

Miller J Sanford (Sandy)
 Form 3
 May 23, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * Miller J Sanford (Sandy) (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 05/23/2006	3. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
--	--	--	--	--

C/O INSTITUTIONAL VENTURE PARTNERS, 3000 SAND HILL RD, BUILDING 2, SUITE 250
 (Street)

(Check all applicable)

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

MENLO PARK, CA 94025
 (City) (State) (Zip)

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 Beneficially Owned

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

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

SEC 1473 (7-02)

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.

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

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

Edgar Filing: Miller J Sanford (Sandy) - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,742,851	\$ (2)	I	By fund (3)
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	279,017	\$ (2)	I	By fund (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller J Sanford (Sandy) C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL RD, BUILDING 2, SUITE 250 MENLO PARK, CA 94025	Â X	Â X	Â	Â

Signatures

/s/ Melanie Chladek,
attorney-in-fact

05/23/2006

__Signature of Reporting Person Date

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) The shares of preferred stock reported herein are immediately convertible into Common Stock and have no expiration date.
- (2) Each share of Series E Redeemable Convertible Preferred Stock is convertible into approximately 2.86 shares of Common Stock.
These shares are held by Institutional Venture Partners XI, L.P. ("IVP XI"), which is under common control with Institutional Venture Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"). Institutional Venture Management XI, LLC ("IVM XI") is the General Partner of IVP XI. The reporting person is a Managing Director of IVM XI. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.
- (3) These shares are held by IVP XI KG, which is under common control with IVP XI. IVM XI is the Managing Limited Partner of IVP XI KG. The reporting person is a Managing Director of IVM XI. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

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.