#### **VONAGE HOLDINGS CORP**

Form 4 May 31, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* INSTITUTIONAL VENTURE PARTNERS X LP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

VONAGE HOLDINGS CORP [VG]

(Check all applicable)

(First) C/O INSTITUTIONAL VENTURE

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title X\_\_ 10% Owner \_ Other (specify

PARTNERS, 3000 SAND HILL RD, **BUILDING 2, SUITE 250** 

> (Street) 4. If Amendment, Date Original

05/30/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	05/30/2006		C	972,888	A	(1)	972,888	I	By fund (2)	
Common Stock	05/30/2006		С	214,817	A	(1)	214,817	I	By fund (3)	
Common Stock	05/30/2006		C	1,656,180	A	<u>(4)</u>	1,656,180	I	By fund	
Common Stock	05/30/2006		C	365,691	A	<u>(4)</u>	365,691	I	By fund (3)	
Common Stock	05/30/2006		C	1,742,851	A	<u>(4)</u>	1,742,851	I	By fund (5)	

### Edgar Filing: VONAGE HOLDINGS CORP - Form 4

Common By fund 05/30/2006  $\mathbf{C}$ 279,017 A (4) 279,017 Ι (6) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date curities (Month/Day/Year) quired (A) or sposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		С	340,511	<u>(1)</u>	<u>(1)</u>	Common Stock	972,88
Series D Redeemable Convertible Preferred Stock	(1)	05/30/2006		С	75,186	<u>(1)</u>	<u>(1)</u>	Common Stock	214,81
Series E Redeemable Convertible Preferred Stock	<u>(4)</u>	05/30/2006		С	579,663	<u>(4)</u>	<u>(4)</u>	Common Stock	1,656,1
Series E Redeemable Convertible Preferred Stock	<u>(4)</u>	05/30/2006		С	127,992	<u>(4)</u>	<u>(4)</u>	Common Stock	365,69
Series E Redeemable Convertible Preferred Stock	<u>(4)</u>	05/30/2006		С	609,998	<u>(4)</u>	<u>(4)</u>	Common Stock	1,742,8
	<u>(4)</u>	05/30/2006		C	97,656	<u>(4)</u>	<u>(4)</u>		279,01

Series E Redeemable Convertible Preferred Stock Common Stock

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
INSTITUTIONAL VENTURE PARTNERS X LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
Institutional Venture Partners X GmbH & Co. Beteiligungs KG C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
Harrick Stephen J C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
Phelps Dennis B C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
DENNIS REID W C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
ELMORE MARY JANE C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
FOGELSONG NORMAN A C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X					
Institutional Venture Management X, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250		X					

Reporting Owners 3

MENLO PARK, CA 94025

Institutional Venture Management XI, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025

#### X

# **Signatures**

/s/ Reid W. Dennis, Managing Director, Institutional Venture Management X, LLC, General Partner		
	**Signature of Reporting Person	Date
/s/ Stephen J. Harrick		05/30/2006
	**Signature of Reporting Person	Date
/s/ Dennis B. Phelps		05/30/2006
	**Signature of Reporting Person	Date
/s/ Todd C. Chaffee		05/30/2006
	**Signature of Reporting Person	Date
/s/ Reid W. Dennis		05/30/2006
	**Signature of Reporting Person	Date
/s/ Melanie Chladek, attorney-in-fact for Mary Jane Elmore		
	**Signature of Reporting Person	Date
/s/ Norman A. Fogelsong		05/30/2006
	**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).
- (1) Each share of Series D Redeemable Convertible Preferred Stock converted automatically into shares of Common Stock on an approximately 2.86 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
  - approximately 2.86 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

    These shares are held by Institutional Venture Partners X, L.P. ("IVP X"), which is under common control with Institutional
- Venture Partners X GmbH & Co. Beteiligungs KG ("IVP X KG"). Institutional Venture Management X, LLC ("IVM X") is the
  General Partner of IVP X. Todd C. Chaffee ("Chaffee"), Reid W. Dennis ("Dennis"), Mary Jane Elmore ("Elmore"), Norman A.
  Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick") and Dennis B. Phelps ("Phelps") are the Managing Directors of IVM X.
  Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his or her pecuniary interest therein.
- These shares are held by IVP X KG, which is under common control with IVP X. IVM X is the Managing Limited Partner of IVP X KG. Chaffee, Dennis, Elmore, Fogelsong, Harrick and Phelps are the Managing Directors of IVM X. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his or her pecuniary interest therein.
- Each share of Series E Redeemable Convertible Preferred Stock converted automatically into shares of Common Stock on an approximately 2.86 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- Venture Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"). Institutional Venture Management XI, LLC ("IVM XI") is the General Partner of IVP XI. Chaffee, Dennis, Fogelsong, Harrick, Phelps and J. Sanford Miller ("Miller") are the Managing Directors of IVM XI. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein. Mr. Miller is a director of the Issuer and, accordingly, files separate Section 16 reports.

These shares are held by Institutional Venture Partners XI, L.P. ("IVP XI"), which is under common control with Institutional

(6) These shares are held by IVP XI KG, which is under common control with IVP XI. IVM XI is the Managing Limited Partner of IVP XI KG. Chaffee, Dennis, Fogelsong, Harrick, Phelps and Miller are the Managing Directors of IVM XI. Each reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein. Mr. Miller is a director

Signatures 4

### Edgar Filing: VONAGE HOLDINGS CORP - Form 4

of the Issuer and, accordingly, files separate Section 16 reports.

#### **Remarks:**

The Form is the first of two being filed by Institutional Venture Partners X, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.