

VONAGE HOLDINGS CORP
 Form 3
 July 23, 2007

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 * Â KRUPKA MICHAEL A (Last) (First) (Middle) C/O BAIN CAPITAL VENTURE PARTNERS, LLC,Â 111 HUNTINGTON AVENUE (Street) BOSTON,Â MAÂ 02199 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/19/2007 | 3. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

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) |
|------------------------------------|--|---|--|
| Common Stock | 2,001,647 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

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) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | (Instr. 4) Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|--|------------------------------|--|
| | | | | | Direct (D) or Indirect (I) (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRUPKA MICHAEL A C/O BAIN CAPITAL VENTURE PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | ^ | ^ | ^ |

Signatures

/s/ Michael A. Krupka
07/23/2007
 **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).
- Michael A. Krupka is the managing member and a Managing Director of Bain Capital Venture Investors, LLC ("BCVI"), which is the sole general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the sole general partner of Bain Capital Venture Fund 2005, L.P. ("BCVF"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCVF. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 7/19/2007, BCVF held 1,747,634 shares of Common Stock of the Issuer.
- Mr. Krupka is the managing member and a Managing Director of BCVI which is attorney-in-fact for Bain Capital Investors, LLC ("BCI"), which is the managing partner of each of BCIP Associates III ("BCIP III") and BCIP Associates III-B ("BCIP III-B"). BCIP III is the sole member of BCIP Associates III, LLC ("BCIP III LLC") and BCIP III-B is the sole member of BCIP Associates III-B, LLC ("BCIP III-B LLC"). By virtue of these relationships, Mr. Krupka may be deemed to share voting and dispositive power with respect to the shares held by BCIP III LLC and the shares held by BCIP III-B LLC. Mr. Krupka disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. As of 7/19/2007, BCIP III LLC and BCIP III-B LLC held 247,371 and 6,642 shares of Common Stock of the Issuer, respectively.

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.