

RUTHERFORD RANDY K.  
Form 4  
March 19, 2018

**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 \*  
RUTHERFORD RANDY K.

(Last) (First) (Middle)

C/O VONAGE HOLDINGS  
CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2018

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)  
Chief Legal Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock <sup>(1)</sup>     | 03/15/2018                           |  | M                              |   | 13,683 A \$ 0   | 86,674   | D   |
| Common Stock                    | 03/15/2018                           |  | F                              |   | 8,518 D \$ 10.74  | 78,156   | D   |
| Common Stock <sup>(2)</sup>     | 03/15/2018                           |  | M                              |   | 14,764 A \$ 0   | 92,920   | D   |
| Common Stock                    | 03/15/2018                           |  | F                              |   | 9,170 D \$ 10.74  | 83,750   | D   |
| Common Stock <sup>(3)</sup>     | 03/16/2018                           |  | M                              |   | 8,240 A \$ 0  | 91,990   | D   |

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Common Stock      03/16/2018      F      5,130      D      \$ 10.75      86,860      D

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V      (A)      (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Restricted Stock Unit                      | \$ 0   | 03/15/2018                           |  | A                              | 35,211  | <u>(4)</u> <u>(4)</u>                                    | Common Stock      35,211                                      |
| Restricted Stock Unit                      | \$ 0   | 03/15/2018                           |  | M                              | 13,683  | <u>(5)</u> <u>(5)</u>                                    | Common Stock      13,683                                      |
| Restricted Stock Unit                      | \$ 0   | 03/15/2018                           |  | M                              | 14,764  | <u>(6)</u> <u>(6)</u>                                    | Common Stock      14,764                                      |
| Restricted Stock Unit                      | \$ 0   | 03/16/2018                           |  | M                              | 8,240   | <u>(7)</u> <u>(7)</u>                                    | Common Stock      8,240                                       |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

RUTHERFORD RANDY K.  
C/O VONAGE HOLDINGS CORP.  
23 MAIN STREET  
HOLMDEL, NJ 07733

Chief Legal Officer

## Signatures

/s/ Randy K.      03/16/2018  
Rutherford

\*\*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) Represents vesting of the first installment of the restricted stock unit granted on March 15, 2017.
- (2) Represents vesting of the second installment of the restricted stock unit granted on March 15, 2016.
- (3) Represents vesting of the final installment of the restricted stock unit granted on March 16, 2015.
- (4) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2018.
- (5) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2017.
- (6) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2016.
- (7) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 16, 2015.

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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