

OMB APPROVAL	
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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>Citron Jeffrey A</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2021</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	11/23/2021		S		363,948 <sup>(1)</sup>	D	\$20.63 <sup>(2)</sup>	611,052 <sup>(3)</sup>	I	By Mannis Group, Inc.
Common Stock	11/23/2021		S		1,171,846 <sup>(1)</sup>	D	\$20.63 <sup>(2)</sup>	6,571,881 <sup>(3)</sup>	D	
Common Stock	11/24/2021		S		118,750 <sup>(1)</sup>	D	\$20.68 <sup>(4)</sup>	492,302	I	By Mannis Group, Inc.
Common Stock	11/24/2021		S		1,301,522 <sup>(1)</sup>	D	\$20.68 <sup>(4)</sup>	5,270,359	D	
Common Stock	11/24/2021		G		1,000,000 <sup>(5)</sup>	D	\$0	4,270,359	D	
Common Stock	11/26/2021		S		52,516 <sup>(1)</sup>	D	\$20.7 <sup>(6)</sup>	439,786	I	By Mannis Group, Inc.
Common Stock	11/26/2021		S		1,054,639 <sup>(1)</sup>	D	\$20.7 <sup>(6)</sup>	3,215,720	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)					

Explanation of Responses:

- Sale was made pursuant to the advice of tax and estate planning advisors.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$20.63 to \$20.71. Upon 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.
- Reflects contribution of 700,000 shares by the Reporting Person to the Mannis Group, Inc., of which the Reporting Person is President and controlling stockholder.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$20.67 to \$20.74. Upon 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.
- Represents gifting of shares to the Charles Lafitte Foundation.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$20.70 to \$20.73. Upon 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.

Remarks:

/s/ Randy K. Rutherford,  
 Attorney-in-fact for Jeffrey A. 11/26/2021  
 Citron

\*\* Signature of Reporting Person Date

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**