

VONAGE HOLDINGS CORP
 Form 3
 May 24, 2006

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â KRUPKA MICHAEL A
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/23/2006

3. Issuer Name and Ticker or Trading Symbol
 VONAGE HOLDINGS CORP [VG]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

C/O BAIN CAPITAL
 VENTURE PARTNERS,
 LLC,Â 111 HUNTINGTON
 AVE

(Street)

BOSTON,Â MAÂ 02199

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
1) Series E Convertible Preferred Stock	Â (1)	Â (1)	Common stock, par value \$0.001 per share	2,001,647 (5)	\$ (1)	I	See Footnotes (2) (3) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRUPKA MICHAEL A C/O BAIN CAPITAL VENTURE PARTNERS, LLC 111 HUNTINGTON AVE BOSTON, MA 02199	Â	Â X	Â	Â
BAIN CAPITAL VENTURE FUND 2005, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â	Â X	Â	Â
BAIN CAPITAL VENTURE PARTNERS 2005, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â	Â X	Â	Â
BAIN CAPITAL VENTURE INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â	Â X	Â	Â
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â	Â X	Â	Â

Signatures

/s/ Michael A. Krupka 05/23/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date. The convertible preferred stock automatically converts to Common Stock upon the closing of the offering.
- Shares include (i) 1,747,634 shares upon conversion of preferred stock owned by Bain Capital Venture Fund 2005, L.P. ("Bain Venture Fund"), whose sole general partner is Bain Capital Venture Partners 2005, L.P. ("BCVP"), whose sole general partner is Bain Capital Venture Investors, LLC ("BCVI"), (ii) 247,371 shares issuable upon conversion of preferred stock owned by BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III, whose sole managing general partner is Bain Capital Investors, LLC ("BCI") and whose attorney-in-fact with respect to such shares is BCVI, and (iii) 6,642 shares issuable upon conversion of preferred stock owned by BCIP Associates III-B, LLC ("BCIP III-B," and together with BCIP III, the "BCIP Entities"), (Continued to Footnote 3)

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whose manager is BCIP Associates III-B, whose sole managing partner is BCI and whose attorney-in-fact with respect to such shares is BCVI. Michael A. Krupka is (a) the sole managing member of BCVI, (b) a limited partner of BCVP and (c) a general partner of BCIP

- (3) Associates III. Mr. Krupka and the entities listed above other than record holders of the shares listed above may each be deemed to share voting and dispositive power with respect to these shares, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

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

- (5) Additional shares may be issuable upon conversion of the notes if the Issuer elects to pay interest on the notes in kind by increasing the principal outstanding under the notes.

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

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