VONAGE HOLDINGS CORP Form 8-K October 30, 2008

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): October 24, 2008

VONAGE HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

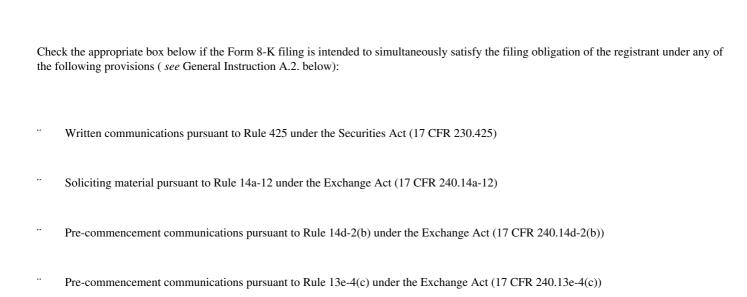
Delaware (State or Other Jurisdiction 001-32887 (Commission File Number) 11-3547680 (IRS Employer

of Incorporation)

Identification No.)

23 Main Street, Holmdel, NJ 07733 (Address of Principal Executive Offices) (Zip Code) Registrant s telephone number, including area code: (732) 528-2600

(Former Name or Former Address, if Changed Since Last Report)



Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 24, 2008, Vonage Holdings Corp. (the Company) was notified by the New York Stock Exchange (the NYSE) that the Company had fallen below the NYSE s continued listing standard relating to minimum share price. Rule 802.01C of the NYSE s Listed Company Manual requires that the Company s common stock have a minimum average closing price of not less than \$1.00 during a consecutive 30 trading-day period.

The Company will notify the NYSE that it intends to cure the deficiency. The Company must bring its share price and average share price back above \$1.00 within six months from the receipt of the NYSE notice, subject to possible extension, to regain compliance with the NYSE s price condition, or it will be subject to suspension and delisting procedures. Under the NYSE rules, the Company s common stock will continue to be listed on the NYSE during the cure period, subject to the Company s compliance with other NYSE continued listing requirements.

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: October 30, 2008

By: /s/ John S. Rego John S. Rego Executive Vice President, Chief Financial

Officer and Treasurer