DAVID MORTON Form 4 May 11, 2010

FORM 4

OMB APPROVAL

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average burden hours per

January 31,

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

VONAGE HOLDINGS CORP [VG]

Symbol

1(b).

(Print or Type Responses)

DAVID MORTON

1. Name and Address of Reporting Person *

									(Chee	k an applicable	,	
(Last) (First) (Middle)				3. Date of Earliest Transaction								
CIO VIONA CE HOI DINICE				(Month/Day/Year)						Owner er (specify		
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET				05/07/2010					Officer (give title Other (specify below)			
		(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	HOLMDEL	, NJ 07733							Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned			
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4)	osed o	of (D)	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)	
	Common Stock	05/07/2010			С	689,655	A	0.29 (1)	979,453	D		
	Common Stock								231,428	I	By Morton David Trustee FBO Aaron	
	Common Stock								231,428	I	By Morton David	

Trustee FBO Claudia

By Morton Stock

231,428 I Trustee FBO Claudia

By Common Stock

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

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.

SEC 1474

(9-02)

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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Third Lien Convertible Notes due 2015	\$ 0.29 (1)	05/07/2010		C	\$ 200,000	11/03/2008	10/31/2015(2)	Common Stock	68

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DAVID MORTON C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X					

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Morton
David
05/11/2010

**Signature of Reporting Person Date

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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 Convertible Notes are convertible into shares of common stock at a rate equal to 3,448.2759 shares for each \$1,000 principal amount of Convertible Notes, or approximately \$0.29 per share.
- (2) The Convertible Notes mature on 10/31/2015, subject to the automatic conversion of a portion or all of the Convertible Notes into common stock on or after the third anniversary of November 3, 2008, depending upon the market price of the common stock.

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.