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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 11, 2021**

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**VONAGE HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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

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

On May 11, 2021, Vonage Holdings Corp. (the “Company”) announced that Sagi Dudai, Chief Technology Officer, has been reassigned to work on special projects as directed by the CEO, effective immediately.

In connection with Mr. Dudai’s reassignment, on May 17, 2021, the Company announced that it had entered into a Separation Agreement (the “Agreement”) with Mr. Dudai, which provides that Mr. Dudai will continue his employment with the Company through June 30, 2021. Mr. Dudai will be eligible to receive (i) a severance payment equal to twelve (12) months of Mr. Dudai’s base salary, (ii) continued equity vesting of Mr. Dudai’s restricted stock units and performance-based restricted stock units through December 31, 2021, with such performance-based restricted stock units to vest at the target level, and (iii), a full-year bonus payment, with such bonus payment to be based at the target bonus opportunity level.

Mr. Dudai will also be subject to non-competition, non-solicitation, confidentiality, conflicts of interests, and other customary restrictions.

**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**

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: May 17, 2021

By: /s/ Randy K. Rutherford

Randy K. Rutherford  
Chief Legal Officer