

VONAGE HOLDINGS CORP  
 Form 3/A  
 May 24, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>3i GROUP PLC</p> <p>(Last) (First) (Middle)</p> <p>16 PALACE STREET</p> <p>(Street)</p> <p>LONDON, X0 SW1E 5JD</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/23/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VONAGE HOLDINGS CORP [VG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/23/2006</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,426,255	\$ (1)	I	See Footnotes (2) (3) (4) (5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3i GROUP PLC 16 PALACE STREET LONDON,Â X0Â SW1E 5JD	Â	Â X	Â	Â
3I INVESTMENTS PLC 16 PALACE STREET LONDON,Â X0Â SWIE 5JD	Â	Â X	Â	Â
3i Technology Partners L.P. 880 WINTER ST WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
Mayflower L.P. 22 GRENVILLE STREET ST. HELIER, JERSEY,Â X0Â	Â	Â X	Â	Â

## Signatures

/s/ Tristan Segonds 05/23/2006

\*\*Signature of Reporting  
Person

Date

/s/ Tristan Segonds 05/23/2006

\*\*Signature of Reporting  
Person

Date

/s/ Mikko  
Jussi-Suonenlahti 05/23/2006

\*\*Signature of Reporting  
Person

Date

/s/ Mikko  
Jussi-Suonenlahti 05/23/2006

\*\*Signature of Reporting  
Person

Date

## Explanation of Responses:

\* 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).

- (1) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date. The convertible preferred stock will automatically convert upon consummation of the Issuer's initial public offering.
- (2) 3i Corporation ("3i Corp.") and 3i Investments plc ("3i Investments") are each 100% indirect subsidiaries of 3i Group plc. As a result, 3i Group plc may be deemed to share voting and dispositive power with respect to the shares deemed to be beneficially owned by 3i Corp. or 3i Investments. 3i Group plc disclaims beneficial ownership of the shares owned by each of 3i Corp. and 3i Investments, except to the extent of its pecuniary interest therein. Either 3i Corp. or 3i Investments acts as the manager of 3i Global Technology 2004-06 L.P. ("3i

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Global Tech"), 3i Pan European Technology 2004-06, L.P. ("3i Pan European"), 3i Technology Partners, L.P. ("3i Tech Partners") and Mayflower, L.P. ("Mayflower"), and, (Continued to footnote 3)

(3) as such, has the discretionary power to control the exercise of the investment and voting power of the shares owned by such entities. Each of 3i Corp. and 3i Investments disclaims beneficial ownership of the shares owned by 3i Global Tech, 3i Pan European, 3i Tech Partners and Mayflower, except to the extent of its pecuniary interest therein. This amended Form 3 adds 3i Corp., 3i Global Tech and 3i Pan European as reporting persons.

(4) Following consummation of the Issuer's initial public offering, the reporting persons herein will cease to hold, directly or indirectly, more than 10% of any class of any equity security of the issuer (determined in accordance with the rules for determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) and therefore will no longer be subject to the disclosure and other requirements of Section 16 of the Exchange Act.

(5) Includes 1,213,128 shares held by 3i Tech Partners, 530,742 shares held by 3i Pan European, 90,985 shares held by 3i Global Tech and 591,400 shares held by Mayflower. The number of shares held by 3i Tech Partners was erroneously reported as 1,212,128 on the Form 3 filed by the reporting persons on May 23, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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