

VONAGE HOLDINGS CORP

Form 3

May 24, 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 *

Â FERRANTE DOMENIC J

(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)

(Check all applicable)

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

C/O BROOKSIDE CAPITAL,
LLC,Â 111 HUNTINGTON
AVENUE

(Street)

BOSTON,Â MAÂ 02199

(City) (State) (Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

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

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

				Shares		or Indirect (1) (Instr. 5)	
1) Series E Convertible Preferred Stock	Â (1)	Â (1)	Common stock, par value \$0.001 per share	5,391,648	\$ (1)	I	See Footnotes (2) (3)
2) Senior Unsecured Convertible Notes	12/16/2005	12/01/2010	Common stock, par value \$0.001 per share	356,644	\$ 14.22	I	See Footnotes (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRANTE DOMENIC J C/O BROOKSIDE CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BROOKSIDE CAPITAL PARTNERS FUND LP 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BROOKSIDE CAPITAL INVESTORS L P 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BROOKSIDE CAPITAL MANAGEMENT LLC 111 HUNTINGTON AVENUE BOSTON,Â MAÂ 02199	Â	Â X	Â	Â

Signatures

/s/ Domenic J. Ferrante 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 convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date. The convertible preferred stock automatically converts to Common Stock upon the closing of the offering.
- (2) Shares include (a) 5,391,648 shares issuable upon conversion of preferred stock and (b) 356,644 shares issuable upon conversion of convertible notes owned by Brookside Capital Partners Fund, L.P. ("Brookside Fund"), whose sole general partner is Brookside Capital Investors, L.P. ("Brookside Investors"), whose sole general partner is Brookside Capital Management, LLC ("Brookside Management"). Domenic Ferrante is the managing member of Brookside Management and a limited partner of Brookside Investors. Mr. Ferrante,

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Brookside Investors and Brookside Management may each be deemed to share voting and dispositive power with respect to the shares owned by Brookside Fund, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

- (3) Following consummation of the Issuer's initial public offering, the reporting persons herein will cease to hold, directly or indirectly, more than 10% of any class of any equity security of the issuer (determined in accordance with the rules for determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) and therefore will no longer be subject to the disclosure and other requirements of Section 16 of the Exchange Act.

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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