

MADERA PAUL S  
 Form 3  
 May 23, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 \*  
 MERITECH CAPITAL PARTNERS II LP

(Last) (First) (Middle)

285 HAMILTON AVENUE,  
 SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 05/23/2006

3. Issuer Name and Ticker or Trading Symbol  
 VONAGE HOLDINGS CORP [VG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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)
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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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						or Indirect (1) (Instr. 5)	
Series C Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 6,635,657	\$ (1)	D (2)	Â
Series C Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 170,742	\$ (1)	D (3)	Â
Series C Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 50,742	\$ (1)	D (4)	Â
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 4,597,368	\$ (1)	D (2)	Â
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 118,294	\$ (1)	D (3)	Â
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 35,157	\$ (1)	D (4)	Â
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 2,478,311	\$ (1)	D (2)	Â
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 63,768	\$ (1)	D (3)	Â
Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	\$ 18,951	\$ (1)	D (4)	Â
Convertible Note	12/16/2005	12/01/2010	Common Stock	\$ 10,802,005.01	\$ 14.22	D (2)	Â
Convertible Note	12/16/2005	12/01/2010	Common Stock	\$ 277,947.63	\$ 14.22	D (3)	Â
Convertible Note	12/16/2005	12/01/2010	Common Stock	\$ 82,602.91	\$ 14.22	D (4)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERITECH CAPITAL PARTNERS II LP 285 HAMILTON AVENUE, SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â

MERITECH CAPITAL AFFILIATES II LP  
 285 HAMILTON AVENUE, SUITE 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

MCP ENTREPRENEUR PARTNERS II LP  
 285 HAMILTON AVENUE, SUITE 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

MADERA PAUL S  
 285 HAMILTON AVENUE, SUITE 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

GORDON MICHAEL B  
 285 HAMILTON AVENUE, SUITE 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

Meritech Capital Associates II L.L.C.  
 285 HAMILTON AVE., STE. 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

Meritech Management Associates II L.L.C.  
 285 HAMILTON AVENUE, SUITE 200      Â      Â X      Â      Â  
 PALO ALTO,Â CAÂ 94301

## Signatures

/s/ Paul S.      05/23/2006  
 Madera

\*\*Signature of      Date  
 Reporting Person

/s/ Michael B.  
 Gordon      05/23/2006

\*\*Signature of      Date  
 Reporting Person

## 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).

- (1) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date. The convertible preferred stock automatically converts to Common Stock upon the closing of the offering.

Shares or Convertible Note, as applicable, are held by Meritech Capital Partners II L.P. ("MCP II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCP II, and Paul S. Madera and Michael B.

- (2) Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCP II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

Shares or Convertible Note, as applicable, are held by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCA II, and Paul S. Madera and Michael

- (3) B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCA II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

Shares or Convertible Note, as applicable, are held by MCP Entrepreneur Partners II L.P. ("Entrepreneur"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Entrepreneur, and Paul S.

- (4) Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by Entrepreneur. Such persons and entities disclaim beneficial ownership of shares held by Entrepreneur except to the extent of any pecuniary interest therein.

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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.