

VONAGE HOLDINGS CORP  
Form 8-K  
April 18, 2011

**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): April 12, 2011

**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.)

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**23 Main Street, Holmdel, NJ**  
(Address of Principal Executive Offices)

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

**07733**  
(Zip Code)

(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))

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

(b) On April 12, 2011, J. Sanford Miller, a director of Vonage Holdings Corp. (the Company), notified the Company of his decision not to stand for re-election as a director of the Company at its 2011 annual meeting of stockholders due to other business commitments, including time demands associated with his venture capital firm. Mr. Miller has served on the Company's board of directors since 2004 and served as the Company's Lead Independent Director from May 2006 to February 2010. Mr. Miller's decision not to stand for re-election did not result from any disagreement with the Company. He is expected to continue to serve as a director of the Company until the Company's 2011 annual meeting of stockholders, currently scheduled for June 9, 2011. The Company thanks Mr. Miller for his many years of leadership on its board of directors and valuable contributions to the Company.

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: April 18, 2011

By: */s/ Kurt M. Rogers*  
Kurt M. Rogers

Chief Legal Officer and Secretary