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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 14, 2021

VONAGE HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32887
(Commission
File Number)

11-3547680
(IRS Employer
Identification No.)

23 Main Street
(Address of Principal Executive Offices)

Holmdel , NJ,

07733
(Zip Code)

Registrant's telephone number, including area code: (732) 528-2600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	VG	Nasdaq Global Select Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 14, 2021, Vonage Holdings Corp. ("Vonage" or the "Company") announced the appointment of Joseph Anthony Bellissimo as the Company's Chief Operating Officer, effective January 19, 2021.

Mr. Bellissimo, age 56, joins Vonage from International Business Machines Corporation, a technology and consulting company ("IBM"), where he served as the General Manager of IBM's U.S. Public and Federal Market division since November 2019. In this role, he was responsible for a multi-billion dollar portfolio spanning three industries - Healthcare and Life Sciences, Government and Education, and Defense and Intelligence. In this position, Mr. Bellissimo focused his efforts on assisting clients with their digital and business transformations and transition to the cloud.

Mr. Bellissimo previously held multiple other executive positions at IBM including Global General Manager, Cognitive Process Transformation (IBM Global Services) from January 2018 to November 2019; General Manager and Chief Revenue Officer of the Watson Cloud & Platform Unit from January 2014 to December 2017; Managing Partner of Global SAP Consulting from January 2012 to December 2013; and Managing Partner of Global and Americas Business Services Communications from January 2011 to December 2011.

In connection with his appointment, Mr. Bellissimo entered into an employment arrangement with the Company and will be entitled to an initial annual base salary of \$600,000, a one-time sign-on cash bonus of \$2 million, and he will be eligible to earn an annual performance bonus equal to 100% of his base salary in accordance with the Company's annual bonus program for senior executives. Following his appointment, Mr. Bellissimo will receive the following equity grants under the Company's Amended and Restated 2015 Incentive Plan:

- A one-time, sign-on award of \$3.5 million of time-vesting restricted stock units, which will vest in three equal installments on the first, second, and third anniversaries of the date of award, subject to Mr. Bellissimo's continued employment on such dates ("RSUs")
- In respect of the Company's annual grant cycle, an award of \$2.5 million, consisting of \$1 million of RSUs and \$1.5 million of performance-based restricted stock units ("PRSUs"), which will be subject to the same performance criteria as the PRSUs granted to the senior executives of the Company in the 2021-2023 performance cycle.

There are no arrangements or understandings between Mr. Bellissimo and any other person pursuant to which he was selected as an executive officer of the Company. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

See accompanying Exhibit Index for a list of the exhibits furnished with this Current Report on Form 8-K.

EXHIBIT INDEX

99.1	Press Release of Vonage Holdings Corp. dated January 14, 2021
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VONAGE HOLDINGS CORP.

Date: January 14, 2021

By: /s/ Randy K. Rutherford

Randy K. Rutherford
Chief Legal Officer



Vonage Appoints IBM's Jay Bellissimo Chief Operating Officer

HOLMDEL, N.J., January 14, 2021 -- [Vonage](#) (Nasdaq: VG), a global leader in cloud communications helping businesses accelerate their digital transformation, today announced it has appointed Jay Bellissimo as Chief Operating Officer, effective January 19, 2021. Bellissimo will report to Rory Read, Vonage Chief Executive Officer.

In this role, Bellissimo will be responsible for leading sales and operations globally, including Vonage's go-to-market strategy and execution across its portfolio of API, Unified Communications and Contact Center products. He will focus on driving market share and revenue growth, and deepening relationships with customers and partners to advance the Company's leadership position in cloud communications.

"I am delighted to welcome Jay to Vonage. He is a recognized leader in business strategy and transformation, with demonstrated results in driving revenue and go-to-market execution," said Rory Read, Vonage Chief Executive Officer. "Jay has deep knowledge and operational expertise in software-as-a-service, Artificial Intelligence (AI) and Cognitive and Cloud technology and solutions, with a proven track record of helping organizations accelerate digital and business transformation efforts by moving to the cloud. He will play an integral role in helping Vonage enable next generation communications that are more flexible, intelligent and personal, empowering our customers and partners to do what is next and stay ahead."

With more than 30 years of experience in the technology industry, Bellissimo joins Vonage from IBM, where he most recently served as General Manager of IBM U.S. Public and Federal Market. In this role, he was responsible for a multi-billion dollar portfolio spanning three industries - Healthcare and Life Sciences, Government and Education, and Defense and Intelligence. He was also a member of IBM's Performance Team, Client Experience Team and Acceleration Team, which focus on the company's short- and long-term strategies for growth.

"Vonage is uniquely positioned to address the seismic shift businesses have experienced in their need for digital transformation and the ability to use technology to connect in new and groundbreaking ways," Bellissimo said. "There is a tremendous opportunity to leverage the robust Vonage portfolio with emerging cloud technologies and continued innovation to deliver the kind of customer experience that is changing the world. This is an exciting time for the Company. I am thrilled to join the team and to be a part of Vonage's next era of growth."

Previously, Bellissimo was the Global General Manager, Cognitive Process Transformation, IBM Global Services, where he was responsible for designing and delivering innovative solutions that reimagine the way work gets done by leveraging AI, Blockchain, Big Data, IoT and Analytics. Earlier, he was General Manager and Chief Revenue Officer of the Watson & Cloud Platform, responsible for all revenue-facing activities, operations and go-to-market across IBM's core cognitive and cloud based technologies.

Bellissimo held multiple executive roles during his tenure at IBM including; Leader of IBM's Global SAP Consulting Business and Global Business Services in the Aerospace & Defense and Communications Sectors, including the Media and Entertainment, Telco, and Energy/Utilities industries; and Leader of IBM's Global Business Services business for Latin America based in Sao Paulo, Brazil.

Bellissimo holds a B.A. in Political Science from St. Michael's College. He serves on the Advisory Board of the Center of Innovation & Entrepreneurship at Claremont McKenna College.

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About Vonage

Vonage (Nasdaq:VG), a global cloud communications leader, helps businesses accelerate their digital transformation. Vonage's Communications Platform is fully programmable and allows for the integration of Video, Voice, Chat, Messaging and Verification into existing products, workflows and systems. Vonage's fully programmable unified communications and contact center applications are built from the Vonage platform and enable companies to transform how they communicate and operate from the office or anywhere, providing enormous flexibility and ensuring business continuity.

Vonage Holdings Corp. is headquartered in New Jersey, with offices throughout the United States, Europe, Israel, Australia and Asia. To follow Vonage on Twitter, please visit twitter.com/vonage. To become a fan on Facebook, go to facebook.com/vonage. To subscribe on YouTube, visit youtube.com/vonage.

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