BARRIS PETER J

Form 4 July 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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obligations

may continue.

See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * BARRIS PETER J

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 07/01/2010

X_ Director Officer (give title

_X__ 10% Owner __Other (specify

1954 GREENSPRING DRIVE, SUITE 600

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

TIMONIUM, MD 21093

Security (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 4) (In	(City)	(State) (A	Table Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
(Instr. 3) any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (Instr. 4) (Instr. 3 and 4) Common Stock O7/01/2010 A 4,566 A \$ 0 91,507 D Common Stock Comm							\r			7. Nature of Indirect
Common Stock 07/01/2010 A 4,566 A \$ 0 91,507 D Common Stock 21,092,371 I See Stock S	<u>*</u>	(Month/Day/Tear)	any	Code	Disposed of (D)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership (Instr. 4)	
Common Stock 07/01/2010 A 4,566 A \$ 0 91,507 D Common Stock 21,092,371 I See (1) Common Stock See (1) See (1)						or		Reported Transaction(s)	()	(======================================
Stock 21,092,371 1 (1) Common See		07/01/2010				. ,		91,507	D	
Common See								21,092,371	I	See Note 1 (1)
Stock 0,838,031 1 (2)								6,838,051	I	See Note 2 (2)

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Director Stock Option (Right to Buy)	\$ 2.19	07/01/2010		A	10,000	07/01/2010(3)	07/01/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BARRIS PETER J						
1954 GREENSPRING DRIVE	X	X				
SUITE 600	Λ	Λ				
TIMONIUM, MD 21093						

Signatures

/s/ Louis Citron,

attorney-in-fact 07/06/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.
- The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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