

VONAGE HOLDINGS CORP

Form 3/A

May 24, 2006

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

OMB APPROVAL

OMB
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2005Estimated 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)

1. Name and Address of Reporting
Person *

3i GROUP PLC

(Last) (First) (Middle)

16 PALACE STREET

(Street)

LONDON, X0 SW1E 5JD

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/23/2006

3. Issuer Name and Ticker or Trading Symbol
VONAGE HOLDINGS CORP [VG]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

05/23/2006

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series E Redeemable Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,426,255	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
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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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