

VONAGE HOLDINGS CORP
Form SC 13G/A
February 13, 2017

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

VONAGE HOLDINGS CORP.

(Name of Issuer)
Common Stock, par value \$0.001 per share

(Title of Class of Securities)

92886T201
(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
* the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92886T201

1. NAMES OF REPORTING PERSONS

Jeffrey A.

Citron

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United

States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

22,314,406 shares

6. SHARED VOTING POWER

634,628

shares

7. SOLE DISPOSITIVE POWER

22,314,406

shares

8. SHARED DISPOSITIVE

POWER

634,628

shares

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

22,949,034

shares

10. CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

o

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

10.39% (1)

12. TYPE OF
REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

(1) Based on 219,000,729 shares of Common Stock outstanding as of December 31, 2016, plus 1,986,250 shares subject to stock options that were exercisable at or within 60 days of December 31, 2016.

Item 1(a). Name of
Issuer:

Vonage
Holdings
Corp.

Item 1(b). Address
of
Issuer's
Principal
Executive
Offices:

23 Main
Street
Holmdel,
New
Jersey
07733

Item 2(a). Name of
Person
Filing:

This
statement
is filed
on
behalf of
the
following
person,
in
accordance
with
Rule
13d-1(k)(1)
under
the Act:

Jeffrey
A.
Citron

Item 2(b).

Address
of
Principal
Business
Office
or, if
none,
Residence:

c/o
Vonage
Holdings
Corp.
23 Main
Street
Holmdel,
New
Jersey
07733

Item 2(c). Citizenship:

United
States of
America

Item 2(d). Title of
Class of
Securities:

Common
Stock,
par value
\$0.001
per share

Item 2(e). CUSIP
Number:

92886T201

Item 3. If this
statement is
filed
pursuant to
Rule
13d-1(b) or
13(d)-2(b)
or (c),

check
whether the
person
filing is a:

Not
applicable.

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Item 4. Ownership.

- | | | |
|-------|---------------------------------------------------------|-----------------------|
| | Amount | |
| (a) | beneficially owned | 22,949,034 shares |
| (b) | Percent of class | 10.39% |
| (c) | Number of shares as to which the person has: | |
| (i) | Sole power to vote or to direct the vote | 22,314,406 shares (1) |
| (ii) | Shared power to vote or to direct the vote | 634,628 shares (2) |
| (iii) | Sole power to dispose or to direct the disposition of | 22,314,406 shares (1) |
| (iv) | Shared power to dispose or to direct the disposition of | 634,628 shares (2) |

(1) Includes the following:

1,986,250 shares subject to stock options that were exercisable at or within 60 days of December 31, 2016;

178,959 shares held by KEC Holdings;

3,751,278 shares held by the Noah A.
Citron 2016 Florida Descendant's Trust; and
3,746,880 shares held by the Kyra E.
Citron 2016 Florida Descendant's Trust;

Mr. Citron has the right to acquire the shares held by each of the two trusts listed above by swapping other assets in exchange for the shares held by the applicable trust.

(2) Consists of shares held by a charitable organization for which Mr. Citron serves as a director.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of
More than Five
Percent on
Behalf of
Another
Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary
Which Acquired the Security Being Reported on
by the Parent Holding Company or Control
Person.

Not
applicable.

Item 8. Identification
and
Classification
of
Members
of
the
Group.

Not
applicable.

Item 9. Notice
of
Dissolution
of
Group.

Not
applicable.

Item 10. Certifications.

Not
applicable.

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SIGNATURE

After reasonable inquiry and to the best my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2017

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron
Jeffrey A. Citron

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