

VONAGE HOLDINGS CORP  
Form 8-K  
October 26, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 22, 2007**

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**VONAGE HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**001-32887**  
(Commission File Number)

**11-3547680**  
(IRS Employer)

of Incorporation)

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)

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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):

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- .. 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))
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**Item 1.01. Entry into a Material Definitive Agreement**

Vonage Holdings Corp. (the Company) and Jamie Haenggi, the Company's Chief Marketing Officer entered into an indemnification agreement dated as of October 24, 2007.

The indemnification agreement entered into between the Company and Ms. Haenggi is the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.21 to the Company's Registration Statement on Form S-1 (Registration 333-131659). The indemnification agreement provides indemnity, including the advancement of expenses, to the directors and executive officers of the Company against liabilities incurred in the performance of their duties to the fullest extent permitted by the General Corporation Law of the State of Delaware.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On October 22, 2007, Timothy G. Smith stepped down from his position as President of Vonage Network Inc., a subsidiary of the Company and resigned from the Company.

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 26, 2007

By: /s/ Sharon A. O Leary  
Sharon A. O Leary  
Executive Vice President, Chief Legal Officer and Secretary