Citron Jeffrey A Form 4 July 20, 2018

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

Washington, D.C

Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

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

Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

Estimated average

See Instruction 1(b).

(Print or Type Responses)

Citron Jeffrey A

1. Name and Address of Reporting Person *

VONAGE HOLDINGS CORP [VG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction _ Director (Month/Day/Year) 10% Owner Other (specify Officer (give title C/O VONAGE HOLDINGS 07/18/2018 below) CORP., 23 MAIN STREET 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOLMDEL, NJ 07733 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 3. Transaction Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount By Kyra E. Citron 2016 Common 116,666 07/18/2018 $S^{(1)}$ D 287,564 Ι Florida (2) 13.19 Stock Descendant's Trust By Kyra E. Citron 2016 Common 66,667 07/19/2018 $S^{(1)}$ D 220,897 Ι Florida Stock (3) 13.28 Descendant's Trust $S^{(1)}$ Common 07/20/2018 66,667 D \$ 154,230 Ι By Kyra E. (4) Citron 2016 Stock 13.35

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								Florida Descendant's Trust
Common Stock	07/18/2018	S <u>(1)</u>	116,666 (2)	D	\$ 13.19	291,962	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	07/19/2018	S <u>(1)</u>	66,667 (3)	D	\$ 13.28	225,295	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	07/20/2018	S <u>(1)</u>	66,667 (4)	D	\$ 13.35	158,628	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock						1,000,000	I	By Kyra E. Citron 2015 Beneficiary's Trust
Common Stock						1,000,000	I	By Noah A. Citron 2015 Beneficiary's Trust
Common Stock						12,250,784	D	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration Title Number of Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733

X

Signatures

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron

07/20/2018

**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) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on November 13, 2017 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$13.13 to \$13.40. Upon (2) request, the Reporting person will provide the Securities and Exchange Commission Staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$13.09 to \$13.41. Upon (3) request, the Reporting person will provide the Securities and Exchange Commission Staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$13.28 to \$13.46. Upon (4) request, the Reporting person will provide the Securities and Exchange Commission Staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

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.

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