

VONAGE HOLDINGS CORP

Form 3

December 12, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

RUTHERFORD RANDY K.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
VONAGE HOLDINGS CORP [VG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O VONAGE HOLDINGS
CORP., 23 MAIN STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Interim Chief Legal Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting Person

HOLMDEL, NJ 07733

(City)

(State)

(Zip)

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)

**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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Employee Stock Option (Right to Buy)	Â <u>(1)</u>	04/01/2023	Common Stock	19,275	\$ 2.88	D	Â
Restricted Stock Unit	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	44,291	\$ 0	D	Â
Restricted Stock Unit	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	16,480	\$ 0	D	Â
Restricted Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	8,297	\$ 0	D	Â
Restricted Stock Unit	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	4,883	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTHERFORD RANDY K. C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Â	Â	Â Interim Chief Legal Officer	Â

Signatures

/s/ Randy K.
Rutherford

12/12/2016

__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 option vests on April 1, 2017.
- (2) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2016.
- (3) The restricted stock unit vests in equal installments on March 16, 2017 and March 16, 2018.
- (4) The restricted stock unit vests on March 17, 2017.
- (5) The restricted stock unit vests on April 1, 2017.

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.