## Edgar Filing: VONAGE HOLDINGS CORP - Form 4

VONAGE I Form 4	HOLDINGS COR	P									
December 3	31, 2008										
FORM	ЛД								OMB AF	PROVAL	
Check ti	UNITED	Washington, D.C. 20549								3235-0287	
if no lon subject t Section Form 4	nger <b>STATEN</b> to 16.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
Form 5 obligation may corn <i>See</i> Instru- 1(b).	ons Section 17(	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ction 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 <u>*</u> Silver Point Capital L.P.			Symbol					5. Relationship of Reporting Person(s) to Issuer			
								ck all applicable)			
			3. Date of Earliest Transaction         (Month/Day/Year)         12/29/2008				Director Officer (give title Other (specify below) below)				
			d(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GREENWI	ICH, CT 06830							Form filed by M Form filed by M Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		Date, if	(A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/29/2008			Code V S	Amount 160,000	or (D) D	Price \$ 0.7041	(Instr. 3 and 4) 3,798,000	D <u>(1)</u>		
Common Stock	12/30/2008			S	3,400	D	\$ 0.7	3,794,600	D (1)		

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

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

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 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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Silver Point Capital L.P. TWO GREENWICH PLAZA FIRST FLOOR GREENWICH, CT 06830		Х					
Signatures							
/s/ Frederick H. Fogel, Authori Signatory	12/31/2008						
**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).

Silver Point Capital, L.P. ("Silver Point") is the investment manager of Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. (the "Funds") and, by reason of such status, may be deemed to be the beneficial owner of all of the reported securities held by the Funds. Silver Point Capital Management, LLC ("Management") is the general partner of Silver Point and as a result may be deemed

(1) to be the beneficial owner of all securities held by the Funds. Messrs. Edward A. Mule and Robert J. O'Shea are each members of Management and as a result may be deemed to be the beneficial owner of all of the securities held by the Funds. Silver Point, Management and Messrs. Mule and O'Shea disclaim beneficial ownership of the reported securities held by the Funds except to the extent of their pecuniary interests.

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.