

JAVAID OMAR MUHAMMAD
 Form 4
 March 19, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 JAVAID OMAR MUHAMMAD

(Last) (First) (Middle)

C/O VONAGE HOLDINGS
 CORP., 23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction (Month/Day/Year)

03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Product Officer

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	03/15/2019		M		15,649 A \$ 0	237,172	D
Common Stock	03/15/2019		F		7,759 D \$ 10.21	229,413	D
Common Stock ⁽²⁾	03/15/2019		M		21,894 A \$ 0	251,307	D
Common Stock	03/15/2019		F		10,856 D \$ 10.21	240,451	D
Common Stock ⁽³⁾	03/15/2019		M		22,966 A \$ 0	263,417	D

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Common Stock	03/15/2019	F	11,387	D	\$ 10.21	252,030	D
Common Stock	03/15/2019	A	74,925	A	\$ 0	326,955	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/15/2019		M	15,649	(4) (4)	Common Stock	15,649
Restricted Stock Unit	\$ 0	03/15/2019		M	21,894	(5) (5)	Common Stock	21,894
Restricted Stock Unit	\$ 0	03/15/2019		M	22,966	(6) (6)	Common Stock	22,966

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAVAID OMAR MUHAMMAD C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733			Chief Product Officer	

Signatures

/s/ Randy K. Rutherford, Attorney-in-fact for Omar M. Javid

03/19/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents vesting of the first installment of the restricted stock unit granted on March 15, 2018.
- (2) Represents vesting of the second installment of the restricted stock unit granted on March 15, 2017.
- (3) Represents vesting of the last installment of the restricted stock unit granted on March 15, 2016.
- (4) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2018.
- (5) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2017.
- (6) The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2016.

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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