

VONAGE HOLDINGS CORP  
Form SC 13G/A  
February 05, 2010

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

Vonage Holdings Corp.

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(Name of Issuer)

Common Stock, \$.001 par value per share

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(Title of Class of Securities)

92886T201

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(CUSIP Number)

December 31, 2009

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(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).

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CUSIP No. 92886T201

13G

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## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

New Enterprise Associates 11, Limited Partnership

## 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

Delaware

5

SOLE VOTING POWER

NUMBER OF  
SHARES

6

0

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

27,930,422

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

8

0

SHARED DISPOSITIVE POWER

27,930,422

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,930,422

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.0%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 92886T201

13G

Page 3 of 29

## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA Partners 11, Limited Partnership

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NEA 11 GP, LLC

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## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 92886T201

13G

Page 5 of 29

## 1 NAMES OF REPORTING PERSONS

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New Enterprise Associates 10, Limited Partnership

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(a) ☐(b) ☐

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PN

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(a) ☐(b) ☐

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PN

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13G

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M. James Barrett

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐(b) ☐

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## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

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