

VONAGE HOLDINGS CORP  
 Form 4  
 June 01, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FERRANTE DOMENIC J**

(Last) (First) (Middle)

**C/O BROOKSIDE CAPITAL,  
 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)  
**05/30/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 05/30/2006                           |  | C                              | 5,391,648 A   | 5,391,648   | I  | See Footnote (2) (3)              |

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

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SEC 1474 (9-02)

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

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| 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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Series E Convertible Preferred Stock       | (1)  | 05/30/2006                           |  | C                              | 1,887,077   | (1)  | (1)   | Common Stock | 5,391,               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FERRANTE DOMENIC J<br>C/O BROOKSIDE CAPITAL, LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 |               | X         |         |       |
| BROOKSIDE CAPITAL PARTNERS FUND LP<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199               |               | X         |         |       |
| BROOKSIDE CAPITAL INVESTORS L P<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199                  |               | X         |         |       |
| BROOKSIDE CAPITAL MANAGEMENT LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199                 |               | X         |         |       |

## Signatures

/s/ Domenic J. Ferrante                      06/01/2006

\_\_\_\_\_  
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) The Series E Convertible Preferred Stock converted into the Issuer's Common Stock on a 1:2.86 basis effective upon the consummation of the Issuer's initial public offering and had no expiration date.
- (2) The 5,391,648 shares of Common Stock owned upon conversion reported above are owned by Brookside Capital Partners Fund, L.P. ("Brookside Fund"), whose sole general partner is Brookside Capital Investors, L.P. ("Brookside Investors"), whose sole general partner is Brookside Capital Management, LLC ("Brookside Management"). Domenic Ferrante is the managing member of Brookside Management and a limited partner of Brookside Investors. Mr. Ferrante, Brookside Investors and Brookside Management may each be deemed to share voting and dispositive power with respect to the shares owned by Brookside Fund, but each disclaims beneficial

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ownership of such shares except to the extent of their pecuniary interests therein.

- (3) Following consummation of the Issuer's initial public offering, the reporting persons herein will cease to hold, directly or indirectly, more than 10% of any class of any equity security of the issuer (determined in accordance with the rules for determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and therefore will no longer be subject to the disclosure and other requirements of Section 16 of the Exchange Act.

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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