VONAGE HOLDINGS CORP

Form 4

February 23, 2017

FORM 4

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

VONAGE HOLDINGS CORP [VG]

Symbol

response... 0.5

1(b).

(Print or Type Responses)

Citron Jeffrey A

1. Name and Address of Reporting Person *

								(Check all applicable)			
(Last)	(First)	(Middle)			Transactio	n					
			(Month	/Day/Year))			_X_ Director		10% Owner	
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET			02/21/	2017				Officer (giv	ve title (below)	Other (specify	
								below)			
	(0)		4 76 4		D . O					3111	
	(Street)				Date Origin	nal		6. Individual or	Joint/Group F	iling(Check	
			Filed(M	Ionth/Day/Y	ear)			Applicable Line)			
								X Form filed by			
HOLMDE	EL, NJ 07733							Form filed by More than One Reporting Person			
								Telson			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc					uired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A Deeme	ed	3.	4 Securit	ies Ac	canired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution 1	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					Securities	Indirect		
(Instr. 3)	(any						Beneficially	Beneficial		
		(Month/Da	y/Year)	(Instr. 8)				Owned Direct	Direct (D)	Ownership	
								Following	or Indirect	(Instr. 4)	
						(A)		Reported	(I)		
						or		Transaction(s)	(Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
						(-)				By Kyra E.	
							\$			Citron 2016	
Common	02/21/2017			S	66,666	D	6.0925	2 490 214	I	Florida	
Stock	02/21/2017			3	(1)	D		3,480,214	1		
							(2)			Descendant's	
										Trust	
										By Kyra E.	
							¢			Citron 2016	
Common	00/00/00/17				66,666	_	\$	0.410.540			
Stock	02/22/2017			S	(1)	D	6.0116	3,413,548	I	Florida	
Stock					_		(3)			Descendant's	
										Trust	
Common	02/22/2017			S	66 669	D	¢	2 246 990	т	Dr. Vrma F	
Common	02/23/2017			3	66,668	D	\$	3,346,880	I	By Kyra E.	
Stock					(1)		6.0059			Citron 2016	

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					<u>(4)</u>			Florida Descendant's Trust
Common Stock	02/21/2017	S	66,666 (1)	D	\$ 6.0925 (2)	3,484,612	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	02/22/2017	S	66,666 (1)	D	\$ 6.0116 (3)	3,417,946	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	02/23/2017	S	66,668 (1)	D	\$ 6.0059	3,351,278	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	02/21/2017	S	4,971 (5)	D	\$ 6.0925 (2)	159,075	I	By KEC Holdings LLC
Common Stock	02/22/2017	S	4,971 (5)	D	\$ 6.0116 (3)	154,104	I	By KEC Holdings LLC
Common Stock	02/23/2017	S	4,971 (5)	D	\$ 6.0059 (4)	149,133	I	By KEC Holdings LLC
Common Stock						12,657,334	D	

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.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	xecution Date, if Transaction		ransactionNumber Expiration Date		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733



Signatures

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

02/23/2017

**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 October 31, 2016 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.02 to \$6.17. Upon (2) 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.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.00 to \$6.07. Upon (3) 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.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$6.00 to \$6.05. Upon (4) 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) 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 October 31, 2016 for estate planning and diversification purposes upon the advice of Reporting Person's advisors.

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.

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