

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Weller Harry R</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/23/2006	3. Issuer Name and Ticker or Trading Symbol <u>VONAGE HOLDINGS CORP [VG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) 1119 ST. PAUL STREET			
(Street) BALTIMORE MD 21202			
(City) (State) (Zip)			

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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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Director Stock Option (right to buy)	(1)	08/01/2014	Common Stock	125,000	1.76	D	
Director Stock Option (right to buy)	(2)	09/01/2015	Common Stock	62,500	10.27	D	
Director Stock Option (right to buy)	(3)	12/01/2015	Common Stock	8,929	13.21	D	
Director Stock Option (right to buy)	(4)	03/01/2016	Common Stock	8,929	15.06	D	

Explanation of Responses:

- The options vest in equal monthly installments over a period of four years beginning on September 1, 2004.
- The options vest in equal monthly installments over a period of four years beginning on October 1, 2005.
- The options vest in equal monthly installments over a period of four years beginning on January 1, 2006
- The options vest in equal monthly installments over a period of four years beginning on April 1, 2006.

Remarks:

In addition to the shares reported herein, (i) New Enterprise Associates 10, Limited Partners owns Series B Preferred shares convertible into 8,500,000 shares of Common Stock of the Issuer, Series C Preferred shares convertible into 4,000,000 shares of Common Stock of the Issuer, Series D Preferred shares convertible into 4,750,820 shares of Common Stock, Series E Preferred shares convertible into 3,841,551 shares of Common Stock, and a convertible note for \$11,416,250 convertible at a rate of \$14.22 per share of Common Stock, (ii) New Enterprise Associates 11, L.P. owns Series D Preferred shares convertible into 5,557,534 shares of Common Stock, Series E Preferred shares convertible into 1,280,517 shares of common stock, and a convertible note for \$3,805,416.67 convertible at a rate of \$14.22 per share of Common Stock, and (iii) NEA Ventures 2003, L.P. owns Series B Preferred shares convertible into 21,428 shares of Common Stock of the Issuer. The Reporting Person does not have voting nor dispositive power over any of such shares. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the Reporting Person has no actual pecuniary interest therein.

Louis S. Citron, attorney-in-fact 05/23/2006

** 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 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).

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.