

DAVID MORTON  
Form 3  
May 23, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |                                                      |
| DAVID MORTON                              |         | (Month/Day/Year)                     | VONAGE HOLDINGS CORP [VG]                                              |                                                      |
| (Last)                                    | (First) | (Middle)                             | 05/23/2006                                                             |                                                      |
| VONAGE HOLDINGS CORP., 23 MAIN STREET     |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)                                                 |                                                      |
| HOLDMDEL, NJ 07733                        |         |                                      | <input checked="" type="checkbox"/> Director                           | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|                                           |         |                                      | (give title below)                                                     | (specify below)                                      |
|                                           |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |                                                      |
|                                           |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                      |
|                                           |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |                                                          |                                                                   |                                                          |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                               |                                                             |                                                                                |                                                        |                                                                            |                                                          |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of Shares                                                 |                                                          |

## Edgar Filing: DAVID MORTON - Form 3

(Instr. 5)

|                                                 |              |              |              |         |               |   |                                              |
|-------------------------------------------------|--------------|--------------|--------------|---------|---------------|---|----------------------------------------------|
| Director Stock Option (right to buy)            | Â <u>(1)</u> | 08/08/2011   | Common Stock | 3,929   | \$ 35         | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(2)</u> | 07/11/2012   | Common Stock | 133,645 | \$ 0.7        | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(3)</u> | 08/13/2013   | Common Stock | 48,661  | \$ 1.4        | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(4)</u> | 08/01/2014   | Common Stock | 62,500  | \$ 1.76       | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(5)</u> | 09/01/2015   | Common Stock | 62,500  | \$ 10.27      | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(6)</u> | 12/01/2015   | Common Stock | 8,929   | \$ 13.21      | D | Â                                            |
| Director Stock Option (right to buy)            | Â <u>(7)</u> | 03/01/2016   | Common Stock | 8,929   | \$ 15.06      | D | Â                                            |
| Series A Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 312,428 | \$ <u>(8)</u> | I | By David & Edward Cohen Trustees FBO Aaron   |
| Series A Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 312,428 | \$ <u>(8)</u> | I | By David & Edward Cohen Trustees FBO Claudia |
| Series A Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 312,428 | \$ <u>(8)</u> | I | By David & Edward Cohen Trustees FBO Julien  |
| Series A Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 312,428 | \$ <u>(8)</u> | I | By David & Edward Cohen Trustees FBO Zachary |
| Series B Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 53,571  | \$ <u>(8)</u> | D | Â                                            |
| Series C Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 142,857 | \$ <u>(8)</u> | D | Â                                            |
| Series D Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 67,531  | \$ <u>(8)</u> | D | Â                                            |
| Series E Redeemable Convertible Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 72,985  | \$ <u>(8)</u> | D | Â                                            |

|                   |            |            |                 |                  |          |   |   |
|-------------------|------------|------------|-----------------|------------------|----------|---|---|
| Convertible Notes | 12/16/2005 | 12/01/2010 | Common<br>Stock | \$<br>202,955.56 | \$ 14.22 | D | Â |
|-------------------|------------|------------|-----------------|------------------|----------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| DAVID MORTON<br>VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLDMDEL,Â NJÂ 07733 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Morton David                      05/23/2006

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently exercisable.
  - (2) Currently exercisable.
  - (3) The options vest in four, equal annual installments beginning on August 13, 2003.
  - (4) The options vest in equal monthly installments over a period of four years beginning on September 1, 2004.
  - (5) The options vest in equal monthly installments over a period of four years beginning on October 1, 2005.
  - (6) The options vest in equal monthly installments over a period of four years beginning on January 1, 2006.
  - (7) The options vest in equal monthly installments over a period of four years beginning on April 1, 2006.
  - (8) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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