

VONAGE HOLDINGS CORP  
Form 8-K  
June 03, 2016

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): June 3, 2016

---

VONAGE HOLDINGS CORP.  
(Exact Name of Registrant as Specified in Charter)

---

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

---

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):

- 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2016 Annual Meeting of Stockholders on June 3, 2016. There were present at the Annual Meeting in person or by proxy stockholders holding an aggregate of 172,709,819 shares of common stock of a total of 213,755,401 shares entitled to vote at the meeting.

The results of the vote taken at the Annual Meeting were as follows:

Proposal No. 1 - Election of Class I Director

Class I Director Nominees	Votes			Broker Non-Votes
	Votes For	Against	Abstentions	
Alan Masarek	139,553,715	683,077	77,610,264	24,862,763

The terms of the following directors, who were not up for re-election at the Annual Meeting, will continue: Jeffrey A. Citron, Naveen Chopra, Stephen Fisher, Carolyn Katz, John J. Roberts, and Carl Sparks.

Proposal No. 2 - Ratification of the Appointment of Independent Registered Public Accounting Firm

Ratification of the Appointment of Independent Registered Public Accounting Firm	Votes			Broker Non-Votes
	Votes For	Against	Abstentions	
	170,029,569	2,534,945	145,305	0

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: June 3, 2016 By: /s/ Kurt M. Rogers  
Kurt M. Rogers  
Chief Legal Officer