**BARRIS PETER J** 

Form 4 April 05, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BARRIS PETER J** Issuer Symbol VONAGE HOLDINGS CORP [VG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director X 10% Owner Other (specify Officer (give title 1954 GREENSPRING 04/01/2010 below) DRIVE, SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting TIMONIUM, MD 21093 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 04/01/2010 7,299 \$0 Α Α 86,941 D Stock Common See Note 1 21,092,371 I (1) Stock Common See Note 2 I 6,838,051 (2) Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

#### Edgar Filing: BARRIS PETER J - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and A Underlying S (Instr. 3 and 4 | ecurities                          |
|---|---|--------------------------------------|---|---|--|---|--------------------|---|------------------------------------|
|   |   |                                      |   | Code V                                  | (A) (D)  | Date Exercisable  | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of Share |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.37   | 04/01/2010                           |   | A                                       | 10,000   | 04/01/2010(3)   | 04/01/2020         | Common<br>Stock                             | 10,000                             |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| reporting Owner Name / Namess   | Director      | 10% Owner | Officer | Other |  |  |
| BARRIS PETER J<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093 | X             | X         |         |       |  |  |

## **Signatures**

/s/ Shawn Conway, attorney-in-fact 04/05/2010

\*\*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).
- The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the issuer held by NEA 10, except to the extent of his pecuniary interest therein, if any.
- The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership

  ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities of the issuer held by NEA 11, except to the extent of his pecuniary interest therein, if any.
- (3) The options are 100% vested as of the date of the grant.

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

Reporting Owners 2

## Edgar Filing: BARRIS PETER J - Form 4

| 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. |
|---|
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |