

VONAGE HOLDINGS CORP  
 Form 3/A  
 June 01, 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â DAVID MORTON                            |         | (Month/Day/Year)                     | VONAGE HOLDINGS CORP [VG]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 05/23/2006                           |  | 05/23/2006   |
| VONAGE HOLDINGS CORP.,Â 23 MAIN STREET    |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other                            | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| HOLMDEL,Â NJÂ 07733                       |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**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   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|   |       |       |              |         |        |   |  |
|---|-------|-------|--------------|---------|--------|---|--|
| Series A Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 321,428 | \$ (1) | I | By David & Edward Cohen Trustees FBO Aaron   |
| Series A Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 321,428 | \$ (1) | I | By David & Edward Cohen Trustees FBO Claudia |
| Series A Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 321,428 | \$ (1) | I | By David & Edward Cohen Trustees FBO Julien  |
| Series A Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 321,428 | \$ (1) | I | By David & Edward Cohen Trustees FBO Zachary |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DAVID MORTON<br>VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | Â X           | Â X       | Â       | Â     |

## Signatures

Morton David                      06/01/2006  
 \_\_Signature of                      Date  
 Reporting Person

## 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.

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.