

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LALA VINOD</u>  (Last) (First) (Middle) <u>C/O VONAGE HOLDINGS CORP.</u> <u>23 MAIN STREET</u>  (Street) <u>HOLMDEL NJ 07733</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VONAGE HOLDINGS CORP [ VG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>Chief Strategy Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/15/2020		M		20,526	A	\$0	124,199	D	
Common Stock	03/15/2020		F		7,421	D	\$6.52	116,778	D	
Common Stock <sup>(2)</sup>	03/15/2020		M		11,737	A	\$0	128,515	D	
Common Stock	03/15/2020		F		4,243	D	\$6.52	124,272	D	
Common Stock	03/15/2020		F		4,816	D	\$6.52	119,456	D	
Common Stock	03/15/2020		A		36,488	A	\$0	155,944	D	
Common Stock	03/15/2020		A		28,506	A	\$0	184,450	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$0.0	03/15/2020		M		20,526		(3)	(3)	Common Stock	20,526	\$0	0	D	
Restricted Stock Unit	\$0.0	03/15/2020		M		11,737		(4)	(4)	Common Stock	11,737	\$0	11,737	D	

**Explanation of Responses:**

1. Represents vesting of the third installment of the restricted stock unit granted on March 15, 2017.
2. Represents vesting of the second installment of the restricted stock unit granted on March 15, 2018.
3. The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2017.
4. The restricted stock unit vests in equal annual installments on the first through third anniversaries of March 15, 2018.

**Remarks:**

/s/ Randy K. Rutherford,  
Attorney-in-fact for Vinod Lala 03/17/2020

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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