

VONAGE HOLDINGS CORP
Form 4
December 14, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
JAMOUS ANTOINE

(Last) (First) (Middle)

C/O VONAGE HOLDINGS
CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Nexmo

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/12/2016 | | S | | 150,000 (1) | D | \$ 6.6746 (2) | 3,959,922 (3) I | By Vistra Trust (BVI) Limited as Trustee of the mExpand Trust |
| Common Stock | 12/13/2016 | | S | | 150,000 (1) | D | \$ 6.6789 (4) | 3,809,922 (3) I | By Vistra Trust (BVI) Limited as |

| | | | | | | | | |
|--------------|------------|---|-----------------------|---|----------------------------|----------------------|---|---|
| Common Stock | 12/14/2016 | S | 100,000 <u>(1)</u> | D | \$ 6.7097 <u>(5)</u> | 3,709,922 <u>(3)</u> | I | Trustee of the mExpand Trust By Vistra Trust (BVI) Limited as Trustee of the mExpand Trust |
| Common Stock | | | | | | 456,657 <u>(6)</u> | D | |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMOUS ANTOINE C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733 | | | President, Nexmo | |

Signatures

/s/ Antoine
Jamous

12/14/2016

 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) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on November 3, 2016 and reflects the advice of estate planning advisors.

The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.60 to \$6.79. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (3) Represents shares acquired in connection with the acquisition of Nexmo Inc. The total includes 470,338 shares held in escrow subject to the terms of the acquisition agreement, 1,438,473 shares subject to vesting on June 3, 2017, and 616,488 shares subject to vesting on June 3, 2018.

- (4) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.63 to \$6.76. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (5) The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.65 to \$6.84. Upon request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

- (6) The total includes 52,259 shares held in escrow subject to the terms of the acquisition agreement, 159,830 shares subject to vesting on June 3, 2017, and 68,499 shares subject to vesting on June 3, 2018.

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.