

VONAGE HOLDINGS CORP  
Form 8-K  
August 21, 2006

**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): **August 16, 2006**

**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**  
(Address of Principal Executive Offices)

**07733**  
(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))



**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On August 16, 2006, Hugh Panero notified Vonage Holdings Corp. (the Company ) that he was resigning from the Board of Directors of the Company, effective as of August 18, 2006, citing the demands of his role at XM Satellite Radio for his decision.

2

---

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: August 21, 2006

By: /s/ JOHN S. REGO  
John S. Rego  
Executive Vice President,  
Chief Financial Officer and Treasurer