

VONAGE HOLDINGS CORP  
Form S-8  
March 24, 2011

As filed with the Securities and Exchange Commission on March 24, 2011

Registration No. 333-

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

**AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**VONAGE HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11-3547680**  
(I.R.S. Employer  
Identification No.)

**23 Main Street**

**Holmdel, New Jersey**  
(Address of principal executive offices)

**07733**  
(Zip Code)

**Vonage Holdings Corp. 2001 Stock Incentive Plan**

**Vonage Holdings Corp. 2006 Incentive Plan**

(Full title of the plan)

**Kimberly L. Roberts**

**Senior Securities Counsel**

**Vonage Holdings Corp.**

**23 Main Street**

**Holmdel, New Jersey 07733**

(Name and address of agent for service)

**(732) 528-2600**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Richard L. Cohen, Esq.**

**Duane Morris LLP**

**30 South 17<sup>th</sup> Street**

**Philadelphia, PA 19103**

**(215) 979-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

This Amendment No. 1 is being filed to reflect that the number of shares of common stock, par value \$0.001 per share, of Vonage Holdings Corp. covered by this Registration Statement is increased from 44,058,743 to 67,456,871.

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price(2)	Proposed maximum aggregate(2)	Amount of registration fee
Common Stock, par value \$0.001 per share	23,398,128 shares	\$4.00	\$93,592,512	\$10,866.09

- (1) This Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-136227) covers an additional 23,398,128 shares (the Additional Shares) of common stock, par value \$0.001 per share (Common Stock) of Vonage Holdings Corp. (the Registrant) for offer or sale under the Registrant's 2001 Stock Incentive Plan (the 2001 Plan) or the Registrant's 2006 Incentive Plan (the 2006 Plan). An aggregate of 67,456,871 shares of the Registrant's Common Stock have been or may be issued under the 2001 Plan and the 2006 Plan. Of the 67,456,871 shares, 44,058,743 shares were previously registered (the Previously Registered Shares) under the Securities Act of 1933, as amended (the Securities Act) pursuant to the Registrant's Registration Statement on Form S-8 (File No. 333-136227). The registration fee for the Additional Shares is \$10,866.09. The Registrant previously paid the registration fee for the Previously Registered Shares. Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers such additional shares as may hereafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.
- (2) Estimated solely for purposes of computing the registration fee pursuant to Rules 457(c) and (h) under the Securities Act based upon the average of the high and low prices of the Registrant's common stock on March 18, 2011 as quoted on the New York Stock Exchange.

**EXPLANATORY NOTE**

Vonage Holdings Corp. (the Registrant ) previously filed a Registration Statement on Form S-8 (File No. 333-136227) (the Prior Registration Statement ) relating to the Registrant s 2001 Stock Incentive Plan (the 2001 Plan ) and the Registrant s 2006 Incentive Plan (the 2006 Plan ). Under the Prior Registration Statement, the Registrant originally registered an aggregate of 44,058,743 shares of common stock, par value \$0.001 per share ( Common Stock ) to be offered and sold under the 2001 Plan or the 2006 Plan, as applicable.

This Amendment No. 1 to the Registration Statement on Form S-8 (this Amendment No. 1 ) is filed pursuant to General Instruction E of Form S-8 and relates to the Prior Registration Statement. Except for the changes set forth herein, the contents of the Prior Registration Statement, including each of the documents filed with the Securities and Exchange Commission (the Commission ), are incorporated by reference herein. In addition, all exhibits required by General Instruction E of Form S-8 are filed as exhibits hereto.

The Board of Directors approved an amendment and restatement (the Amendment ) to the 2006 Plan to, among other things, increase the number of shares available for the grant of awards under the 2006 Plan. The Amendment was subject to stockholder approval. On June 3, 2010, the Amendment was approved by stockholders at the Registrant s annual meeting of stockholders. The Registrant has filed this Amendment No. 1 to the Registrant s Prior Registration Statement to register under the Securities Act of 1933, as amended, the offer and sale pursuant to the 2001 Plan or the 2006 Plan of an additional 23,398,128 shares of Common Stock not previously registered. Following this amendment, an aggregate of 67,456,871 shares of Common Stock will be registered under this Registration Statement on Form S-8, as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.  
See Exhibit Index.

**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Holmdel, State of New Jersey, on March 24, 2011.

VONAGE HOLDINGS CORP.

By /s/ Barry L. Rowan  
 Barry L. Rowan  
 Executive Vice President, Chief Financial Officer,  
 Chief Administrative Officer and Treasurer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Henry Pickens, Kimberly L. Roberts and Kurt M. Rogers, signing singly, the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including, without limitation, post-effective amendments to this Registration Statement), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities with the Registrant indicated, on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Marc P. Lefar Marc P. Lefar	Director and Chief Executive Officer (Principal Executive Officer)	March 24, 2011
/s/ Barry L. Rowan Barry L. Rowan	Executive Vice President, Chief Financial Officer, Chief Administrative Officer and Treasurer (Principal Financial Officer and Accounting Officer)	March 24, 2011
/s/ Jeffrey A. Citron Jeffrey A. Citron	Director, Chairman	March 24, 2011
/s/ Peter Barris Peter Barris	Director	March 24, 2011
/s/ Morton David Morton David	Director	March 24, 2011
/s/ Michael Krupka Michael Krupka	Director	March 24, 2011
/s/ J. Sandford Miller	Director	March 24, 2011

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J. Sandford Miller

/s/ Jeffrey J. Misner

Director

March 24, 2011

Jeffrey J. Misner

/s/ David C. Nagel

Director

March 24, 2011

David C. Nagel

/s/ John J. Roberts

Director

March 24, 2011

John J. Roberts

/s/ Carl Sparks

Director

March 24, 2011

Carl Sparks

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of Restated Certificate of Incorporation of Vonage Holdings Corp. (previously filed as Exhibit 3.1 to Vonage Holdings Corp. s Quarterly Report on Form 10-Q (File No. 001-32887) filed with the Commission on August 4, 2006, and incorporated herein by reference).
4.2	Second Amended and Restated By-laws of Vonage Holdings Corp. (previously filed as Exhibit 3.1 to Vonage Holding Corp. s Current Report on Form 8-K (File No. 001-32887) filed with the Commission on August 4, 2008 and incorporated herein by reference).
4.3	Form of Certificate of Vonage Holdings Corp. Common Stock (previously filed as Exhibit 4.1 to Amendment No. 5 to Vonage Holdings Corp. s Registration Statement on Form S-1 (Registration No. 333-131659) filed with the Commission on May 8, 2006, and incorporated herein by reference).
4.4	2001 Stock Incentive Plan of Vonage Holdings Corp. (previously filed as Exhibit 10.1 to Amendment No. 1 to Vonage Holdings Corp. s Registration Statement on Form S-1 (Registration No. 333-131659) filed with the Commission on April 7, 2006, and incorporated herein by reference).
4.5	Vonage Holdings Corp. Amended and Restated 2006 Incentive Plan (previously filed as Exhibit 10.1 to Vonage Holdings Corp. s Current Report on Form 8-K (File No. 001-32887) filed with the Commission on June 9, 2010 and incorporated herein by reference).
5*	Opinion of Duane Morris LLP
23.1*	Consent of BDO USA, LLP
23.2*	Consent of Duane Morris LLP (contained in Exhibit 5.1)
24*	Power of Attorney (included on signature pages of this Registration Statement)

\* Filed herewith.