

KRUPKA MICHAEL A  
Form 4  
October 05, 2010

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KRUPKA MICHAEL A**

(Last) (First) (Middle)

**C/O BAIN CAPITAL VENTURE  
PARTNERS, LLC, 111  
HUNTINGTON AVENUE**

(Street)

**BOSTON, MA 02199**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**VONAGE HOLDINGS CORP [VG]**

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

**10/01/2010**

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)

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)
Common Stock	10/01/2010		A	V 3,891 A \$ 0	76,648	D	
Common Stock					2,001,647	I	See Footnotes (1) (2)

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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. 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)
Director Stock Option (Right to Buy)	\$ 2.57	10/01/2010		A	10,000	10/01/2010 <sup>(3)</sup> 10/01/2020	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRUPKA MICHAEL A C/O BAIN CAPITAL VENTURE PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X

## Signatures

/s/ Michael A.

Krupka 10/05/2010

\_\_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).

Michael A. Krupka is the managing member and a Managing Director of Bain Capital Venture Investors, LLC ("BCVI"), which is the sole general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the sole general partner of Bain Capital Venture

- (1) Fund 2005, L.P. ("BCVF"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCVF. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 10/1/2010 BCVF held 1,747,634 shares of Common Stock of the Issuer.

Mr. Krupka is the managing member and a Managing Director of BCVI which is attorney-in-fact for Bain Capital Investors, LLC ("BCI"), which is the managing partner of each of BCIP Associates III ("BCIP III") and BCIP Associates III-B ("BCIP III-B"). BCIP III is the sole member of BCIP Associates III, LLC ("BCIP III LLC") and BCIP III-B is the sole member of BCIP Associates III-B, LLC

- (2) ("BCIP III-B LLC"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCIP III LLC and the shares held by BCIP III-B LLC. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 10/1/2010 BCIP III LLC and BCIP III-B LLC held 247,371 and 6,642 shares of Common Stock of the Issuer, respectively.

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(3) The options have a ten year term and are fully vested as of October 1, 2010.

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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