

VONAGE HOLDINGS CORP  
Form 8-K  
December 27, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 22, 2010**

**VONAGE HOLDINGS CORP.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-32887**  
**(Commission**  
**File Number)**

**11-3547680**  
**(IRS Employer**  
**Identification No.)**

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**23 Main Street, Holmdel, NJ**  
(Address of Principal Executive Offices)

**07733**  
(Zip Code)

**Registrant's telephone number, including area code: (732) 528-2600**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 22, 2010, Vonage Network LLC ( Vonage Network ), an indirect, wholly-owned subsidiary of Vonage Holdings Corp. (the Company ) and Amdocs Software Systems Limited and Amdocs, Inc. (collectively, Amdocs ) entered into a First Amending Agreement (the Amendment ) to the License and Managed Services Agreement (the Original Agreement ) dated as of December 23, 2009 between Vonage Network and Amdocs. Under the Agreement, Amdocs is licensing software and providing services to provide the Company with enhanced ordering and billing capabilities to better suit the needs of the business. Among the changes, the Amendment supplements a pricing schedule to provide for additional fees expected to be incurred in connection with an expansion of the scope of the Original Agreement to reflect the evolution of the Company s product strategy since the execution of the Original Agreement.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VONAGE HOLDINGS CORP.

Date: December 27, 2010

By: */s/ Kurt M. Rogers*  
**Kurt M. Rogers**

**Chief Legal Officer and Secretary**