

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Rego John S</u> (Last) (First) (Middle) <u>VONAGE HOLDINGS CORP.</u> <u>23 MAIN STREET</u> (Street) <u>HOLMDEL NJ 07733</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/23/2006</u>	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP, CFO & Treasurer</u>	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

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			
Employee Stock Option (right to buy)	(1)	10/01/2012	Common Stock	53,571	0.7	D	
Employee Stock Option (right to buy)	(2)	08/01/2013	Common Stock	44,643	1.4	D	
Employee Stock Option (right to buy)	(3)	02/27/2014	Common Stock	107,143	1.76	D	
Employee Stock Option (right to buy)	(4)	04/01/2015	Common Stock	185,358	7.42	D	
Employee Stock Option (right to buy)	(5)	08/08/2015	Common Stock	89,286	8.82	D	
Employee Stock Option (right to buy)	(6)	03/15/2016	Common Stock	250,000	15.06	D	
Series A Redeemable Convertible Preferred Stock	(7)	(7)	Common Stock	20,000	(7)	D	
Series D Redeemable Convertible Preferred Stock	(7)	(7)	Common Stock	5,225	(7)	D	
Series E Redeemable Convertible Preferred Stock	(7)	(7)	Common Stock	1,445	(7)	D	

Explanation of Responses:

- Currently exercisable.
- The options vest in four, equal annual installments beginning on August 1, 2003.
- The options vest in four, equal annual installments beginning on February 27, 2004.
- The options vest in equal monthly installments over a period of four years beginning on May 31, 2005.
- The options vest in equal monthly installments over a period of four years beginning on September 30, 2005.
- The options vest in equal monthly installments over a period of four years beginning on April 30, 2006.
- The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

Remarks:

/s/ John S. Rego 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.