Citron Jeffrey A Form 4 March 16, 2018

FORM 4

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

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

Common 03/16/2018

Stock

1. Name and Address of Reporting Person ** Citron Jeffrey A		S	2. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]				Is	5. Relationship of Reporting Person(s) to Issuer			
(Last)	` ,	(Middle) 3	3. Date of Month/	of Earliest 'Day/Year)	t Transaction			(Check all applicable) _X_ Director 10% Owner			
C/O VONAGE HOLDINGS CORP., 23 MAIN STREET			03/14/2018				be	Officer (give title Other (specify below)			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				A _2	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
HOLMDE	EL, NJ 07733							erson		, portung	
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y		3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)		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)	
Common Stock	03/14/2018			S	116,666 (1)	D	\$ 10.9138 (2)	1,037,564	I	By Kyra E. Citron 2016 Florida Descendant's Trust	
Common Stock	03/15/2018			S	66,667 (1)	D	\$ 10.7823	970,897	I	By Kyra E. Citron 2016 Florida Descendant's Trust	

S

66,667

(1)

D

10.7227

904,230

Ι

By Kyra E.

Citron 2016

OMB APPROVAL

3235-0287

January 31,

2005

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Expires:

response...

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					<u>(4)</u>			Florida Descendant's Trust
Common Stock	03/14/2018	S	116,666 (1)	D	\$ 10.9138 (2)	1,041,962	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	03/15/2018	S	66,667 (1)	D	\$ 10.7823 (3)	975,295	I	By Noah A. Citron 2016 Florida Descendant's Trust
Common Stock	03/16/2018	S	66,667 (1)	D	\$ 10.7227 (4)	908,628	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						12,243,391	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
	Ĭ				(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

03/16/2018

**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 \$10.76 to \$11.03. Upon request, the Reporting Person will provide to 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 \$10.72 to \$10.92. Upon (3) request, the Reporting Person will provide to 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 \$10.63 to \$10.80. Upon (4) request, the Reporting Person will provide to 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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