

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.

Page 3 of 5 pages

---

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.

Page 4 of 5 pages

---

**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

Page 5 of 5 pages