

Rego John S
 Form 3
 May 23, 2006

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

OMB APPROVAL

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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 *

Rego John S
 (Last) (First) (Middle)

VONAGE HOLDINGS
 CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Executive VP, CFO & Treasurer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of Shares

(Instr. 5)

Employee Stock Option (right to buy)	Â (1)	10/01/2012	Common Stock	53,571	\$ 0.7	D	Â
Employee Stock Option (right to buy)	Â (2)	08/01/2013	Common Stock	44,643	\$ 1.4	D	Â
Employee Stock Option (right to buy)	Â (3)	02/27/2014	Common Stock	107,143	\$ 1.76	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2015	Common Stock	185,358	\$ 7.42	D	Â
Employee Stock Option (right to buy)	Â (5)	08/08/2015	Common Stock	89,286	\$ 8.82	D	Â
Employee Stock Option (right to buy)	Â (6)	03/15/2016	Common Stock	250,000	\$ 15.06	D	Â
Series A Redeemable Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	20,000	\$ (7)	D	Â
Series D Redeemable Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	5,225	\$ (7)	D	Â
Series E Redeemable Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	1,445	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rego John S VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Â	Â X	Â Executive VP, CFO & Treasurer	Â

Signatures

/s/ John S. Rego 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) Currently exercisable.
 - (2) The options vest in four, equal annual installments beginning on August 1, 2003.
 - (3) The options vest in four, equal annual installments beginning on February 27, 2004.

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- (4) The options vest in equal monthly installments over a period of four years beginning on May 31, 2005.
- (5) The options vest in equal monthly installments over a period of four years beginning on September 30, 2005.
- (6) The options vest in equal monthly installments over a period of four years beginning on April 30, 2006.
- (7) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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