the cost of certain customer acquisition activities, such as rebates and promotions. Customer equipment and shipping revenue consists of revenue from sales of customer equipment to our wholesalers or directly to customers and retailers. In addition, customer equipment and shipping revenues include revenues from the sale of VoIP telephones in order to access our small and medium business services. Customer equipment and shipping revenue also includes the fees, when collected, that we charge our customers for shipping any equipment to them.

### Operating Expenses

Operating expenses consist of cost of service, cost of goods sold, sales and marketing expense, engineering and development expense, general and administrative expense, and depreciation and amortization.

Cost of service. Cost of service primarily consists of fees that we pay to third parties on an ongoing basis in order to provide our services. These fees include:

Access charges that we pay to other companies to terminate domestic and international calls on the public switched telephone network. These costs represented approximately 50% and 49% of our total direct cost of telephony services for the three months ended March 31, 2015 and 2014, respectively, with a portion of these payments ultimately being made to incumbent telephone companies. When a Vonage subscriber calls another Vonage subscriber, we do not pay an access charge.

The cost of leasing Internet transit services from multiple Internet service providers. This Internet connectivity is used to carry VoIP session initiation signaling and packetized audio media between our subscribers and our regional data centers.

• The cost of leasing from other companies the telephone numbers that we provide to our customers. We lease these telephone numbers on a monthly basis.

• The cost of co-locating our regional data connection point equipment in third-party facilities owned by other companies, Internet service providers or collocation facility providers.

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The cost of providing local number portability, which allows customers to move their existing telephone numbers from another provider to our service. Only regulated telecommunications providers have access to the centralized number databases that facilitate this process. Because we are not a regulated telecommunications provider, we must pay other telecommunications providers to process our local number portability requests.

The cost of complying with FCC regulations regarding VoIP emergency services, which require us to provide enhanced emergency dialing capabilities to transmit 911 calls for our customers.

Taxes that we pay on our purchase of telecommunications services from our suppliers or imposed by government agencies such as Federal USF and related fees.

License fees for use of third party intellectual property.

The personnel and related expenses of certain network operations and technical support employees and contractors.

The cost of regulatory and telecommunications fees, carrier cost, and credit card fees.

Cost of goods sold. Cost of goods sold primarily consists of costs that we incur when a customer first subscribes to our service. These costs include:

The cost of the equipment that we provide to residential customers who subscribe to our service through our direct sales channel in excess of activation fees when an activation fee is collected. Business customers' purchased equipment is recorded on a net basis. The remaining cost of customer equipment is deferred up to the activation fee collected and amortized over the estimated average customer life.

The cost of the equipment that we sell directly to retailers.

The cost of shipping and handling for customer equipment, together with the installation manual, that we ship to customers.

The cost of certain products or services that we give customers as promotions.

Sales and marketing expense. Sales and marketing expense includes:

Advertising costs, which comprise a majority of our sales and marketing expense and include online, television, direct mail, alternative media, promotions, sponsorships, and inbound and outbound telemarketing.

Creative and production costs.

The costs to serve and track our online advertising.

Certain amounts we pay to retailers for activation commissions.

The cost associated with our customer referral program.

The personnel and related expenses of sales and marketing employees and contractors.

Transaction fees paid to credit card, debit card, and ECP companies and other third party billers such as iTunes, which may include a per transaction charge in addition to a percent of billings charge.

The cost of customer support and collections.

Systems and information technology support.

Engineering and development expense. Engineering and development expense includes:

The personnel and related expenses of developers responsible for new products and software engineers maintaining and enhancing existing products.

General and administrative expense. General and administrative expense includes:

Personnel and related costs for executive, legal, finance, and human resources employees and contractors.

Share-based expense related to share-based awards to employees, directors, and consultants.

Rent and related expenses.

Professional fees for legal, accounting, tax, public relations, lobbying, and development activities.

Acquisition related transaction and integration costs.

Litigation settlements.

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Depreciation and amortization expenses. Depreciation and amortization expenses include:

• Depreciation of our network equipment, furniture and fixtures, and employee computer equipment.

• Depreciation of Company-owned equipment in use at customer premises.

• Amortization of leasehold improvements and purchased and developed software.

• Amortization of intangible assets (developed technology, customer relationships, non-compete agreements, patents, trademarks and trade names).

• Loss on disposal or impairment of property and equipment.

Other Income (Expense)

Other Income (Expense) includes:

• Interest income on cash and cash equivalents.

• Interest expense on notes payable, patent litigation judgments and settlements and capital leases.

• Amortization of debt related costs.

• Accretion of notes.

• Realized and unrealized gains (losses) on foreign currency.

• Gain (loss) on extinguishment of notes.

• Realized gains (losses) on sale of marketable securities.



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## Results of Operations

The following table sets forth, as a percentage of consolidated operating revenues, our consolidated statement of operations for the periods indicated:

	Three Months Ended March 31,			
	2015		2014	
Revenues	100	%	100	%
Operating Expenses:				
Cost of service (excluding depreciation and amortization)	28		27	
Cost of goods sold	4		4	
Sales and marketing	39		43	
Engineering and development	3		2	
General and administrative	11		12	
Depreciation and amortization	6		6	
	91		94	
Income from operations	9		6	
Other Income (Expense):				
Interest income	—		—	
Interest expense	(1	)	(1	)
Other income (expense), net	—		—	
	(1	)	(1	)
Income before income tax expense	8		5	
Income tax expense	(3	)	(2	)
Income from continuing operations	5	%	3	%
Loss from discontinued operations	(1	)%	(1	)%
Loss on disposal	—	%	—	%
Discontinued operations	(1	)%	(1	)%
Net income	4	%	2	%
Plus: Net loss from discontinued operations attributable to noncontrolling interest	—	%	—	%
Net income attributable to Vonage	4	%	2	%

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Revenues, Cost of Service and Cost of Goods Sold

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Revenues	\$219,730	\$220,733	\$(1,003 )	— %
Cost of service (1)	61,853	59,420	2,433	4 %
Cost of goods sold	9,190	9,739	(549 )	(6 )%
	148,687	151,574	(2,887 )	(2 )%

(1) Excludes depreciation and amortization of 5,724 and 5,154, respectively.

Revenues. Revenues decreased \$1,003, or 0%, as a result of growth in Business revenue of \$23,000 due to an increase in the number of Business seats as we have shifted marketing investment to attract these more profitable customers and the impact of Telesphere, which was acquired on December 15, 2014. This growth in Business revenue was offset by a decrease of \$24,000 in Consumer revenue due to fewer subscriber lines reflecting planned actions to enhance the profitability of the assisted sales channel by eliminating lower performing locations and restructuring the pricing offers.

Cost of service. The increase in cost of service of \$2,433, or 4%, was primarily driven by higher technical care costs and network operations cost in support of growth in Business customers including the addition of Telesphere, offset by a decrease in international usage costs.

Cost of goods sold. The decrease in cost of goods sold of \$549, or 6%, was primarily due to a decrease in equipment costs of \$2,267 and shipping and handling costs of \$607 for our consumer customers due to lower new customer additions offset by an increase in customer equipment costs of \$1,152 and installation costs of \$173 for our business customers due to higher new customer additions. In addition, we provided a reserve of \$992 related to inventory to be disposed of in the consumer business.

## Sales and Marketing

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Sales and marketing	\$85,564	\$95,486	\$(9,922 )	(10 )%

Sales and marketing. Sales and marketing expense decreased by \$9,922, or 10% due to a reduction in Consumer marketing reflecting planned actions to enhance the profitability of the assisted sales channel by eliminating lower performing locations offset by an increase in Business as we have shifted marketing investment to attract these more profitable customers.

## Engineering and Development

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Engineering and development	\$6,605	\$5,405	\$1,200	22 %

Engineering and development. Engineering and development expense increased by \$1,200, or 22%, due to incremental investment in new business products and services including the addition of Telesphere.



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## General and Administrative

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
General and administrative	\$23,234	\$26,756	\$(3,522 )	(13 )%

General and administrative. General and administrative expense decreased by \$3,522, or 13%, primarily due to lower professional fees of \$1,000, lower sales tax of \$1,200, and the elimination of our international growth initiative to focus on our more profitable business customers of \$1,300.

## Depreciation and Amortization

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Depreciation and amortization	\$13,945	\$12,326	\$1,619	13 %

Depreciation and amortization. The increase in depreciation and amortization of \$1,619, or 13%, was primarily due to the amortization of acquisition-related intangibles from the acquisition of Telesphere.

## Other Income (Expense)

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Interest income	\$20	\$91	\$(71 )	(78 )%
Interest expense	(1,935 )	(2,077 )	142	7 %
Other income (expense), net	(577 )	(13 )	(564 )	— %
	\$(2,492 )	\$(1,999 )	\$(493 )	

Interest expense. The decrease in interest expense of \$142, or 7%, for the three months ended March 31, 2015 included tax audit interest offset by the additional funds we borrowed in connection with our refinancing in August 2014 and the funds we borrowed from the 2014 Revolving Credit Facility in December 2014 in connection with the acquisition of Telesphere.

Other income (expense), net. The increase in other expense of \$564, or 0%, was due mainly to realized loss on foreign currency.

## Provision for Income Taxes

(in thousands, except percentages)	Three Months Ended March 31,			
	2015	2014	Dollar Change	Percent Change
Income tax expense	\$(6,998 )	\$(4,118 )	\$(2,880 )	(70 )%
Effective tax rate	41.5 %	42.9 %		

We recognize income tax expense equal to pre-tax income multiplied by our effective income tax rate. In addition, adjustments are recorded for discrete period items and changes to our state effective tax rate. In the first quarter of 2015 a discrete period tax benefit of \$1,058 was recorded in discontinued operations related to the write-off of intercompany loans associated with the wind down of our joint venture in Brazil.

The provision also includes the federal alternative minimum tax and state and local income taxes.

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The effective tax rate is calculated by dividing income tax expense by income before income tax expense. The 2015 estimated annual effective tax rate is expected to approximate 41%, but may fluctuate each quarter due to our foreign operations and certain discrete period transactions. In 2015, our effective tax rate will be impacted by the effect of losses incurred in certain foreign jurisdictions for which we may not realize a tax benefit. The losses reduce our pre-tax income without a corresponding reduction in our tax expense, and therefore increase our effective tax rate.

## Discontinued Operations Attributable to Vonage

(in thousands, except percentages)

	Three Months Ended			
	March 31,			
	2015	2014	Dollar Change	Percent Change
Loss from discontinued operations	\$(1,615 )	\$(1,279 )	\$(336 )	(26 )%
Loss on disposal, net of taxes	\$(824 )	\$—	\$(824 )	— %
	\$(2,439 )	\$(1,279 )	\$(1,160 )	
Loss from discontinued operations attributable to noncontrolling interest	\$59	\$383	\$(324 )	(85 )%
Loss from discontinued operations attributable to Vonage	\$(2,380 )	\$(896 )	\$(1,484 )	

Discontinued operations attributable to Vonage. The loss from discontinued operations attributable to Vonage increased by \$1,484, or 166% due to \$500 of costs associated with the wind down of operations in the first quarter of 2015 related to contract terminations and severance-related expenses, a loss on disposal of \$824 related to the write-off of the noncontrolling interest of \$907, foreign currency loss on intercompany loan forgiveness of \$783, and residual cumulative translation of \$192, partially offset by a tax benefit of \$1,058 and a lower portion of loss attributable to noncontrolling interest due to a reduction in ownership percentage.

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## Quarterly Results of Operations

The following table sets forth quarterly statement of operations data. We derived this data from our unaudited consolidated financial statements, which have been prepared on substantially the same basis as our audited consolidated financial statements. The operating results in any quarter are not necessarily indicative of the results that may be expected for any future period.

	For the quarter ended			
	March 31,	June 30,	September	December
	2014	2014	30, 2014	31, 2014
Total revenues	\$220,733	\$218,878	\$214,710	\$214,533
Operating Expenses:				
Cost of service (excluding depreciation and amortization of \$5,154 and \$5,098, \$4,704, and \$4,448, respectively)	59,420	58,942	56,475	56,546
Cost of goods sold	9,739	9,450	9,205	8,106
Sales and marketing	95,486	98,067	93,000	87,184
Engineering and development	5,405	4,086	4,992	6,386
General and administrative	26,756	22,370	24,160	25,494
Depreciation and amortization	12,326	12,445	12,275	12,468
	209,132	205,360	200,107	196,184
Income from operations	11,601	13,518	14,603	18,349
Other Income (Expense):				
Interest income	91	31	37	48
Interest expense	(2,077)	) (1,434)	) (1,680)	) (1,632)
Other income (expense), net	(13)	) 36	(2)	) (10)
	(1,999)	) (1,367)	) (1,645)	) (1,594)
Income from continuing operations before income tax expense	9,602	12,151	12,958	16,755
Income tax expense	(4,118)	) (5,261)	) (5,631)	) (6,749)
Income from continuing operations	5,484	6,890	7,327	10,006
Loss from discontinued operations	(1,279)	) (1,507)	) (2,962)	) (4,512)
Net income	\$4,205	\$5,383	\$4,365	\$5,494
Plus: Net loss from discontinued operations attributable to noncontrolling interest	383	135	191	110
Net income attributable to Vonage	4,588	5,518	4,556	5,604
Net income per common share - continuing operations:				
Basic	\$0.03	\$0.03	\$0.04	\$0.05
Diluted	\$0.02	\$0.03	\$0.03	\$0.05
Net loss per common share - discontinued operations attributable to Vonage:				
Basic	\$—	) \$(0.01)	) \$(0.01)	) \$(0.02)
Diluted	\$—	) \$(0.01)	) \$(0.01)	) \$(0.02)
Net income attributable to Vonage per common share:				
Basic	\$0.02	\$0.03	\$0.02	\$0.03
Diluted	\$0.02	\$0.02	\$0.02	\$0.03
Weighted-average common shares outstanding:				

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Basic	212,195	211,390	208,580	207,176
Diluted	225,187	221,002	217,176	214,349

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	For the quarter ended			
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
<b>Consumer</b>				
Revenues	\$201,685	\$196,322	\$190,315	\$186,088
Average monthly revenues per subscriber line	\$28.54	\$28.02	\$27.60	\$28.06
Subscriber lines (at period end)	2,350,352	2,320,900	2,276,442	2,144,681
Customer churn	2.6	% 2.6	% 2.6	% 2.4
<b>Business</b>				
Revenues	\$19,048	\$22,556	\$24,395	\$28,445
Average monthly revenues per seat	\$34.30	\$36.36	\$35.39	\$34.28
Seats (at period end)	196,093	217,475	242,048	311,193
Customer churn	1.6	% 1.9	% 2.0	% 2.1

## Liquidity and Capital Resources

## Overview

The following table sets forth a summary of our cash flows for the periods indicated:

	Three Months Ended	
	March 31, 2015	2014
	(in thousands)	
Net cash provided by operating activities	\$10,724	\$9,387
Net cash used in investing activities	(7,994	) (3,729
Net cash provided by (used in) financing activities	8,860	(34,690

For the three months ended March 31, 2015, we generated income from operations. We expect to continue to balance efforts to grow our revenue while consistently achieving operating profitability. To grow our revenue, we continue to make investments in growth initiatives, marketing, application development, network quality and expansion, and customer care. Although we believe we will achieve consistent profitability in the future, we ultimately may not be successful and we may not achieve consistent profitability. We believe that cash flow from operations and cash on hand will fund our operations for at least the next twelve months.

## Acquisition of SimpleSignal

SimpleSignal was acquired on April 1, 2015 for \$25,250, reduced by \$200 of working capital shortfall as of the closing date and increased by \$525 for the increase in value of the 1,111 shares of Vonage common stock from the signing date to the closing date, resulting in a total acquisition cost of \$25,575. We financed the transaction by borrowing \$20,000 from our credit facility.

## Acquisition of Telesphere

Telesphere was acquired on December 15, 2014 for \$114,000, adjusted for \$676 of excess cash as of the closing date, a reduction for closing working capital of \$105, and the decrease in value of the 6,825 shares of Vonage common stock from the signing date to the closing date of \$241, resulting in a total acquisition cost of \$114,330. We financed the transaction through \$24,603 of cash (of which \$3,610 was paid in January 2015) and \$67,000 from our credit facility.

Acquisition of Vocalocity

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Vocalocity was acquired on November 15, 2013 for \$130,000 adjusted for \$2,869 of excess cash as of the closing date and the increase in value of the 7,983 shares of Vonage common stock from the signing date to the closing date of \$1,298, resulting in a total acquisition cost of \$134,167. We financed the transaction through \$32,981 of cash and \$75,000 from our credit facility.

### 2014 Financing

On August 13, 2014, we entered into a credit agreement (the “2014 Credit Facility”) consisting of a \$100,000 senior secured term loan and a \$125,000 revolving credit facility. The co-borrowers under the 2014 Credit Facility are us and Vonage America Inc., our wholly owned subsidiary. Obligations under the 2014 Credit Facility are guaranteed, fully and unconditionally, by our other United States material subsidiaries and are secured by substantially all of the assets of each borrower and each guarantor. The lenders under the 2014 Credit Facility are JPMorgan Chase Bank, N.A., Citizens Bank, N.A., Silicon Valley Bank, SunTrust Bank, Fifth Third Bank, Keybank National Association, and MUFG Union Bank, N.A. JPMorgan Chase Bank, N.A. is a party to the agreement as administrative agent, Citizens Bank, N.A. as syndication agent, and Silicon Valley Bank and SunTrust Bank as documentation agents. J.P. Morgan Securities LLC and Citizens Bank, N.A. acted as joint lead bookrunners, and J.P. Morgan Securities LLC, Citizens Bank, N.A., Silicon Valley Bank, and SunTrust Robinson Humphrey Inc. acted as joint lead arrangers.

### Use of Proceeds

We used \$90,000 of the net available proceeds of the 2014 Credit Facility to retire all of the debt under our 2013 Credit Facility. Remaining proceeds from the senior secured term loan and the undrawn revolving credit facility under the 2014 Credit Facility will be used for general corporate purposes. We also incurred \$1,910 of fees in connection with the 2014 Credit Facility, which is amortized, along with the unamortized fees of \$668 in connection with the 2013 Credit Facility, to interest expense over the life of the debt using the effective interest method.

### 2014 Credit Facility Terms

The following description summarizes the material terms of the 2014 Credit Facility:

The loans under the 2014 Credit Facility mature in August 2018. Principal amounts under the 2014 Credit Facility are repayable in quarterly installments of \$5,000 per quarter for the senior secured term loan. The unused portion of our revolving credit facility incurs a 0.40% commitment fee.

Outstanding amounts under the 2014 Credit Facility, at our option, will bear interest at:

LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility .

The 2014 Credit Facility provides greater flexibility to us in funding acquisitions and restricted payments, such as stock buybacks, than the 2013 Credit Facility.

We may prepay the 2014 Credit Facility at our option at any time without premium or penalty. The 2014 Credit Facility is subject to mandatory prepayments in amounts equal to:

100% of the net cash proceeds from any non-ordinary course sale or other disposition of our property and assets for consideration in excess of a certain amount subject to customary reinvestment provisions and certain other exceptions and

- 100% of the net cash proceeds received in connection with other non-ordinary course transactions, including insurance proceeds not otherwise applied to the relevant insurance loss.

Subject to certain restrictions and exceptions, the 2014 Credit Facility permits us to obtain one or more incremental term loans and/or revolving credit facilities in an aggregate principal amount of up to \$60,000 plus an amount equal to repayments of the senior secured term loan upon providing documentation reasonably satisfactory to the administrative agent. The 2014 Credit Facility includes customary representations and warranties and affirmative covenants of the borrowers. In addition, the 2014 Credit Facility contains customary negative covenants, including, among other things, restrictions on the ability of us and our subsidiaries

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to consolidate or merge, create liens, incur additional indebtedness, dispose of assets, consummate acquisitions, make investments, and pay dividends and other distributions. We must also comply with the following financial covenants:

- a consolidated leverage ratio of no greater than 2.25 to 1.00;
- a consolidated fixed coverage charge ratio of no less than 1.75 to 1.00 subject to adjustment to exclude up to \$80,000 in specified restricted payments;
- minimum cash of \$25,000 including the unused portion of the revolving credit facility; and
- maximum capital expenditures not to exceed \$55,000 during any fiscal year, provided that the unused amount of any permitted capital expenditures in any fiscal year may be carried forward to the next following fiscal year.

In addition, annual excess cash flow up to \$8,000 increases permitted capital expenditures.

As of March 31, 2015, we were in compliance with all covenants, including financial covenants, for the 2014 Credit Facility.

The 2014 Credit Facility contains customary events of default that may permit acceleration of the debt. During the continuance of a payment default, interest will accrue at a default interest rate of 2% above the interest rate which would otherwise be applicable, in the case of loans, and at a rate equal to the rate applicable to base rate loans plus 2%, in the case of all other amounts.

### 2013 Financing

On February 11, 2013 we entered into Amendment No. 1 to our July 2011 Credit Agreement (as further amended by Amendment No. 2 to our 2011 Credit Facility, the "2013 Credit Facility"). The 2013 Credit Facility consisted of a \$70,000 senior secured term loan and a \$75,000 revolving credit facility. The co-borrowers under the 2013 Credit Facility were our wholly owned subsidiary, Vonage America Inc., and us. Obligations under the 2013 Credit Facility were guaranteed, fully and unconditionally, by our other United States subsidiaries and were secured by substantially all of the assets of each borrower and each of the guarantors. On July 26, 2013 we entered into Amendment No. 2 to our 2011 Credit Agreement, which amended our financial covenant related to our consolidated fixed charge coverage ratio by increasing the amount of restricted payments excluded from such calculation from \$50,000 to \$80,000.

### Use of Proceeds

We used \$42,500 of the net available proceeds of the 2013 Credit Facility to retire all of the debt under our 2011 Credit Facility. Remaining net proceeds of \$27,500 from the senior secured term loan and the undrawn revolving credit facility under the 2013 Credit Facility were to be used for general corporate purposes. We used \$75,000 from the 2013 revolving credit facility in connection with the acquisition of Vocalocity on November 15, 2013. We also incurred \$2,009 of fees in connection with the 2013 Credit Facility, which was amortized, along with the unamortized fees of \$670 in connection with the 2011 Credit Facility, to interest expense over the life of the debt using the effective interest method.

### State and Local Sales Taxes

We also have contingent liabilities for state and local sales taxes. As of March 31, 2015, we had a reserve of \$3,092. If our ultimate liability exceeds this amount, it could affect our liquidity unfavorably. However, we do not believe it will significantly impair our liquidity.

### Capital Expenditures

For the three months ended March 31, 2015, capital expenditures were primarily for the implementation of software solutions and purchase of network equipment as we continue to expand our network. Our capital expenditures for the three months ended March 31, 2015 were \$4,314, of which \$2,258 was for software acquisition and development. The majority of these expenditures are comprised of investments in information technology and systems infrastructure, including an electronic data warehouse, online customer service, and customer management platforms. For 2015, we believe our capital and software expenditures will be no greater than \$30,000.

### Operating Activities

Cash provided by operating activities increased to \$10,724 for the three months ended March 31, 2015 compared to \$9,387 for the three months ended March 31, 2014, primarily due to net income improvement and changes in working capital.

Changes in working capital requirements include changes in accounts receivable, inventory, prepaid and other assets, accounts payable, accrued and other liabilities, and deferred revenue and costs. Cash used for working capital requirements increased by \$7,894 during the three months ended March 31, 2015 compared to the prior year period, primarily due to an increase in inventory.

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### Investing Activities

Cash used in investing activities for the three months ended March 31, 2015 of \$7,994 was mainly attributable to the acquisition of business of \$3,505, the change in marketable securities of \$1,174, capital expenditures of \$2,056 and development of software assets of \$2,258, offset by a decrease in restricted cash of \$999 due to the return of part of the security deposit on our leased office property in Holmdel, New Jersey.

Cash used in investing activities for the three months ended March 31, 2014 of \$3,729 was attributable to capital expenditures of \$942 and development of software assets of \$2,786 .

### Financing Activities

Cash provided by financing activities for the three months ended March 31, 2015 of \$8,860 was primarily attributable to \$20,000 in net proceeds received from our 2014 Revolving Credit Facility and \$2,825 in proceeds received from the exercise of stock options, partially offset by \$5,000 in 2014 Credit Facility principal payments, \$796 in capital lease payments, and \$8,169 in common stock repurchases.

Cash used in financing activities for the three months ended March 31, 2014 of \$34,690 was primarily attributable to \$25,833 in 2013 Credit Facility and 2013 Revolving Credit Facility principal payments, \$682 in capital lease payments, \$10,011 in common stock repurchases, offset by \$1,836 in proceeds received from the exercise of stock options.

### Common Stock Repurchases

On July 25, 2012, our board of directors authorized a program to repurchase up to \$50,000 of Vonage common stock through December 31, 2013. On February 7, 2013, our board of directors discontinued the remainder of the \$50,000 repurchase program effective at the close of business on February 12, 2013 with \$16,682 of availability remaining, and authorized a new program to repurchase up to \$100,000 of Vonage common stock by December 31, 2014 (the "2012 \$100,000 repurchase program"). As of December 31, 2014, approximately \$219 remained of our 2012 \$100,000 repurchase program. The repurchase program expired on December 31, 2014.

On December 9, 2014, Vonage's Board of Directors authorized a new program for the Company to repurchase up to \$100,000 of its outstanding common stock. Repurchases under the new program are expected to be made over a four-year period ending on December 31, 2018 (the "2014 \$100,000 repurchase program").

Under the new program, the timing and amount of repurchases will be determined by management based on its evaluation of market conditions, the trading price of the stock and will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors.

Repurchases may be made in the open market or through private transactions from time to time. The repurchases will be made using available cash balances. In any period, under each repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

As of March 31, 2015, approximately \$92,231 remained of our 2014 \$100,000 repurchase program. The repurchase program expires on December 31, 2018 but may be suspended or discontinued at any time without notice.

### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to financial market risks, including changes in currency exchange rates and interest rates.

#### Foreign Exchange Risk

We sell our products and services in the United States, Canada, and the United Kingdom. Changes in currency exchange rates affect the valuation in our financial statements of the assets and liabilities of these operations. We also have a portion of our sales denominated in Euros, the Canadian Dollar, and the British Pound, which are also affected by changes in currency exchange rates. Our financial results could be affected by changes in foreign currency exchange rates, although foreign exchange risks have not been material to our financial position or results of operations to date.

#### Interest Rate and Debt Risk

Our exposure to market risk for changes in interest rates primarily relates to our long-term debt.

Our 2014 Credit Facility consists of a \$100,000 senior secured term loan and a \$125,000 revolving credit facility. We are exposed to interest rate risk since amounts payable under the 2014 Credit Facility, at our option, bear interest at:

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LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility. As of March 31, 2015, if the interest rate on our variable rate debt changed by 1% on our 2014 Credit Facility, our annual debt service payment would change by approximately \$850. As of March 31, 2015, if the interest rate on our variable rate debt changed by 1% on our 2014 Revolving Credit Facility, our annual debt service payment would change by approximately \$870.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Based on the evaluation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), our Chief Executive Officer and our Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Controls. There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## Part II—Other Information

## Item 1. Legal Proceedings

We are subject to a number of lawsuits, government investigations and claims arising out of the conduct of our business. See a discussion of our litigation matters in Note 6 of Notes to our Consolidated Financial Statements, which is incorporated herein by reference.

## Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 2(a) and (b) are not applicable.

(c) Common stock repurchases (in thousands, except per share value):

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet be Purchased under the Plans or Program
January 1, 2015 - March 31, 2015 (1)	977	\$4.17	977	\$95,923
February 1, 2015 - February 28, 2015 (2)	339	\$4.50	339	\$94,397
March 1, 2015 - March 31, 2015 (3)	463	\$4.68	463	\$92,231
	1,779		1,779	

(1) including \$135 shares, or \$587, of common stock repurchases settled in August 2014; excluding commission of \$1.

(2) including 44 shares, or \$203, of common stock repurchases settled in August 2014; excluding commission of \$1.

(3) including 58 shares, or \$283, of common stock repurchases settled in October 2014; excluding commission of \$1. On February 7, 2013, our board of directors discontinued the remainder of the \$50,000 repurchase program effective at the close of business on February 12, 2013 with \$16,682 of availability remaining, and authorized a new program to repurchase up to \$100,000 of Vonage common stock by December 31, 2014. As of December 31, 2014, approximately \$219 remained of our \$100,000 repurchase program. The repurchase program expired on December 31, 2014.

On December 9, 2014, Vonage's Board of Directors authorized a new program for the Company to repurchase up to \$100,000 of its outstanding common stock. Repurchases under the new program are expected to be made over a four-year period ending on December 31, 2018.

Under the new program, the timing and amount of repurchases will be determined by management based on its evaluation of market conditions, the trading price of the stock and will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. Repurchases may be made in the open market or through private transactions from time to time. The repurchases will be made using available cash balances. In any period, under each repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

During the three months ended March 31, 2015, we repurchased 1,779 shares of Vonage Holdings Corp. common stock for \$7,769 using cash resources pursuant to the \$100,000 repurchase program. The repurchases occurred in the

open market and pursuant to a trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934. As of March 31, 2015, approximately \$92,231 remained of our \$100,000 repurchase program.

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Item 3. Defaults Upon Senior Securities

None.

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Item 4. Mine Safety Disclosures  
Not applicable.

Item 5. Other Information  
Not applicable.

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Item 6. Exhibits

- 10.1 Separation Agreement & General Release, dated March 6, 2015, between Vonage Holdings Corp. and Barbara Goodstein (1)
- 10.2 Letter Agreement, dated April 2, 2015, between Vonage Holdings Corp. and Edward M. Gilvar (1)
- 31.1 Certification of the Company's Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 31.2 Certification of the Company's Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 32.1 Certification of the Company's Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(1)
- 101 The following financial statements from Vonage Holdings Corp.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2015, filed with the Securities and Exchange Commission on May 5, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Stockholders' Deficit; and (vi) the Notes to Consolidated Financial Statements.

(1) Filed herewith.

\* Management contract or compensatory plan or arrangement.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VONAGE HOLDINGS CORP.

Dated: May 7, 2015

By: /s/ David T. Pearson  
David T. Pearson  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer and Duly Authorized  
Officer)

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EXHIBIT INDEX

- 10.1 Separation Agreement & General Release, dated March 6, 2015, between Vonage Holdings Corp. and Barbara Goodstein (1)
- 10.2 Letter Agreement, dated April 2, 2015, between Vonage Holdings Corp. and Edward M. Gilvar (1)
- 31.1 Certification of the Company's Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 31.2 Certification of the Company's Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 32.1 Certification of the Company's Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(1)
- 101 The following financial statements from Vonage Holdings Corp.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2015, filed with the Securities and Exchange Commission on May 5, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Stockholders' Deficit; and (vi) the Notes to Consolidated Financial Statements.

(1) Filed herewith.

\* Management contract or compensatory plan or arrangement.