

---

**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): July 10, 2020**

---

**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**

**Holmdel , NJ ,**

**07733**

(Address of Principal Executive Offices)

(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**

(d) On July 10, 2020, the Board of Directors of Vonage Holdings Corp. (the "Company") appointed Tien Tzuo to serve as a member of the Company's Board of Directors. Mr. Tzuo will serve as a Class III director of the Company for a term to expire at the 2021 annual meeting of stockholders. In connection with his appointment, Mr. Tzuo will be appointed to the Compensation Committee. Mr. Tzuo will be compensated on the same basis as all other non-employee directors of the Company, as described under "Director Compensation" in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2020, and incorporated herein by reference.

Tien Tzuo is the co-founder and Chief Executive of Zuora, Inc. (NYSE: ZUO), a position he has held since 2007. Mr Tzuo has also served as Zuora's Chairman of its Board of Directors since December 2017. Prior to joining Zuora, Mr. Tzuo served as Chief Strategy Officer at salesforce.com, inc., a provider of customer relationship management software, from 2005 to 2008, and as Chief Marketing Officer from 2003 to 2005. Mr. Tzuo holds a bachelor's degree in electrical engineering from Cornell University and an M.B.A from the Stanford Graduate School of Business. Mr. Tzuo also serves on the Board of Directors for Network for Good, a not-for-profit organization.

**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: July 16, 2020

By:           /s/ Randy K. Rutherford          

Randy K. Rutherford  
Chief Legal Officer