

KRUPKA MICHAEL A
 Form 4
 January 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
KRUPKA MICHAEL A

(Last) (First) (Middle)

C/O BAIN CAPITAL VENTURE PARTNERS, LLC, JOHN HANCOCK TOWER 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

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

01/01/2012

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/01/2012		A	4,081 A \$ 0	93,391	D	
Common Stock					2,001,647	I	See Footnotes (1) (2)

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 2.45	01/01/2012		A	10,000	01/01/2012 ⁽³⁾ 01/01/2022 ⁽³⁾	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRUPKA MICHAEL A
C/O BAIN CAPITAL VENTURE PARTNERS, LLC
JOHN HANCOCK TOWER 200 CLARENDON STREET
BOSTON, MA 02116

X

Signatures

By: /s/ Michael A. Krupka 01/04/2012

**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).

Michael A. Krupka is the managing member and a Managing Director of Bain Capital Venture Investors, LLC ("BCVI"), which is the sole general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the sole general partner of Bain Capital Venture

(1) Fund 2005, L.P. ("BCVF"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCVF. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 1/1/2012 BCVF held 1,747,634 shares of Common Stock of the Issuer.

(2) Mr. Krupka is the managing member and a Managing Director of BCVI which is attorney-in-fact for Bain Capital Investors, LLC ("BCI"), which is the managing partner of each of BCIP Associates III ("BCIP III") and BCIP Associates III-B ("BCIP III-B"). BCIP III is the sole member of BCIP Associates III, LLC ("BCIP III LLC") and BCIP III-B is the sole member of BCIP Associates III-B, LLC ("BCIP III-B LLC"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCIP III LLC and the shares held by BCIP III-B LLC. Mr. Krupka disclaims beneficial ownership of all such securities

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except to the extent of his pecuniary interest therein. As of 10/1/2011 BCIP III LLC and BCIP III-B LLC held 247,371 and 6,642 shares of Common Stock of the Issuer, respectively.

(3) The options have a ten year term and are fully vested as of January 1, 2012

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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