

VONAGE HOLDINGS CORP  
Form 8-K  
October 30, 2008

**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): October 24, 2008**

**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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On October 24, 2008, Vonage Holdings Corp. (the Company) was notified by the New York Stock Exchange (the NYSE) that the Company had fallen below the NYSE's continued listing standard relating to minimum share price. Rule 802.01C of the NYSE's Listed Company Manual requires that the Company's common stock have a minimum average closing price of not less than \$1.00 during a consecutive 30 trading-day period.

The Company will notify the NYSE that it intends to cure the deficiency. The Company must bring its share price and average share price back above \$1.00 within six months from the receipt of the NYSE notice, subject to possible extension, to regain compliance with the NYSE's price condition, or it will be subject to suspension and delisting procedures. Under the NYSE rules, the Company's common stock will continue to be listed on the NYSE during the cure period, subject to the Company's compliance with other NYSE continued listing requirements.

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: October 30, 2008

By: /s/ John S. Rego  
John S. Rego  
Executive Vice President, Chief Financial

Officer and Treasurer