FORM D

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

FORM D



NOTICE OF SALE OF SECURI PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (☐ check if this is an am SERIES E CONVERTIBLE PREFERRED	1272830							
Filing Under (Check box(es) that apply):	□Rule 504 □	Rule 505		Section 4(6)	□ULOE			
Type of Filing: New Filing	☐ Amendment							
	A. 1	BASIC IDENTIF	ICATION DATA					
1. Enter the information requested about the issuer								
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)								
VONAGE HOLDINGS CORP.								
Address of Executive Offices					Telephone Number (Including Area Code)			
2147 State Route 27, Edison, NJ 08817		(Nun	ber and Street, City,	State, Zip Code)	(732) 528-2600			
Address of Principal Business Operations		_(Nun	ber and Street, City,	State, Zip Code)	Telephone Number (Including Area Code)			
(if different from Executive Offices)		PR(DCESSED					
Brief Description of Business		A a c	0.4 (2)					
Internet communications		TH	Y 0 6 2005 (B	E-CEINED CONTRACTOR			
Type of Business Organization		FII	VANCIAL other		/ MAY 0 2 2005 >>			
	☐ limited partnership, al	lready formed	other	(please specify):				
☐ business trust	limited partnership, to	be formed			no.			
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	r Organization: n: (Enter two-letter U.S. P	Month Year 05 00 ostal Service abbre la; FN for other for	eviation for State:	DE	179/9			

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendment needs only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall acIssuer this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ⊠ Beneficial Owner Executive Officer ∑ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Citron, Jeffrey A. Full Name (Last name first, if individual) 2147 State Route 27, Edison, NJ 08817 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Managing Partner David, Morton Full Name (Last name first, if individual) 33 Stonebridge Road, Mount Claire, NJ 07042 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Miller, J. Sanford Full Name (Last name first, if individual) c/o 3i Technologies LP, 275 Menlo Park, CA 94025 Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner Executive Officer Director General and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Rego, John Full Name (Last name first, if individual) 2147 State Route 27, Edison, NJ 08817 Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Check Box(es) that Apply: Managing Partner Weller, Harry Full Name (Last name first, if individual) 1119 St. Paul Street, Baltimore, MD 21202 Business or Residence Address (Number and Street, City, State, Zip Code) ■ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Director General and/or Managing Partner NEA Enterprise Associates 10, LP Full Name (Last name first, if individual) 1119 St. Paul Street, Baltimore, MD 21202 Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter General and/or Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer □ Director Managing Partner Barris, Barris Full Name (Last name first, if individual) c/o NEA Enterprise Associates 10, LP, 1119 St. Paul Street, Baltimore, MD 21202 Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

The State State of the State of

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner					
Roberts, John										
Full Name (Last name first, if individual)										
1007 Canterbury Lane, Villand	ova, PA 19085									
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)								
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or					
0.77					Managing Partner					
3i Technology Partners L.P.										
Full Name (Last name first, if individual)										
275 Middlefield Road, Menlo Par, CA 94025										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or					
					Managing Partner					
Meritech Capital Partners II, L.P.										
Full Name (Last name first, if individual)										
285 Hamilton Avenue, Suite 200, Palo Alto, CA 94301										
Business or Residence Address (Number and Street, City, State, Zip Code)										
Dusiness of Residence Address	(

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1.	Has the iss	uer sold. or	r does the is:	suer intend t	o sell, to nor	n-accredited	investors in	this offering	?			Yes □	No ⊠
		, • .					x, Column 2						
						• •	_	•					
2.	What is the	minimum	investment	that will be	accepted fro	m any indiv	idual?		•••••••		•••••••	\$ <u>0</u>	
3.	Does the o	ffering peri	mit joint ow	nership of a	single unit?.		•••••				•••••	Yes □	No ⊠
4.	for solicitation or dealer re	tion of pure	chasers in co	onnection wi and/or with	th sales of se a state or sta	ecurities in the tees, list the t	he offering. name of the l	If a person to proker or dea	or indirectly o be listed is tler. If more or dealer on	an associate than five (5)	ed person or	agent of a b	roker
Full Name	e (Last name	first, if inc	dividual)										
								-					
Business	or Residence	: Address (Number and	l Street, City	, State, Zip (Code)							
N C	A	1	1 .										
Name of A	Associated B	roker or D	ealer										
States in 1	Which Person	n Listed He	s Solicited	or Intends to	Solicit Pure	hacerc							
												_	
(Check '	'All States" o	or check in [AK]	dividual Sta [AZ]	tes) [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	□ All S [HI]	tates
	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Name	e (Last name	first, if inc	iividual)										
	- i :												
Business	or Residence	: Address (1	Number and	Street, City	, State, Zip (Code)							
N							4-9					. 40	
Name of A	Associated B	roker or D	ealer										
States in V	Which Person	n Listed Ha	as Solicited	or Intends to	Solicit Purc	hasers	· · · · · · · · · · · · · · · · · · ·					· · · · · · · · · · · · · · · · · · ·	
(Check)	'All States'' o	ar check in	dividual Sta	tas)								□ All S	totes
(Check	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
Full Nome	[RI] e (Last name	[SC]	[SD]	[TN]	[TX]	[ບτ]	[VT]	[VA]	[WA]	[wv]	[wɪ]	[WY]	[PR]
run Nami	e (Last name	11181, 11 1110	iividuai)										
Business	or Residence	Address (Number and	Street City	State Zin (Code)							
Dusinoss	or residence	71001035 (rvamoer and	i bireet, etty	, otato, zip (oue)							
Name of A	Associated B	roker or D	ealer										
States in 1	Which Person	n Listed Ha	as Solicited	or Intends to	Solicit Purc	hasers							
(Check '	'All States'' o	or check in	dividual Sta	tes)	• • • • • • • • • • • • • • • • • • • •		******	*************			***************	🗖 All S	tates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IL] [MT]	[IN] [NE]	[IA]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]

[TN] [TX] [UT] [VT] [VA] [WA] [WV] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Offering Price Sold Type of Security Debt Equity ☐ Common ☐ Preferred Convertible Securities (including warrants) \$ 200,000,000 \$ 180,000,000 Partnership Interests Other (Specify_ 0 Total \$<u>200,000,000</u> \$180,000,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors Accredited Investors \$ 180,000,000 Non-accredited Investors... 0 Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Security Sold Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs..... Legal Fees Accounting Fees..... Engineering Fees Sales Commissions (specify finders' fees separately) _ ___ _ \$<u>150,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

		MBER OF INVESTORS, EXPENSES AND USE OF PROC	CEEDS	
	expenses furnished in response to Part C — Question	g price given in response to Part C — Question 1 and total 4.a. This difference is the "adjusted gross proceeds to the		
	issuer."			
				\$ <u>179,850,000</u>
5.	purposes shown. If the amount for any purpose is not	eds to the issuer used or proposed to be used for each of the known, furnish an estimate and check the box to the left of equal the adjusted gross proceeds to the issuer set forth in		
			Payments to	
			Officers,	
			Directors, & Affiliates	Payments To Others
	Salaries and fees		□ \$	\$
	Purchase of real estate		□ \$	□ \$
	Purchase, rental or leasing and installation of machinery	and equipment	□ \$	□ \$
	Construction or leasing of plant buildings and facilities		□ \$	□ \$
	Acquisition of other businesses (including the value of		· · · · · · · · · · · · · · · · · · · 	
			□ \$	□ s
	Repayment of indebtedness		□ \$	- \$
			X	□ s
			\$ <u>179,850,000</u>	
	Other (specify):		□ \$	□ \$
			□ \$	□\$
	Column Totals		⊠ \$ 179,850,000_	S
	Total Payments Listed (column totals added)		⊠ \$ <u>17</u>	9,850,000
		D. FEDERAL SIGNATURE		
undert		gned duly authorized person. If this notice is filed under Rule change Commission, upon written request of its staff, the info		
,				
issuer	Print or Type)	Signature	Date April 3	9, 2005
VONA	GE HOLDINGS CORP.	1 4 CO OWNOW IT WILLS	April 2	.7, 2003
Name	of Signer (Print or Type)	Title of Signer (Print or Type)		
Robins	on Markel	Secretary		

ATTENTION

Intentional misstatements or omissions of act constitute federal criminal violations. (See 18 U.S.C. 1001.)