Citron Jeffrey A Form 4 November 25, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

Number:

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January 31, 2005

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\_\_ Other (specify

**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. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Citron Jeffrey A

C/O VONAGE HOLDINGS

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Common

Stock

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/23/2009

(Check all applicable) \_X\_\_ 10% Owner \_X\_\_ Director

Officer (give title

CORP., 23 MAIN STREET

(Street)

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

4,138,399

I

below)

HOLMDEL, NJ 07733

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (	Securi	ities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securition(A) or Dis	posed	of	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4) Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	11/23/2009		S	33,000	D	\$ 1.2	33,234,938	D	
Common Stock							4,138,399	I	By Kyra Elyse Citron 1999 Descendent

Annuity Trust

By Noah

1999 Descendent

Aidan Citron

## Edgar Filing: Citron Jeffrey A - Form 4

	Persons who respond to the col information contained in this for required to respond unless the displays a currently valid OMB of	SEC 1474 (9-02)	
Reminder: Report on a separate line for each class of securities benefic	ially owned directly or indirectly.		
Common Stock	178,959	I	By KEC Holdings
Common Stock	5,868,200	I	By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust
			Annuity Trust

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

number.

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	/. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Codo V	(A) (D)						
				Code v	(A) (D)			2	Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X	X					

Reporting Owners 2

11/25/2009

Date

## **Signatures**

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron

\*\*Signature of Reporting Person

# **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).

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.

Signatures 3