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EMERSON ELECTRIC CO
Form DEF 14A
December 14, 2001

SCHEDULE 14A

(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

- | | |
|-------------------------------------|----------------------------------|
| / / Preliminary Proxy Statement | / / Confidential, for Use of the |
| /X/ Definitive Proxy Statement | Commission Only (as permitted |
| / / Definitive Additional Materials | by Rule 14a-6(e) (2)) |
| / / Soliciting Material Pursuant to | |
| Rule 14a-12 | |

EMERSON ELECTRIC CO.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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// Fee paid previously with preliminary materials.
// Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS

Emerson [logo]

St. Louis, Missouri
December 12, 2001

TO THE STOCKHOLDERS OF
EMERSON ELECTRIC CO.:

The Annual Meeting of the Stockholders of Emerson Electric Co. will be held at the office of the Company, 8000 West Florissant Avenue, St. Louis, Missouri on Tuesday, February 5, 2002, commencing at 10:00 a.m., at which meeting only holders of the common stock of record at the close of business on November 27, 2001, will be entitled to vote, for the following purposes:

1. To elect six Directors;
2. To vote upon a proposal to approve the 2001 Stock Option Plan;
3. To vote upon the stockholder proposal described in the accompanying proxy statement, if properly presented at the meeting; and
4. To transact such other and further business, if any, as lawfully may be brought before the meeting.

EMERSON ELECTRIC CO.

By /s/ Charles F. Knight
Chairman of the Board

/s/ W. W. Withers
Secretary

EVEN THOUGH YOU MAY PLAN TO ATTEND THE MEETING IN PERSON, PLEASE VOTE BY TELEPHONE OR THE INTERNET, OR EXECUTE THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY. A RETURN ENVELOPE (WHICH REQUIRES NO POSTAGE IF MAILED IN THE

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UNITED STATES) IS ENCLOSED FOR YOUR CONVENIENCE. TELEPHONE AND INTERNET VOTING INFORMATION IS PROVIDED ON YOUR PROXY CARD. SHOULD YOU ATTEND THE MEETING IN PERSON, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON.

IMPORTANT

PLEASE NOTE THAT A TICKET IS REQUIRED FOR ADMISSION TO THE MEETING. IF YOU PLAN TO ATTEND IN PERSON AND ARE A STOCKHOLDER OF RECORD, PLEASE CHECK THE BOX ON YOUR PROXY CARD AND BRING THE TEAR-OFF ADMISSION TICKET WITH YOU TO THE MEETING. IF YOUR SHARES ARE HELD BY SOMEONE ELSE (SUCH AS A BROKER) PLEASE BRING WITH YOU A LETTER FROM THAT FIRM OR AN ACCOUNT STATEMENT SHOWING YOU WERE A BENEFICIAL HOLDER ON NOVEMBER 27, 2001.

EMERSON ELECTRIC CO.

8000 WEST FLORISSANT AVENUE, ST. LOUIS, MISSOURI 63136

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD FEBRUARY 5, 2002

This proxy statement is furnished to the stockholders of Emerson Electric Co. in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders to be held February 5, 2002, and at all adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This proxy statement and the enclosed form of proxy are first being mailed to stockholders on or about December 12, 2001.

If you have a disability which requires accommodation at the meeting, please call 314-553-2197; requests must be received by January 15, 2002.

REGISTERED SHAREHOLDERS CAN SIMPLIFY THEIR VOTING AND SAVE THE COMPANY EXPENSE BY CALLING 1-800-840-1208 AND VOTING BY TELEPHONE, OR VOTING BY INTERNET AT [HTTP://WWW.EPROXY.COM/EMR/](http://WWW.EPROXY.COM/EMR/). Telephone and Internet voting information is provided on your proxy card. A Control Number, located on the proxy card, is designed to verify your identity and allow you to vote your shares and confirm that your voting instructions have been properly recorded.

If your shares are held in the name of a bank or broker, follow the voting instructions on the form you receive from that firm. The availability of telephone or Internet voting will depend on that firm's voting processes.

IF YOU VOTE BY TELEPHONE OR INTERNET, IT IS NOT NECESSARY TO RETURN YOUR PROXY CARD.

If you do not choose to vote by telephone or Internet, please return your proxy card, properly signed, and the shares represented will be voted in accordance with your directions. You can specify your choices by marking the appropriate boxes on the proxy card. If your proxy card is signed and returned without specifying choices, the shares will be voted FOR Proposals 1 and 2, AGAINST Proposal 3 and otherwise in the discretion of the proxies. The Company knows of no reason why any of the nominees for Director named herein would be unable to serve. In the event, however, that any nominee named should, prior to the election, become unable to serve as a Director, your proxy (unless designated to the contrary) will be voted for such other person or persons as the Board of Directors of the Company may recommend.

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You may revoke your proxy at any time before it is voted (in the case of proxy cards) by giving notice to the Secretary of the Company or by executing a later-dated proxy. To revoke a proxy or change your vote by telephone or Internet, you must do so by telephone or Internet (following the directions on your proxy card) by twelve midnight Eastern time on February 4, 2002.

The close of business on November 27, 2001, has been fixed as the record date for the determination of stockholders entitled to vote at the Annual Meeting of Stockholders. As of the record date, there were outstanding and entitled to be voted at such meeting 420,636,930 shares of common stock. The holders of the common stock will be entitled to one vote for each share of common stock held of record on the record date.

A copy of the Company's Annual Report to Stockholders for the fiscal year ended September 30, 2001 accompanies this proxy statement.

This proxy is solicited by the Board of Directors of the Company. The solicitation will be by mail and the expense thereof will be paid by the Company. The Company has retained Georgeson & Company, Inc. to assist in the solicitation of proxies at an estimated cost of \$13,000 plus expenses. In addition, solicitation of proxies may be made by telephone or telegram by Directors, officers or regular employees of the Company.

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I. ELECTION OF DIRECTORS

NOMINEES AND CONTINUING DIRECTORS

The Board of Directors is divided into three classes, with the terms of office of each class ending in successive years. Six Directors of the Company are to be elected for terms ending at the Annual Meeting in 2005, or until their respective successors have been elected and have qualified. Messrs. Loynd, Knight, Horton and Farr, previously elected for terms ending in 2002, 2002, 2003 and 2004, respectively, were reclassified by action of the Board of Directors to their present terms. Certain information with respect to the nominees for election as Directors proposed by the Company, as well as the other Directors whose terms of office as Directors will continue after the Annual Meeting, is set forth below.

NAME, AGE, PRINCIPAL OCCUPATION OR POSITION, OTHER DIRECTORSHIPS -----	SERVED AS DIRECTOR SINCE -----	SHARES OF EMERSON COMMON STOCK BENEFICIALLY OWNED (1) (2) (3) -----
 NOMINEES FOR TERMS ENDING IN 2005		
D. N. Farr, 46..... Chief Executive Officer of Emerson	2000	278,116
D. C. Farrell, 68..... Retired Chairman and Chief Executive Officer of The May Department Stores Company He is also a Director of Ralston Purina Company	1989	16,950

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W. J. Galvin, 55..... Executive Vice President and Chief Financial Officer of Emerson	2000	244,318
R. B. Horton, 62..... Retired Chairman of Railtrack Group PLC He is also a Director of PartnerRe Ltd. and Premier Farnell plc	1987	6,312
C. A. Peters, 46..... Senior Executive Vice President of Emerson	2000	163,410
J. W. Prueher, 58..... Retired Admiral, U.S. Navy, and Retired U.S. Ambassador to the People's Republic of China He is also a Director of Merrill Lynch & Company, Inc., The New York Life Insurance Company and Ford Island Development Group LLC	2001(4)	--
TO CONTINUE IN OFFICE UNTIL 2004		
J. G. Berges, 54..... President of Emerson He is also a Director of PPG Industries, Inc.	1997	407,455(
C. Fernandez G., 34..... Vice Chairman and Chief Executive Officer of Grupo Modelo, S. A. de C. V., brewer He is also a Director of Anheuser-Busch Companies, Inc. and Grupo Televisa, S.A.	2001(4)	1,000
C. F. Knight, 65..... Chairman of the Board of Emerson He is also a Director of Anheuser-Busch Companies, Inc., BP p.l.c., International Business Machines Corporation, Morgan Stanley Dean Witter & Co. and SBC Communications Inc.	1972	1,680,850

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NAME, AGE, PRINCIPAL OCCUPATION OR POSITION, OTHER DIRECTORSHIPS -----	SERVED AS DIRECTOR SINCE -----	SHARES OF EMERSON COMMON STOCK BENEFICIALLY OWNED (1) (2) (3) -----
R. L. Ridgway, 66..... Former Assistant Secretary of State for Europe and Canada She is also a Director of The Boeing Company, Minnesota Mining and Manufacturing Company, New Perspective Fund, Inc. and Sara Lee Corporation	1995	5,660
W. M. Van Cleve, 72..... Senior Counsel of Bryan Cave LLP, lawyers	1984	33,950(
E. E. Whitacre, Jr., 60..... Chairman and Chief Executive Officer of SBC Communications	1990	7,350

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Inc., a diversified communications holding company
 He is also a Director of Anheuser-Busch Companies, Inc.,
 Burlington Northern Santa Fe Corporation and The May
 Department Stores Company

TO CONTINUE IN OFFICE UNTIL 2003

L. L. Browning, Jr., 72.....	1969	196,115
Former Vice Chairman of Emerson		
A. A. Busch III, 64.....	1985	28,150
Chairman of the Board and President of Anheuser-Busch Companies, Inc., brewery, container manufacturer and theme park operator		
He is also a Director of GenAmerica Corporation and SBC Communications Inc.		
A. F. Golden, 55.....	2000	1,794
Partner of Davis Polk & Wardwell, lawyers		
G. A. Lodge, 69.....	1974	10,950
President of InnoCal Management, Inc., a venture capital management company		
V. R. Loucks, Jr., 67.....	1979(6)	6,950
Retired Chairman and Chief Executive Officer of Baxter International Inc., Chairman of The Aethena Group LLC (private equity fund)		
He is also a Director of Affymetrix, Inc., Anheuser-Busch Companies, Inc., GeneSoft, Inc. and The Quaker Oats Company		
R. B. Loynd, 74.....	1987	12,950
Chairman of the Executive Committee of Furniture Brands International, Inc., manufacturer and marketer of furniture products		
He is also a Director of Joy Global Inc.		
All Directors and Executive Officers as a Group (21 persons).....		3,458,457 (

w:hidden;height:17px;font-size:10pt;">

Revenues
 \$
 214,737

\$
 203,984

\$
 654,352

\$
617,847

Operating Expenses:

Direct cost of telephony services (excluding depreciation and amortization of \$4,704, \$3,522, \$14,956, and \$10,484, respectively)

49,830

52,882

154,832

161,590

Direct cost of goods sold

9,205

9,535

28,394

27,630

Selling, general and administrative

73,414

64,752

225,436

189,143

Marketing

58,305

59,133

174,572

169,132

Depreciation and amortization

12,346

8,459

37,143

24,639

203,100

194,761

620,377

572,134

Income from operations

11,637

9,223

33,975

45,713

Other Income (Expense):

Interest income

37

97

159

208

Interest expense

(1,680

)

(1,509

)

(5,191

)

(4,698

)

Other income (expense), net

(2

)

(15

)

21

(71

)

(1,645

)

(1,427

)

(5,011

)

(4,561

)

Income before income tax expense

9,992

7,796

28,964

41,152

Income tax expense

(5,627

)

(3,811

)

(15,011

)

(16,673

)

Net income

\$

4,365

\$

3,985

\$

13,953

\$

24,479

Plus: Net loss attributable to noncontrolling interest

191

222

709

222

Net income attributable to Vonage

\$

4,556

\$

4,207

\$

14,662

\$

24,701

Net income attributable to Vonage per common share:

Basic

\$

0.02

\$

0.02

\$

0.07

\$

0.12

Diluted

\$

0.02

\$
0.02

\$
0.07

\$
0.11

Weighted-average common shares outstanding:

Basic
208,580

209,589

210,714

212,124

Diluted
217,176

217,059

220,923

222,321

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Net income	\$4,365	\$3,985	\$13,953	\$24,479
Other comprehensive income (loss):				
Foreign currency translation adjustment	(1,643	) 885	(2,732	) (802
Unrealized loss on available-for-sale securities	(6	) —	(6) —
Total other comprehensive income (loss)	(1,649	) 885	(2,738	) (802
Comprehensive income	2,716	4,870	11,215	23,677
Comprehensive loss attributable to noncontrolling interest:				
Add: Net loss	(191	) (222	) (709	) (222
Foreign currency translation adjustment	38	—	7	—
Total comprehensive loss attributable to noncontrolling interest	(153	) (222	) (702	) (222
Comprehensive income attributable to Vonage	\$2,869	\$5,092	\$11,917	\$23,899

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
Cash flows from operating activities:		
Net income	\$ 13,953	\$ 24,479
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization and impairment charges	24,350	22,859
Amortization of intangibles	12,793	1,780
Deferred tax expense	13,454	15,751
Allowance for doubtful accounts	(183	) (135
Allowance for obsolete inventory	306	520
Amortization of debt related costs	820	1,190
Share-based expense	16,899	13,085
Changes in operating assets and liabilities:		
Accounts receivable	(2,237	) (1,401
Inventory	2,559	(6,575
Prepaid expenses and other current assets	256	(3,877
Deferred customer acquisition costs	742	(437
Other assets	(6,056	) 1,856
Accounts payable	(6,658	) (34,516
Accrued expenses	(8,793	) 18,467
Deferred revenue	(1,020	) (939
Other liabilities	48	47
Net cash provided by operating activities	61,233	52,154
Cash flows from investing activities:		
Capital expenditures	(7,236	) (7,008
Purchase of marketable securities	(4,628) —
Acquisition and development of software assets	(9,969	) (8,750
Decrease in restricted cash	996	1,254
Net cash used in investing activities	(20,837	) (14,504
Cash flows from financing activities:		
Principal payments on capital lease obligations	(2,118	) (1,810
Principal payments on notes and revolving credit facility	(36,666	) (17,500
Proceeds received from issuance of notes payable	10,000	27,500
Debt related costs	(1,910	) (2,056
Common stock repurchases	(36,747	) (44,370
Acquisition of redeemable noncontrolling interest	—	455
Proceeds from exercise of stock options, net of stock cancellation payment	4,262	3,568
Net cash used in financing activities	(63,179	) (34,213
Effect of exchange rate changes on cash	(2,512	) (632
Net change in cash and cash equivalents	(25,295	) 2,805
Cash and cash equivalents, beginning of period	84,663	97,110
Cash and cash equivalents, end of period	\$ 59,368	\$ 99,915
Supplemental disclosures of cash flow information:		

Cash paid during the periods for:

Interest	\$3,987	\$3,156
Income taxes	\$1,871	\$1,902
Non-cash financing transactions during the periods for:		
Common stock repurchases	\$635	\$1,099

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND
REDEEMABLE NONCONTROLLING INTEREST

(In thousands)

(Unaudited)

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Non-controlling interest	Controlling Total	Redeemable non-controlling interest	Net Income
Balance at December 31, 2013	\$ 247	\$ 1,136,289	\$ (697,941)	\$ (101,040)	\$ 519	\$ —	\$ 338,074	\$ (38)	
Stock option exercises	6	4,256					4,262		
Share-based expense		16,899					16,899		
Share-based award activity				(2,220)			(2,220)		
Common stock repurchases				(36,646)			(36,646)		
Other		29		(234)			(205)		
Foreign currency translation adjustment					(2,739)	7	(2,732)		
Unrealized loss on available-for-sale securities					(6)		(6)		
Transfer of noncontrolling interest						(706)	(706)	706	
Net income (loss)			14,662			(41)	14,621	(668)	\$ 13,953
Balance at September 30, 2014	\$ 253	\$ 1,157,473	\$ (683,279)	\$ (140,140)	\$ (2,226)	\$ (740)	\$ 331,341	\$ —	

The accompanying notes are an integral part of the consolidated financial statements.

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Note 1. Basis of Presentation and Significant Accounting Policies

Nature of Operations

Vonage Holdings Corp. (“Vonage”, “Company”, “we”, “our”, “us”) is incorporated as a Delaware corporation. We are a leading provider of communications services connecting consumers and businesses through cloud-connected devices worldwide. Customers in the United States represented 93% of our subscriber lines for our broadband telephone replacement services at September 30, 2014, with the balance primarily in Canada and the United Kingdom.

Unaudited Interim Financial Information

The accompanying unaudited interim consolidated financial statements and information have been prepared in accordance with accounting principles generally accepted in the United States and in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, these financial statements contain all normal and recurring adjustments considered necessary to present fairly the financial position, results of operations, cash flows, and statement of stockholders’ equity for the periods presented. The results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results to be expected for the full year.

These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission on February 13, 2014.

Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Vonage and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. We also consolidate a majority-owned entity in Brazil where we have the ability to exercise controlling influence. The ownership interest of the noncontrolling party is presented as noncontrolling interest.

Use of Estimates

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Actual results could differ materially from these estimates.

On an ongoing basis, we evaluate our estimates, including the following:

- the useful lives of property and equipment, software costs, and intangible assets;
- assumptions used for the purpose of determining share-based compensation using the Black-Scholes option pricing model and Monte Carlo simulation model (“Models”), and various other assumptions that we believe to be reasonable;
- the key inputs for these Models include our stock price at valuation date, exercise price, the dividend yield, risk-free interest rate, life in years, and historical volatility of our common stock; and
- assumptions used in determining the need for, and amount of, a valuation allowance on net deferred tax assets.

We base our estimates on historical experience, available market information, appropriate valuation methodologies, and on various other assumptions that we believe to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Revenue Recognition

Operating revenues consist of telephony services revenues and customer equipment (which enables our telephony services) and shipping revenues. The point in time at which revenues are recognized is determined in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition, and Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 605, Revenue Recognition.

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

At the time a customer signs up for our telephony services, there are the following deliverables:

- Providing equipment, if any, to the customer that enables our telephony services;
and

Providing telephony services.

The equipment is generally provided free of charge to our customers and in most instances there are no fees collected at sign-up. We record the fees collected for shipping the equipment to the customer, if any, as shipping and handling revenue at the time of shipment.

Telephony Services Revenue

Substantially all of our revenues are telephony services revenues, which are derived primarily from monthly subscription fees that customers are charged under our service plans. We also derive telephony services revenues from per minute fees for international calls if not covered under a plan, including calls made via applications for mobile devices and other stand-alone products, and for any calling minutes in excess of a customer's monthly plan limits. Monthly subscription fees are automatically charged to customers' credit cards, debit cards or electronic check payments ("ECP"), in advance and are recognized over the following month when services are provided. Revenues generated from international calls and from customers exceeding allocated call minutes under limited minute plans are recognized as services are provided, that is, as minutes are used, and are billed to a customer's credit cards, debit cards or ECP in arrears. As a result of multiple billing cycles each month, we estimate the amount of revenues earned from international calls and from customers exceeding allocated call minutes under limited minute plans but not billed from the end of each billing cycle to the end of each reporting period and record these amounts as accounts receivable.

These estimates are based primarily upon historical minutes and have been consistent with our actual results.

We also provide rebates to customers who purchase their customer equipment from retailers and satisfy minimum service period requirements. These rebates in excess of activation fees are recorded as a reduction of revenues over the service period based upon the estimated number of customers that will ultimately earn and claim the rebates.

In the United States, we charge regulatory, compliance, E-911, and intellectual property-related fees on a monthly basis to defray costs, and to cover taxes that we are charged by the suppliers of telecommunications services. In addition, we charge customers Federal Universal Service Fund ("USF") fees. We recognize revenue on a gross basis for USF and related fees. We record these fees as revenue when billed. All other taxes are recorded on a net basis.

Customer Equipment and Shipping Revenue

Customer equipment and shipping revenues consist of revenues from sales of customer equipment to wholesalers or directly to customers for replacement devices, or for upgrading their device at the time of customer sign-up for which we charge an additional fee. In addition, customer equipment and shipping revenues include revenues from the sale of VoIP telephones in order to access our small and medium business services on a net basis rather than a gross basis.

Customer equipment and shipping revenues also include the fees that customers are charged for shipping their customer equipment to them. Customer equipment and shipping revenues include sales to our retailers, who subsequently resell this customer equipment to customers. Revenues are reduced for payments to retailers and rebates to customers, who purchased their customer equipment through these retailers, to the extent of customer equipment and shipping revenues.

Direct Cost of Telephony Services

Direct cost of telephony services consists primarily of direct costs that we pay to third parties in order to provide telephony services. These costs include access and interconnection charges that we pay to other telephone companies to terminate domestic and international phone calls on the public switched telephone network. In addition, these costs

include the cost to lease phone numbers, to co-locate in other telephone companies' facilities, to provide enhanced emergency dialing capabilities to transmit 911 calls, and to provide local number portability. These costs also include taxes that we pay on telecommunications services from our suppliers or are imposed by government agencies such as Federal USF and royalties for use of third parties' intellectual property. These costs do not include indirect costs such as depreciation and amortization, payroll, and facilities costs. Our presentation of direct cost of telephony services may not be comparable to other similar companies.

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VONAGE HOLDINGS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Direct Cost of Goods Sold

Direct cost of goods sold consists primarily of costs that we incur when a customer signs up for our service. These costs include the cost of customer equipment for customers who subscribe through the direct sales channel in excess of activation fees. In addition, these costs include the amortization of deferred customer equipment, the cost of shipping and handling for customer equipment, the installation manual that accompanies the customer equipment, and the cost of certain promotions.

Development Expenses

Costs for research, including predevelopment efforts prior to establishing technological feasibility of software expected to be marketed, are expensed as incurred. Development costs are capitalized when technological feasibility has been established and anticipated future revenues support the recoverability of the capitalized amounts.

Capitalization stops when the product is available for general release to customers. Due to the short time period between achieving technological feasibility and product release and the insignificant amount of costs incurred during such periods, we have not capitalized any software development, and have expensed these costs as incurred. These costs are included in selling, general and administrative expense.

Cash, Cash Equivalents and Marketable Securities

We maintain cash with several investment grade financial institutions. Highly liquid investments, which are readily convertible into cash, with original maturities of three months or less, are recorded as cash equivalents.

Management determines the appropriate classification of our investments in debt and marketable equity securities at the time of purchase and reevaluates such designation at each balance sheet date. Our debt and marketable equity securities have been classified and accounted for as available for sale. We may or may not hold securities with stated maturities until maturity. In response to changes in the availability of and the yield on alternative investments as well as liquidity requirements, we may sell these securities prior to their stated maturities. These securities are carried at fair value, with the unrealized gains and losses reported as a component of other comprehensive income (loss). Any realized gains or losses on the sale of marketable securities are determined on a specific identification method, and such gains and losses are reflected as a component of other income or expense.

Certain Risks and Concentrations

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash equivalents, marketable securities, and accounts receivable. They are subject to fluctuations in both market value and yield based upon changes in market conditions, including interest rates, liquidity, general economic conditions, and conditions specific to the issuers. Accounts receivable are typically unsecured and are derived from revenues earned from customers primarily located in the United States. A portion of our accounts receivable represents the timing difference between when a customer's credit card is billed and the subsequent settlement of that transaction with our credit card processors. This timing difference is generally three days for substantially all of our credit card receivables. We have never experienced any accounts receivable write-offs due to this timing difference. In addition, we collect subscription fees in advance, minimizing our accounts receivable and bad debt exposure. If a customer's credit card, debit card or ECP is declined, we generally suspend international calling capabilities as well as their ability to incur domestic usage charges in excess of their plan minutes. If the customer's credit card, debit card or ECP could not be successfully processed during three billing cycles (i.e., the current and two subsequent monthly billing cycles), we terminate the account. In addition, we automatically charge any per minute fees to our customers' credit card, debit card or ECP monthly in arrears. To further mitigate our bad debt exposure, a customer's credit card, debit card or ECP will be charged in advance of their monthly billing if their international calling or overage charges exceed a certain dollar threshold.

Inventory

Inventory consists of the cost of customer equipment and is stated at the lower of cost or market, with cost determined using the average cost method. We provide an inventory allowance for customer equipment that has been returned by customers but may not be able to be reissued to new customers or returned to the manufacturer for credit.

Property and Equipment

Property and equipment includes acquired assets and those accounted for under capital leases and consist principally of network equipment and computer hardware, furniture, software, and leasehold improvements. In addition, the lease of our corporate headquarters has been accounted for as a capital lease and is included in property and equipment. Network equipment and computer hardware and furniture are stated at cost with depreciation provided using the straight-line method over the estimated useful lives

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of the related assets, which range from three to five years. Leasehold improvements are amortized over their estimated useful life of the related assets or the life of the lease, whichever is shorter. The cost of renewals and substantial improvements is capitalized while the cost of maintenance and repairs is charged to operating expenses as incurred. Our network equipment and computer hardware, which consists of routers, gateways, and servers that enable our telephony services, is subject to technological risks and rapid market changes due to new products and services and changing customer demand. These changes may result in future adjustments to the estimated useful lives or the carrying value of these assets, or both.

Software Costs

We capitalize certain costs, such as purchased software and internally developed software that we use for customer acquisition and customer care automation tools, in accordance with FASB ASC 350-40, "Internal-Use Software". Computer software is stated at cost less accumulated amortization and the estimated useful life is two to five years.

Goodwill and Purchased-Intangible Assets

Goodwill acquired in acquisition of a business is accounted for based upon the excess fair value of consideration transferred over the fair value of net assets acquired in the business combination. Goodwill is tested for impairment on an annual basis on October 1st and, when specific circumstances dictate, between annual tests. When impaired, the carrying value of goodwill is written down to fair value. The goodwill impairment test involves a two-step process. The first step, identifying a potential impairment, compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying value of the reporting unit exceeds its fair value, the second step would need to be conducted; otherwise, no further steps are necessary as no potential impairment exists. The second step, measuring the impairment loss, compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. Any excess of the reporting unit goodwill carrying value over the respective implied fair value is recognized as an impairment loss.

Purchased-intangible assets are accounted for based upon the fair value of assets received. Purchased-intangible assets are amortized on a straight-line or accelerated basis over the periods of benefit, ranging from two to ten years. We perform a review of purchased-intangible assets whenever events or changes in circumstances indicate that the useful life is shorter than we had originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, we assess the recoverability of purchased-intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life of the asset is shorter than originally estimated, we accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. There was no impairment of purchased-intangible assets identified for the three and nine months ended September 30, 2014.

Intangible Assets

Intangible assets acquired in the settlement of litigation or by direct purchase are accounted for based upon the fair value of assets received.

Patents and Patent Licenses

Patent rights acquired in the settlement of litigation or by direct purchase are accounted for based upon the fair value of assets received.

Long-Lived Assets

We evaluate impairment losses on long-lived assets used in operations when events and changes in circumstances indicate that the assets might be impaired. If our review indicates that the carrying value of an asset will not be recoverable, based on a comparison of the carrying value of the asset to the undiscounted future cash flows, the impairment will be measured by comparing the carrying value of the asset to its fair value. Fair value will be

determined based on quoted market values, discounted cash flows or appraisals. Impairments are recorded in the statement of operations as part of depreciation expense.

Debt Related Costs

Costs incurred in raising debt are deferred and amortized as interest expense using the effective interest method over the life of the debt.

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Noncontrolling Interest and Redeemable Noncontrolling Interest

We consolidate a majority-owned entity where we have the ability to exercise controlling influence. The ownership interest of the noncontrolling party is presented as noncontrolling interest in the Consolidated Balance Sheets as Stockholders' Equity. If we are required to repurchase the noncontrolling interest at fair value, subject to adjustment, under a put option or other contractual redemption requirement, we will report the noncontrolling interest as redeemable in the Consolidated Balance Sheets between liabilities and equity. We adjust the redeemable noncontrolling interest to the redemption values on each balance sheet date with changes recognized as an adjustment to retained earnings, or in the absence of retained earnings, as an adjustment to additional paid-in capital when it becomes probable the noncontrolling interest will become redeemable.

Derivatives

We do not hold or issue derivative instruments for trading purposes. However, in accordance with FASB ASC 815, "Derivatives and Hedging" ("FASB ASC 815"), we review our contractual obligations to determine whether there are terms that possess the characteristics of derivative financial instruments that must be accounted for separately from the financial instrument in which they are embedded. We recognize these features as liabilities in our consolidated balance sheet at fair value each period and recognize any change in the fair value in our statement of operations in the period of change. We estimate the fair value of these liabilities using available market information and appropriate valuation methodologies.

Income Taxes

We recognize deferred tax assets and liabilities at enacted income tax rates for the temporary differences between the financial reporting bases and the tax bases of our assets and liabilities. Any effects of changes in income tax rates or tax laws are included in the provision for income taxes in the period of enactment. Our net deferred tax assets primarily consist of net operating loss carry forwards ("NOLs"). We are required to record a valuation allowance against our net deferred tax assets if we conclude that it is more likely than not that taxable income generated in the future will be insufficient to utilize the future income tax benefit from our net deferred tax assets (namely, the NOLs) prior to expiration. We periodically review this conclusion, which requires significant management judgment. If we are able to conclude in a future period that a future income tax benefit from our net deferred tax assets has a greater than 50 percent likelihood of being realized, we are required in that period to reduce the related valuation allowance with a corresponding decrease in income tax expense. This would result in a non-cash benefit to our net income in the period of the determination. In the fourth quarter of 2011, we released \$325,601 of valuation allowance. In subsequent periods, we would expect to recognize income tax expense equal to our pre-tax income multiplied by our effective income tax rate, an expense that was not recognized prior to the reduction of the valuation allowance. Our effective rate may differ from the federal statutory rate due, in part, to our foreign operations and certain discrete period items. The 2014 estimated annual effective tax rate is expected to approximate 51%, but may fluctuate due to the timing of other discrete period transactions.

We file income tax returns in the U.S. on a federal basis and in U.S. state and foreign jurisdictions. Our federal tax return remains subject to examination by the Internal Revenue Service from 2010 to present, our New Jersey tax returns remain open from 2008 to present, our Canada tax return remains open from 2009 to present, and other domestic and foreign tax returns remain open for all periods to which those filings relate. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

We have not had any unrecognized tax benefits. We recognize interest and penalties accrued related to unrecognized tax benefits as components of our income tax provision. We have not had any interest and penalties accrued related to unrecognized tax benefits.

Business Combinations

We account for business combinations using the acquisition method of accounting. The acquisition method of accounting requires that the purchase price, including the fair value of contingent consideration, of the acquisition be allocated to the assets acquired and liabilities assumed using the fair values determined by management as of the acquisition date. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions as part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, the Company's estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the

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acquisition date, the Company records adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill to the extent the Company identifies adjustments to the preliminary purchase price allocation. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations. We will include the results of all acquisitions in our Consolidated Financial Statements from the date of acquisition.

In connection with the acquisition of Vocalocity, Inc. on November 15, 2013, we recorded preliminary estimates primarily related to income, sales, excise, and ad valorem taxes. As such, the provisional measurements of fair value are subject to change.

Acquisition related transaction costs, such as banking, legal, accounting and other costs incurred in connection with an acquisition, are expensed as incurred in selling, general and administrative expense.

Acquisition related integration costs include costs associated with exit or disposal activities, which do not meet the criteria of discontinued operations, including costs for employee, lease, and contract terminations, facility closing or other exit activities. Additionally, these costs include expenses directly related to integrating and reorganizing acquired businesses and include items such as employee retention costs, recruiting costs, certain moving costs, certain duplicative costs during integration and asset impairments. These costs are expensed as incurred in selling, general and administrative expense.

Fair Value of Financial Instruments

Effective January 1, 2008, we adopted FASB ASC 820-10-25, "Fair Value Measurements and Disclosures". This standard establishes a framework for measuring fair value and expands disclosure about fair value measurements. We did not elect fair value accounting for any assets and liabilities allowed by FASB ASC 825, "Financial Instruments". FASB ASC 820-10 defines fair value as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820-10 describes the following three levels of inputs that may be used:

• Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets and liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

• Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

• Level 3: Unobservable inputs when there is little or no market data available, thereby requiring an entity to develop its own assumptions. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The following table presents the assets that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
Level 1 Assets		
Money market fund (1)	\$5,333	\$—
Level 2 Assets		
Available-for-sale securities (2)	\$4,622	\$—

(1) Included in cash and cash equivalents on our consolidated balance sheet.

(2) Included in marketable securities on our consolidated balance sheet.

Foreign Currency

Generally, the functional currency of our non-United States subsidiaries is the local currency. The financial statements of these subsidiaries are translated to United States dollars using month-end rates of exchange for assets and liabilities, and average rates of exchange for revenues, costs, and expenses. Translation gains and losses are deferred and recorded in accumulated other comprehensive income as a component of stockholders' equity.

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Share-Based Compensation

We account for share-based compensation in accordance with FASB ASC 718, "Compensation-Stock Compensation". Under the fair value recognition provisions of this pronouncement, share-based compensation cost is measured at the grant date based on the fair value of the award, reduced as appropriate based on estimated forfeitures, and is recognized as expense over the applicable vesting period of the stock award using the accelerated method. The excess tax benefit associated with stock compensation deductions have not been recorded in additional paid-in capital. When evaluating whether an excess tax benefit has been realized, share based compensation deductions are not considered realized until NOLs are no longer sufficient to offset taxable income. Such excess tax benefits will be recorded when realized.

Earnings per Share

Net income per share has been computed according to FASB ASC 260, "Earnings per Share", which requires a dual presentation of basic and diluted earnings per share ("EPS"). Basic EPS represents net income divided by the weighted average number of common shares outstanding during a reporting period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, including stock options and restricted stock units under our 2001 Stock Incentive Plan and 2006 Incentive Plan, were exercised or converted into common stock. The dilutive effect of outstanding stock options and restricted stock units is reflected in diluted earnings per share by application of the treasury stock method. In applying the treasury stock method for stock-based compensation arrangements, the assumed proceeds are computed as the sum of the amount the employee must pay upon exercise and the amounts of average unrecognized compensation cost attributed to future services.

The following table sets forth the computation for basic and diluted net income per share for the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Numerator				
Numerator for basic earnings per share-net income attributable to Vonage	\$4,556	\$4,207	\$14,662	\$24,701
Numerator for diluted earnings per share-net income attributable to Vonage	\$4,556	\$4,207	\$14,662	\$24,701
Denominator				
Basic weighted average common shares outstanding	208,580	209,589	210,714	212,124
Dilutive effect of stock options and restricted stock units	8,596	7,470	10,209	10,197
Diluted weighted average common shares outstanding	217,176	217,059	220,923	222,321
Basic net income per share				
Basic net income per share	\$0.02	\$0.02	\$0.07	\$0.12
Diluted net income per share				
Diluted net income per share	\$0.02	\$0.02	\$0.07	\$0.11

For the three and nine months ended September 30, 2014 and 2013, the following were excluded from the calculation of diluted earnings per common share because of their anti-dilutive effects:

	Three Months Ended September 30,	Nine Months Ended September 30,
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	2014	2013	2014	2013
Restricted stock units	5,318	2,063	5,014	2,029
Stock options	22,932	26,964	21,623	24,270
	28,250	29,027	26,637	26,299

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Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income and other comprehensive items. Other comprehensive items include foreign currency translation adjustments.

Recent Accounting Pronouncements

In May 2014, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers". This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of good or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. Accordingly, we will adopt this ASU on January 1, 2017. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU and our management is currently evaluating which transition approach to use. We are currently evaluating the impact of adopting ASU 2014-09 on our consolidated financial statements and related disclosures.

Reclassifications

Certain reclassifications have been made to prior years' financial statements in order to conform to the current year's presentation. The reclassifications had no impact on net earnings previously reported.

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Note 2. Supplemental Balance Sheet Account Information
 Prepaid expenses and other current assets

	September 30, 2014	December 31, 2013
Nontrade receivables	\$1,930	\$7,402
Services	9,710	7,084
Telecommunications	492	479
Insurance	1,177	757
Marketing	1,567	312
Other prepaids	1,474	858
Prepaid expenses and other current assets	\$16,350	\$16,892
Property and equipment, net		
	September 30, 2014	December 31, 2013
Building (under capital lease)	\$25,709	\$25,709
Network equipment and computer hardware	76,083	78,312
Leasehold improvements	47,044	44,141
Furniture	1,771	812
Vehicles	92	109
	150,699	149,083
Less: accumulated depreciation and amortization	(106,928	) (96,840
Property and equipment, net	\$43,771	\$52,243
Software, net		
	September 30, 2014	December 31, 2013
Purchased	\$53,779	\$45,178
Licensed	909	909
Internally developed	36,088	36,088
	90,776	82,175
Less: accumulated amortization	(69,027	) (61,618
Software, net	\$21,749	\$20,557
Debt related costs, net		
	September 30, 2014	December 31, 2013
Senior secured term loan and revolver	\$6,617	\$4,706

Less: accumulated amortization	(4,214) (3,393)
Debt related costs, net	\$2,403	\$1,313	

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Restricted cash

	September 30, 2014	December 31, 2013
Letter of credit-lease deposits	\$3,310	\$4,306
Cash reserves	97	99
Restricted cash	\$3,407	\$4,405

Intangible assets, net

	September 30, 2014	December 31, 2013
Customer relationships	\$39,100	\$39,100
Developed technology	35,200	35,200
Patents and patent licenses	12,764	18,264
Trademark	560	560
Trade names	500	500
Non-compete agreements	200	200
	88,324	93,824
Less: accumulated amortization	(24,267	) (16,974
Intangible assets, net	\$64,057	\$76,850

Other assets

	September 30, 2014	December 31, 2013
Long term non-trade receivable	6,623	—
Others	1,315	1,882
Other assets	\$7,938	\$1,882

Accrued expenses

	September 30, 2014	December 31, 2013
Compensation and related taxes and temporary labor	\$19,508	\$20,276
Marketing	20,648	23,277
Taxes and fees	15,770	18,207
Litigation and settlements	89	89
Telecommunications	7,961	7,942
Other accruals	4,108	6,063
Customer credits	1,849	1,719
Professional fees	3,842	2,490
Accrued interest	11	12

Inventory	172	769
Credit card fees	297	283
Accrued expenses	\$74,255	\$81,127

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Note 3. Supplemental Income Statement Account Information
 Amounts included in revenues

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
USF fees	\$16,785	\$17,148	\$53,817	\$52,378
Disconnect fees	\$776	\$1,002	\$2,455	\$3,308
Initial activation fees	\$252	\$291	\$839	\$964
Customer equipment fees	\$75	\$101	\$660	\$271
Equipment recovery fees	\$19	\$24	\$58	\$79
Shipping and handling fees	\$765	\$248	\$1,689	\$938

Amount included in direct cost of telephony services

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
USF costs	\$16,785	\$17,148	\$53,874	\$52,378

Amount included in direct cost of goods sold

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Shipping and handling cost	\$1,482	\$1,164	\$4,619	\$4,008

Amount included in selling, general and administrative expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Advertising costs	\$(18)	\$299	\$307	\$487
Acquisition related costs	\$—	\$680	\$20	\$680
Acquisition integration cost	\$2	\$—	\$100	\$—

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Amount included in marketing

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Advertising costs	\$36,826	\$38,997	\$108,522	\$106,963

Depreciation and amortization expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Network equipment and computer hardware	\$3,363	\$3,382	\$10,574	\$10,029
Software	3,056	2,826	8,604	7,975
Capital leases	550	549	1,650	1,647
Other leasehold improvements	1,083	1,064	3,237	3,100
Furniture	36	32	105	88
Vehicles	8	1	15	9
Patents	368	576	1,449	1,728
Trademarks	18	18	54	54
Customer relationship	2,136	—	6,404	—
Developed technology	1,574	—	4,722	—
Trade names	50	—	150	—
Non-compete agreements	4	—	12	—
	12,246	8,448	36,976	24,630
Property and equipment impairments	99	11	101	9
Software impairments	1	—	66	—
Depreciation and amortization expense	\$12,346	\$8,459	\$37,143	\$24,639

Amount included in interest expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Debt related costs amortization	\$276	\$407	\$820	\$1,190

Amount included in other income (expense), net

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income (loss) resulting from foreign exchange transactions	\$(1)	\$(15)	\$21	\$(77)

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Note 4. Long-Term Debt and Revolving Credit Facility

A schedule of long-term debt at September 30, 2014 and December 31, 2013 is as follows:

	September 30, 2014	December 31, 2013
2.875-3.375% Credit Facility - due 2018	\$75,000	\$—
3.125-3.625% Credit Facility - due 2016	\$—	\$23,333
3.125-3.625% Revolving Credit Facility - due 2016	—	75,000

At September 30, 2014, future payments under long-term debt obligations over each of the next five years and thereafter were as follows:

	Credit Facility
2014	\$5,000
2015	20,000
2016	20,000
2017	20,000
2018	30,000
Minimum future payments of principal	95,000
Less: current portion	20,000
Long-term portion	\$75,000

2014 Financing

On August 13, 2014, we entered into a credit agreement (the “2014 Credit Facility”) consisting of a \$100,000 senior secured term loan and a \$125,000 revolving credit facility. The co-borrowers under the 2014 Credit Facility are us and Vonage America Inc., our wholly owned subsidiary. Obligations under the 2014 Credit Facility are guaranteed, fully and unconditionally, by our other material United States subsidiaries and are secured by substantially all of the assets of each borrower and each guarantor. The lenders under the 2014 Credit Facility are JPMorgan Chase Bank, N.A., Citizens Bank, N.A., Silicon Valley Bank, SunTrust Bank, Fifth Third Bank, Keybank National Association, and MUFG Union Bank, N.A. JPMorgan Chase Bank, N.A. is a party to the agreement as administrative agent, Citizens Bank, N.A. as syndication agent, and Silicon Valley Bank and SunTrust Bank as documentation agents. J.P. Morgan Securities LLC and Citizens Bank, N.A. acted as joint lead bookrunners, and J.P. Morgan Securities LLC, Citizens Bank, N.A., Silicon Valley Bank, and SunTrust Robinson Humphrey Inc. acted as joint lead arrangers.

Use of Proceeds

We used \$90,000 of the net available proceeds of the 2014 Credit Facility to retire all of the debt under our 2013 Credit Facility. Remaining proceeds from the senior secured term loan and the undrawn revolving credit facility under the 2014 Credit Facility will be used for general corporate purposes. We also incurred \$1,910 of fees in connection with the 2014 Credit Facility, which is amortized, along with the unamortized fees of \$668 in connection with the 2013 Credit Facility, to interest expense over the life of the debt using the effective interest method.

2014 Credit Facility Terms

The following description summarizes the material terms of the 2014 Credit Facility:

The loans under the 2014 Credit Facility mature in August 2018. Principal amounts under the 2014 Credit Facility are repayable in quarterly installments of \$5,000 per quarter for the senior secured term loan. The unused portion of our revolving credit facility incurs a 0.40% commitment fee.

Outstanding amounts under the 2014 Credit Facility, at our option, will bear interest at:

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LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility. The 2014 Credit Facility provides greater flexibility to us in funding acquisitions and restricted payments, such as stock buybacks, than the 2013 Credit Facility.

We may prepay the 2014 Credit Facility at our option at any time without premium or penalty. The 2014 Credit Facility is subject to mandatory prepayments in amounts equal to:

100% of the net cash proceeds from any non-ordinary course sale or other disposition of our property and assets for consideration in excess of a certain amount subject to customary reinvestment provisions and certain other exceptions, and

- 100% of the net cash proceeds received in connection with other non-ordinary course transactions, including insurance proceeds not otherwise applied to the relevant insurance loss.

Subject to certain restrictions and exceptions, the 2014 Credit Facility permits us to obtain one or more incremental term loans and/or revolving credit facilities in an aggregate principal amount of up to \$60,000 plus an amount equal to repayments of the senior secured term loan upon providing documentation reasonably satisfactory to the administrative agent. The 2014 Credit Facility includes customary representations and warranties and affirmative covenants of the borrowers. In addition, the 2014 Credit Facility contains customary negative covenants, including, among other things, restrictions on the ability of us and our subsidiaries to consolidate or merge, create liens, incur additional indebtedness, dispose of assets, consummate acquisitions, make investments, and pay dividends and other distributions. We must also comply with the following financial covenants:

- a consolidated leverage ratio of no greater than 2.25 to 1.00;
- a consolidated fixed coverage charge ratio of no less than 1.75 to 1.00 subject to adjustment to exclude up to \$80,000 in specified restricted payments;
- minimum cash of \$25,000 including the unused portion of the revolving credit facility; and
- maximum capital expenditures not to exceed \$55,000 during any fiscal year, provided that the unused amount of any permitted capital expenditures in any fiscal year may be carried forward to the next following fiscal year.

In addition, annual excess cash flow up to \$8,000 increases permitted capital expenditures.

As of September 30, 2014, we were in compliance with all covenants, including financial covenants, for the 2014 Credit Facility.

The 2014 Credit Facility contains customary events of default that may permit acceleration of the debt. During the continuance of a payment default, interest will accrue at a default interest rate of 2% above the interest rate which would otherwise be applicable, in the case of loans, and at a rate equal to the rate applicable to base rate loans plus 2%, in the case of all other amounts.

2013 Financing

On February 11, 2013 we entered into Amendment No. 1 to the 2011 Credit Agreement (as further amended by Amendment No. 2 to our 2011 Credit Facility, the "2013 Credit Facility"). The 2013 Credit Facility consisted of a \$70,000 senior secured term loan and a \$75,000 revolving credit facility. The co-borrowers under the 2013 Credit Facility were our wholly owned subsidiary, Vonage America Inc., and us. Obligations under the 2013 Credit Facility were guaranteed, fully and unconditionally, by our other United States subsidiaries and were secured by substantially all of the assets of each borrower and each of the guarantors. On July 26, 2013 we entered into Amendment No. 2 to our 2011 Credit Agreement, which amended our financial covenant related to our

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consolidated fixed charge coverage ratio by increasing the amount of restricted payments excluded from such calculation from \$50,000 to \$80,000.

Use of Proceeds

The net proceeds received of \$27,500 from the senior secured term loan and the undrawn revolving credit facility under the 2013 Credit Facility were used for general corporate purposes. We also incurred \$2,009 of fees in connection with the 2013 Credit Facility, which is amortized, along with the unamortized fees of \$670 in connection with the 2011 Credit Facility, to interest expense over the life of the debt using the effective interest method. We used \$75,000 from the 2013 revolving credit facility in connection with the acquisition of Vocalocity on November 15, 2013.

Note 5. Common Stock

Net Operating Loss Rights Agreement

On June 7, 2012, we entered into a Tax Benefits Preservation Plan ("Preservation Plan") designed to preserve stockholder value and tax assets. Our ability to use our tax attributes to offset tax on U.S. taxable income would be substantially limited if there were an "ownership change" as defined under Section 382 of the U.S. Internal Revenue Code. In general, an ownership change would occur if one or more "5-percent shareholders," as defined under Section 382, collectively increase their ownership in us by more than 50 percent over a rolling three-year period.

In connection with the adoption of the Preservation Plan, our board of directors declared a dividend of one preferred share purchase right for each outstanding share of the Company's common stock. The preferred share purchase rights were distributed to stockholders of record as of June 18, 2012, as well as to holders of the Company's common stock issued after that date, but will only be activated if certain triggering events under the Preservation Plan occur.

Under the Preservation Plan, preferred share purchase rights will work to impose significant dilution upon any person or group which acquires beneficial ownership of 4.9% or more of the outstanding common stock, without the approval of our board of directors, from and after June 7, 2012. Stockholders that own 4.9% or more of the outstanding common stock as of the opening of business on June 7, 2012, will not trigger the preferred share purchase rights so long as they do not (i) acquire additional shares of common stock or (ii) fall under 4.9% ownership of common stock and then re-acquire shares that in the aggregate equal 4.9% or more of the common stock.

The Preservation Plan was set to expire no later than the close of business June 7, 2013, unless extended by our board of directors. On April 4, 2013, after consultation with our advisors, our board of directors determined to extend the Preservation Plan through June 7, 2015, subject to ratification of the extension by stockholders at the Vonage 2013 annual meeting of stockholders. On June 6, 2013, at the Vonage 2013 annual meeting of stockholders, stockholders ratified the extension of the Preservation Plan through June 7, 2015.

Common Stock Repurchases

On July 25, 2012, our board of directors authorized a program to repurchase up to \$50,000 of Vonage common stock (the "\$50,000 repurchase program") through December 31, 2013. The specific timing and amount of repurchases would vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases would be made using our cash resources.

We repurchased the following shares of common stock with cash resources under the \$50,000 repurchase program during the three and nine months ended September 30, 2013:

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
Shares of common stock repurchased	—	2,189
Value of common stock repurchased	\$—	\$5,374

On February 7, 2013, our board of directors discontinued the remainder of our existing \$50,000 repurchase program effective at the close of business on February 12, 2013 with \$16,682 of availability remaining, and authorized a new program to repurchase up to \$100,000 of Vonage common stock (the "\$100,000 repurchase program") by December 31, 2014. The specific timing and amount of repurchases will vary based on available capital resources and other financial and operational performance, market

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conditions, securities law limitations, and other factors. The repurchases will be made using our cash resources. The \$100,000 repurchase program may be suspended or discontinued at any time without prior notice.

We repurchased the following shares of common stock with cash resources under the \$100,000 repurchase program during the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014 (1)	2013 (2)	2014 (1)	2013 (2)
Shares of common stock repurchased	3,841	4,690	9,811	13,485
Value of common stock repurchased	\$13,260	\$14,680	\$36,547	\$39,138

(1) including 192 shares, or \$633, of common stock repurchases settled in October 2014; excluding commission of \$2.
(2) including 345 shares, or \$1,092, of common stock repurchases settled in October 2013; excluding commission of \$7.

As of September 30, 2014, approximately \$12,800 remained of our \$100,000 repurchase program. The repurchase program expires on December 31, 2014 but may be suspended or discontinued at any time without notice.

In any period under either repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

Stock Option Cancellation

As part of our strategy to build shareholder value and to facilitate our goal of reducing the number of shares of common stock outstanding, on February 19, 2013, we entered into an agreement with our Chief Executive Officer to cancel a total of 4,500 of his vested stock options for \$5,463. The payment reflects a discount, in favor of the Company, from the closing price of the common stock on the New York Stock Exchange on February 19, 2013.

Note 6. Commitments and Contingencies

Litigation

IP Matters

Bear Creek Technologies, Inc. On February 22, 2011, Bear Creek Technologies, Inc. ("Bear Creek") filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., Vonage Marketing LLC, and Aptela Inc. (a subsidiary of Vocalocity, Inc., a wholly-owned subsidiary of the Company which was acquired on November 15, 2013 pursuant to an Agreement and Plan of Merger dated October 9, 2013) in the United States District Court for the Eastern District of Virginia (Norfolk Division) alleging that Vonage's and Aptela's products and services are covered by United States Patent No. 7,889,722, entitled "System for Interconnecting Standard Telephony Communications Equipment to Internet Protocol Networks" (the "722 Patent"). The suit also named numerous other defendants, including Verizon Communications, Inc., Comcast Corporation, Time-Warner Cable, Inc., AT&T, Inc., and T-Mobile USA Inc. On August 17, 2011, the Court dismissed Bear Creek's case against the Vonage entities and Aptela, as well as all the other defendants, except for one defendant. Later, on August 17, 2011, Bear Creek re-filed its complaint concerning the '722 Patent in the United States District Court for the District of Delaware against the same Vonage entities; and also re-filed a separate complaint concerning the '722 Patent in the United States District Court for the Eastern District of Virginia against Aptela. In each complaint, Bear Creek alleges that Vonage and Aptela, respectively, are infringing one or more claims of the '722 Patent. In addition, Bear Creek alleges that each party is contributing to and inducing infringement of one or more claims of the '722 Patent. On January 25, 2012, Bear Creek filed a motion with the United States Judicial Panel on Multidistrict Litigation seeking to transfer and consolidate its litigations against Vonage and Aptela with twelve other separate actions Bear Creek filed in the U.S. District Courts for Delaware and the Eastern District of Virginia. On May 2, 2012, the Multidistrict Litigation Panel granted Bear Creek's motion and ordered the

coordination or consolidation for pretrial proceedings of all fourteen actions in the U.S. District Court for the District of Delaware. On October 11, 2012, Vonage filed an answer to Bear Creek's complaint, including counterclaims of non-infringement and invalidity of the '722 patent. Aptela, which filed a motion to dismiss Bear Creek's complaint on September 27, 2011, has not yet answered, as its motion remains pending and awaiting disposition by the court. On November 5, 2012, Bear Creek filed an answer to Vonage's counterclaims. On March 1, 2013, several defendants including Vonage moved the Court to stay the case pending resolution of the reexamination of the '722 patent requested by Cisco Systems, Inc. ("Cisco") as described

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below; the motion was granted on July 17, 2013, and the case is now stayed pending the resolution of the reexamination. On November 8, 2013, the Court granted Bear Creek's request to terminate and substitute counsel representing it in the litigation.

A request for reexamination of the '722 Patent was filed on September 12, 2012 by Cisco, challenging the validity of the '722 Patent. Cisco's request was granted by the USPTO on November 28, 2012. On March 24, 2014, the Patent Office issued an Action Closing Prosecution, confirming its rejection of all claims of the '722 patent on multiple independent grounds. Bear Creek filed comments to the Action Closing Prosecution on April 24, 2014. Cisco filed responsive comments on May 22, 2014. On September 15, 2014, Bear Creek filed a Notice of Appeal to the Patent Office's rejection of its patent.

OpinionLab, Inc. On July 18, 2012, OpinionLab, Inc. ("OpinionLab") filed a lawsuit against IPerceptions, Inc. and IPerceptions US, Inc. (collectively, "IPerceptions") in the United States District Court for the Northern District of Illinois (Eastern Division) alleging claims of patent infringement, breach of contract, misappropriation of trade secrets, and tortious interference with business expectancy. On August 16, 2012, OpinionLab filed an amended complaint, adding Vonage Marketing LLC and Vonage Holdings Corp. as defendants, and alleging that Vonage's products and services are covered by United States Patent Nos. 6,421,724, 6,606,581, 6,928,392, 7,085,820, 7,370,285, 8,024,668, and 8,041,805. OpinionLab alleged direct, indirect and willful infringement by Vonage. IPerceptions, the supplier to Vonage of the accused product in this lawsuit, has agreed to fully defend and indemnify Vonage in this lawsuit. On September 9, 2014, the case was dismissed pursuant to a joint motion by the parties, with no material impact on the Company or its consolidated financial statements.

RPost Holdings, Inc. On August 24, 2012, RPost Holdings, Inc., RPost Communications Limited, and RMail Limited (collectively, "RPost") filed a lawsuit against StrongMail Systems, Inc. ("StrongMail") in the United States District Court for the Eastern District of Texas (Marshall Division) alleging that StrongMail's products and services, including its electronic mail marketing services, are covered by United States Patent Nos. 8,224,913, 8,209,389, 8,161,104, 7,966,372, and 6,182,219. On January 16, 2013, StrongMail moved the Court to transfer the venue of the lawsuit to the Northern District of California. That motion was denied by the Court on August 19, 2013. On February 11, 2013, RPost filed an amended complaint, adding 27 new defendants, including Vonage America Inc. RPost's amended complaint alleges willful infringement of the RPost patents by Vonage and each of the other new defendants because they are customers of StrongMail. StrongMail has agreed to fully defend and indemnify Vonage in this lawsuit. Vonage answered the complaint on May 7, 2013. On January 30, 2014, RPost informed the Court that it is ready for a scheduling conference; the Court has not yet scheduled a conference.

Straight Path IP Group Inc. On November 4, 2013, Straight Path IP Group Inc. ("Straight Path"), a subsidiary of Straight Path Communications Inc., filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., and Vonage Marketing LLC in the U.S. District Court for the Eastern District of Virginia (Norfolk Division) alleging that Vonage's products and services are covered by United States Patent Nos. 6,009,469, 6,131,121, 6,513,066, and 6,701,365. On January 17, 2014, the case was transferred to New Jersey. On August 1, 2014, Vonage and Netflix, Inc. jointly filed petitions for inter partes review of the '469, '121, '066 and '365 patents, seeking cancellation of certain claims in each patent. On October 3, 2014, the New Jersey litigation was dismissed pursuant to a joint motion of the parties, with no material impact on the Company or its consolidated financial statements. The parties' joint motions to terminate the inter partes review proceedings were granted on October 30, 2014.

Previously, on August 2, 2013, Straight Path filed a lawsuit against Vocalocity, Inc. in the U.S. District Court for the Eastern District of Virginia (Richmond Division) alleging that Vocalocity's products and services are covered by the '066 and '365 patents. Pursuant to a settlement agreement entered between Straight Path and Vocalocity, on June 19, 2014, the parties filed a joint motion to dismiss with prejudice all claims and counterclaims asserted in the case. The

Court granted the joint motion on July 2, 2014, dismissing the case in its entirety. The costs associated with the litigation, including the settlement, are fully-indemnified under the terms of the acquisition of Vocalocity. AIP Acquisition LLC. On January 3, 2014, AIP Acquisition LLC (“AIP”), filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., and Vonage Marketing LLC in the U.S. District Court for the District of Delaware (Norfolk Division) alleging that Vonage’s products and services are covered by United States Patent No. 7,269,247. Vonage filed an answer and counterclaims on February 25, 2014. AIP filed an amended complaint on March 18, 2014, which Vonage answered on April 4, 2014. On April 8, 2014, the Court ordered a stay of the case pending final resolution of non-party Level 3’s inter partes review request of United States Patent No. 7,724,879, which is a continuation of the ‘247 patent. On October 8, 2014, the Patent Office issued a Final Written Decision, finding all challenged claims of the ‘879 patent to be invalid.

Spansion. On April 28, 2014, Spansion LLC (“Spansion”), filed a lawsuit against Vonage Holdings Corp., Vonage America, Inc., Vonage Marketing LLC, and 20 other defendants in the U.S. District Court for the Northern District of California alleging that Macronix’s flash memory chips and products containing those chips, including Vonage analog telephone adapter products, each are covered by one or more Spansion patents. On April 29, 2014, Spansion filed a complaint at the International Trade Commission containing substantially similar allegations, requesting that the ITC institute an investigation pursuant to Section 337

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of the Tariff Act of 1930 against the respondents, including Vonage. Spansion's complaints allege that Vonage's telephone adapters are covered by United States Patent No. 6,246,611. Macronix has agreed to fully defend and indemnify Vonage in the district court and ITC proceedings. On June 25, 2014, the Northern District granted the parties' joint motion to stay the district court proceedings pending the resolution of the ITC case. On June 30, 2014, Vonage responded to the ITC complaint. On August 15, 2014, the ITC adopted a procedural schedule, setting a hearing in this case for March 16 through March 20, 2015, an Initial Determination due date of June 2, 2015, and a target date for completion of the investigation on October 2, 2015.

Commercial Litigation

Merkin & Smith, et als. On September 27, 2013, Arthur Merkin and James Smith filed a putative class action lawsuit against Vonage America, Inc. in the Superior Court of the State of California, County of Los Angeles, alleging that Vonage violated California's Unfair Competition Law by charging its customers fictitious 911 taxes and fees. On October 30, 2013, Vonage filed a notice removing the case to the United States District Court for the Central District of California. On October 30, 2013 the case was assigned to a United States District Judge and a Magistrate Judge. On November 26, 2013, Vonage filed its Answer to the Complaint. On December 4, 2013, Vonage filed a Motion to Compel Arbitration. On February 4, 2014, the Court denied Vonage's Motion to Compel Arbitration. On March 5, 2014, Vonage filed an appeal with the United States Court of Appeals for the Ninth Circuit of the decision denying Vonage's Motion to Compel Arbitration. On March 6, 2014, Vonage moved to stay the district court proceedings pending its appeal; the Court granted Vonage's stay motion on March 26, 2014. Vonage filed its appellate brief on September 24, 2014. Plaintiff's Reply is due November 21, 2014.

From time to time, in addition to those identified above, we are subject to legal proceedings, claims, investigations, and proceedings in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. From time to time we receive letters or other communications from third parties inviting us to obtain patent licenses that might be relevant to our business or alleging that our services infringe upon third party patents or other intellectual property. In accordance with generally accepted accounting principles, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss or range of loss can be reasonably estimated. These provisions, if any, are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. We believe that we have valid defenses with respect to the legal matters pending against us and are vigorously defending these matters. Given the uncertainty surrounding litigation and our inability to assess the likelihood of a favorable or unfavorable outcome in the above noted matters and our inability to reasonably estimate the amount of loss or range of loss, it is possible that the resolution of one or more of these matters could have a material adverse effect on our consolidated financial position, cash flows or results of operations.

Regulation

Telephony services are subject to a broad spectrum of state and federal regulations. Because of the uncertainty over whether Voice over Internet Protocol ("VoIP") should be treated as a telecommunications or information service, we have been involved in a substantial amount of state and federal regulatory activity. Implementation and interpretation of the existing laws and regulations is ongoing and is subject to litigation by various federal and state agencies and courts. Due to the uncertainty over the regulatory classification of VoIP service, there can be no assurance that we will not be subject to new regulations or existing regulations under new interpretations, and that such change would not introduce material additional costs to our business.

Federal - Net Neutrality

Clear and enforceable net neutrality rules would make it more difficult for broadband Internet service providers to block or discriminate against Vonage service. Also explicitly applying net neutrality rules to wireless broadband Internet service could create greater opportunities for VoIP applications that run on wireless broadband Internet service. In October 2009, the FCC proposed the adoption of enforceable net neutrality rules for both wired and wireless broadband Internet service providers. The proposed rules would prohibit wired and wireless broadband Internet service providers from blocking or hindering lawful content, applications, or services and from unreasonably discriminating when transmitting lawful network traffic. In addition, broadband Internet service providers would have to publicly disclose certain information about their network management practices. In December 2010, the FCC adopted enforceable net neutrality rules based on its October 2009 proposal. All of the proposed rules in the October 2009 proposal applied to wired broadband Internet providers. The FCC applied some but not all of the proposed rules to wireless broadband service. Wireless broadband Internet services providers are prohibited from blocking or hindering voice or video applications that compete with the broadband Internet service provider's voice or video services. Wireless providers are also subject to transparency requirements, but they are not subject to the prohibition on unreasonable discrimination that applies to wired broadband Internet services providers. A number of parties filed appeals of the rules. On January 14, 2014, the D.C.

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Circuit vacated the anti-blocking and the unreasonable discrimination provisions of the rules. The D.C. Circuit decision did not foreclose the FCC from adopting anti-blocking or non-discrimination rules. On February 19, 2014, FCC Chairman Tom Wheeler announced that the FCC would not appeal the D.C. Circuit decision, electing to pursue restoration of the vacated provisions using the authority that the FCC has over broadband services, as recognized by the D.C. Circuit. The FCC adopted a new Notice of Proposed Rulemaking (“NPRM”) on net neutrality rules at its May 15, 2014 meeting. Opening comments on the NPRM were due July 18, 2014 and reply comments were due September 15, 2014. Vonage has timely submitted opening and reply comments.

Federal - Intercarrier Compensation

On February 9, 2011, the FCC released a Notice of Proposed Rulemaking on reforming universal service and the intercarrier compensation (“ICC”) system that governs payments between telecommunications carriers primarily for terminating traffic. In particular, the FCC indicated that it has never determined the ICC obligations for VoIP service and sought comment on a number of proposals for how VoIP should be treated in the ICC system. The FCC's adoption of an ICC proposal will impact Vonage's costs for telecommunications services. On October 27, 2011, the FCC adopted an order reforming universal service and ICC. The FCC order provides that VoIP originated calls will be subject to interstate access charges for long distance calls and reciprocal compensation for local calls that terminate to the public switched telephone network (“PSTN”). It also subjected PSTN originated traffic directed to VoIP subscribers to similar ICC obligations. The termination charges for all traffic, including VoIP originated traffic, will transition over several years to a bill and keep arrangement (i.e., no termination charges). Numerous parties filed appeals of the FCC order in multiple federal circuit courts of appeal. The 10th Circuit Court of Appeals was selected by lottery to decide the appeals. On May 23, 2014, the 10th Circuit upheld the FCC's order.

Federal - Universal Service Contribution Reform

On April 30, 2012, the FCC released a Further Notice of Proposed Rulemaking on reforming federal universal service fund (“USF”) contributions. Currently USF contributions are assessed on the interstate and international revenue of traditional telephone carriers and interconnected VoIP providers like Vonage. The level of USF assessments on these providers has been going up over time because of decreases in the revenue subject to assessment due to substitution of non-assessable services such as non-interconnected VoIP services. If the FCC does reform USF contributions, it is likely that Vonage's contribution burden will decline.

Federal - Rural Call Completion Issues

On February 7, 2013, the FCC released a Notice of Proposed Rulemaking on rural call completion issues. The Notice of Proposed Rulemaking (NPRM) proposed new detailed reporting requirements to gauge rural call completion performance. Rural carriers have argued that VoIP provider call completion performance to rural areas is generally poor. On October 28, 2013, the FCC adopted an order on rural call completion that imposes new reporting obligations and restricts certain call signaling practices. The call signaling rules went into effect on January 31, 2014. We filed for extensions that the FCC granted on January 30, 2014 and February 28, 2014 and as of April 17, 2014, we are compliant with the new FCC call signaling rules. The effective date for the reporting requirements has not yet been established. We could be subject to an FCC enforcement action in the future in the event the FCC took the position that our rural call completion performance is inadequate or we were not compliant with the FCC's order.

Federal - Numbering Rights

On April 18, 2013, the FCC issued a Notice of Proposed Rulemaking (NPRM) that proposed to modify FCC rules to allow VoIP providers to directly access telephone numbers. In addition, the FCC granted a waiver from its existing rules to allow Vonage to conduct a trial of direct access to telephone numbers. The trial would allow the FCC to obtain real-world data on direct access to telephone numbers by VoIP providers to inform consideration of the NPRM. Direct access to telephone numbers would facilitate IP to IP interconnection, which may allow VoIP providers to

provide higher quality, lower cost services, promote the deployment of innovative new voice services, and experience reductions in the cost of telephony services. Vonage successfully completed the trial in certain markets and filed the required reports on the trial with the FCC. On January 31, 2014, the FCC Wireline Competition Bureau issued a positive report on the trial, concluding that Vonage's successful trial confirmed the technical feasibility of interconnected VoIP providers obtaining telephone numbers directly from the numbering administrators. Given the positive report, the FCC may adopt its proposed rule to allow VoIP providers to directly access telephone numbers.

Pakistan Termination Rate Increase

On October 1, 2012, Pakistani carriers formed the International Clearing House (ICH). This cartel subsequently took action to increase the cost to terminate international calls to Pakistan by approximately 500 percent. As a result of the implementation of higher termination costs, Vonage was forced to remove Pakistan from unlimited calling in its Vonage World plan. Vonage filed a

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petition at the FCC, shortly after the ICH rates became effective, seeking an order prohibiting U.S. carriers from paying the new higher ICH rates. On March 5, 2013, the FCC issued an order that prohibits U.S. carriers from paying more than the prevailing termination rate prior to the implementation of the ICH rates. In addition to the Vonage challenge in the U.S., a Pakistani carrier challenged the ICH action under Pakistani competition law. After the trial court found that the ICH violated Pakistani competition law, the Supreme Court of Pakistan overturned the trial court decision and remanded the case to the Competition Commission of Pakistan (CCP). On April 30, 2013, the CCP issued an order that holds that the ICH violates Pakistani competition law. On May 9, 2013, the Sindh High Court temporarily suspended the CCP order while the court considers constitutional challenges to the order made by several Pakistani carriers. On June 17, 2014, the Pakistan Ministry of Information Technology withdrew its policy directing formation of the ICH as of August 1, 2014. Pakistani carriers challenged the Ministry's order at the Sindh High Court and obtained a temporary injunction against the Ministry's order. Both court challenges are still pending. Despite favorable action by both U.S. and Pakistani authorities, it is currently unclear whether, or with what timing, international termination rates in Pakistan will return to a more competitive level.

State Telecommunications Regulation

In general, the focus of interconnected VoIP telecommunications regulation is at the federal level. On November 12, 2004, the FCC issued a declaratory ruling providing that our service is subject to federal regulation and preempted the Minnesota Public Utilities Commission from imposing certain of its regulations on us. The FCC's decision was based on its conclusion that our service is interstate in nature and cannot be separated into interstate and intrastate components. On March 21, 2007, the United States Court of Appeals for the 8th Circuit affirmed the FCC's declaratory ruling preempting state regulation of our service. The 8th Circuit found that it is impossible for us to separate our interstate traffic from our intrastate traffic because of the nomadic nature of the service. As a result, the 8th Circuit held that it was reasonable for the FCC to preempt state regulation of our service. The 8th Circuit was clear, however, that the preemptive effect of the FCC's declaratory ruling may be reexamined if technological advances allow for the separation of interstate and intrastate components of the nomadic VoIP service. Therefore, the preemption of state authority over our service under this ruling generally hinges on the inability to separate the interstate and intrastate components of the service.

While this ruling does not exempt us from all state oversight of our service, it effectively prevents state telecommunications regulators from imposing certain burdensome and inconsistent market entry requirements and certain other state utility rules and regulations on our service. State regulators continue to probe the limits of federal preemption in their attempts to apply state telecommunications regulation to interconnected VoIP service. On July 16, 2009, the Nebraska Public Service Commission and the Kansas Corporation Commission filed a petition with the FCC seeking a declaratory ruling or, alternatively, adoption of a rule declaring that state authorities may apply universal service funding requirements to nomadic VoIP providers. We participated in the FCC proceedings on the petition. On November 5, 2010, the FCC issued a declaratory ruling that allowed states to assess state USF on nomadic VoIP providers on a going forward basis provided that the states comply with certain conditions to ensure that imposing state USF does not conflict with federal law or policy. We expect that state public utility commissions and state legislators will continue their attempts to apply state telecommunications regulations to nomadic VoIP service.

Stand-by Letters of Credit

We had stand-by letters of credit totaling \$3,310 and \$4,306, as of September 30, 2014 and December 31, 2013, respectively.

End-User Commitments

We are obligated to provide telephone services to our registered end-users. The costs related to the potential utilization of minutes sold are expensed as incurred. Our obligation to provide this service is dependent on the proper functioning

of systems controlled by third-party service providers. We do not have a contractual service relationship with some of these providers.

Vendor Commitments

We have committed to purchase local inbound services from a vendor. We have committed to pay this vendor approximately \$1,000 in 2014, \$3,900 in 2015, and \$2,900 in 2016.

We have committed to purchase customer services from a vendor. We have committed to pay this vendor approximately \$200 in 2014, \$500 in 2015, \$300 in 2016, and \$200 in 2017.

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We have committed to purchase marketing services from a vendor. We have committed to pay this vendor approximately \$3,500 in 2014, \$13,900 in 2015 through 2018, and \$5,800 in 2019. We may terminate the contract commencing August 2015 subject to a minimum payment of \$10,500.

We have committed to purchase equipment from a vendor. We have committed to pay this vendor approximately \$900 in 2014 and \$3,600 in 2015,

State and Municipal Taxes

In accordance with generally accepted accounting principles, we make a provision for a liability for taxes when it is both probable that a liability has been incurred and the amount of the liability or range of liability can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. For a period of time, we did not collect or remit state or municipal taxes (such as sales, excise, utility, use, and ad valorem taxes), fees or surcharges (“Taxes”) on the charges to our customers for our services, except that we historically complied with the New Jersey sales tax. We have received inquiries or demands from a number of state and municipal taxing and 911 agencies seeking payment of Taxes that are applied to or collected from customers of providers of traditional public switched telephone network services. Although we have consistently maintained that these Taxes do not apply to our service for a variety of reasons depending on the statute or rule that establishes such obligations, we are now collecting and remitting sales taxes in certain of those states including a number of states that have changed their statutes to expressly include VoIP. In addition, many states address how VoIP providers should contribute to support public safety agencies, and in those states we remit fees to the appropriate state agencies. We could also be contacted by state or municipal taxing and 911 agencies regarding Taxes that do explicitly apply to VoIP and these agencies could seek retroactive payment of Taxes. As such, we have a reserve of \$3,524 as of September 30, 2014 as our best estimate of the potential tax exposure for any retroactive assessment. We believe the maximum estimated exposure for retroactive assessments is approximately \$5,000 as of September 30, 2014.

Note 7. Noncontrolling Interest and Redeemable Noncontrolling Interest

In the third quarter of 2013, we formed a consolidated foreign subsidiary in Brazil in connection with our previously announced joint venture in Brazil, creating a redeemable noncontrolling interest. The redeemable noncontrolling interest originally consisted of the 30.0% interest in this subsidiary held by our joint venture partner.

Pursuant to the stockholder agreement governing the joint venture, we have the right to purchase this noncontrolling interest (“call right”) from the joint venture partner and our joint venture partner has the right to sell the noncontrolling interest (“put right”) to us subject to certain triggering events. The amounts at which the call right can be exercised are based on appraised value as prescribed by the stockholder agreement, subject to certain adjustments ranging from 50% to 150%, multiplied by the noncontrolling interest holder’s percentage ownership of the subsidiary that is subject to the triggering event. The amounts at which the put right can be exercised are based on appraised value as prescribed by the stockholder agreement, subject to certain adjustments ranging from 50% to 120%, multiplied by the noncontrolling interest holder’s percentage ownership of the subsidiary that is subject to the triggering event. We adjust the redeemable noncontrolling interest to the redemption values at the end of each reporting period should it become probable that the noncontrolling interest will be redeemable. At that time the changes in the noncontrolling interest will be recognized as an adjustment to retained earnings, or in the absence of retained earnings, as an adjustment to additional paid-in capital.

On December 3, 2013, we extended a loan of \$545 to our consolidated foreign subsidiary in Brazil pursuant to the shareholder agreement to meet the capital call requirement of our joint venture partner. The loan bore interest at a rate equal to 105% of rate of the Sistema Especial de Liquidação e Custódia (SELIC) (“SELIC Rate”).

In February 2014, pursuant to the shareholder agreement, we notified our joint venture partner that we are exercising our dilution rights as our joint venture partner did not meet a second successive capital call on December 17, 2013. As such, the loan that was provided in December was converted to equity once we made the second missed capital call of \$503. The dilution process was completed at the end of March 2014, increasing our ownership interest to 91% . We had provided our joint venture partner with an opportunity to repurchase their diluted equity in connection with the first capital call in 2014, which was completed in September 2014. Our joint venture partner did not exercise their repurchase right which resulted in the redemption obligations being eliminated. As such, we have reclassified as of September 30, 2014 the redeemable noncontrolling interest previously included in the mezzanine section of our Consolidated Balance Sheets to noncontrolling interest in the Stockholders' Equity section of our Consolidated Balance Sheets. Our current ownership interest is 96%.

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(Unaudited)

Note 8. Subsequent Events

On November 4, 2014, we entered into a definitive agreement to acquire Telesphere Networks Ltd. ("Telesphere"), a leading provider of cloud PBX and related Communications as a Service solutions. Subject to customary closing conditions, we will acquire Telesphere for \$114,000, including shares of Vonage common stock priced leading up to closing (which shares have an aggregate value of approximately \$22,800) and cash consideration of \$91,200, subject to adjustments including for closing cash and working capital of Telesphere, reductions for indebtedness and transaction expenses of Telesphere that remain unpaid as of closing, and deposits into the escrow funds, pursuant to the definitive agreement. We expect to finance the transaction through a combination of cash from our balance sheet and from our revolving credit facility.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion together with our consolidated financial statements and the related notes included elsewhere in this Form 10-Q and our audited financial statements included in our Annual Report on Form 10-K. This discussion contains forward-looking statements. These forward-looking statements are based on information available at the time the statements are made and/or management's belief as of that time with respect to future events and involve risks and uncertainties that could cause actual results and outcomes to be materially different. Important factors that could cause such differences include but are not limited to: the competition we face; our ability to adapt to rapid changes in the market for voice and messaging services; our ability to retain customers and attract new customers; our ability to establish and expand strategic alliances; governmental regulation and related actions and taxes; increased market and competitive risks, including currency restrictions; risks related to the acquisition or integration of businesses or joint ventures; the impact of fluctuations in economic conditions, particularly on our small and medium business customers; our ability to obtain or maintain relevant intellectual property licenses; intellectual property and other litigation that has been and may be brought against us; failure to protect our trademarks and internally developed software; security breaches and other compromises of information security; our dependence on third party facilities, equipment, systems and services; system disruptions or flaws in our technology and systems; uncertainties relating to regulation of VoIP services; liability under anti-corruption laws; results of regulatory inquiries into our business practices; fraudulent use of our name or services; our ability to maintain data security; our dependence upon key personnel; our dependence on our customers' existing broadband connections; differences between our service and traditional phone services; restrictions in our debt agreements that may limit our operating flexibility; our ability to obtain additional financing if required; any reinstatement of holdbacks by our vendors; our history of net losses and ability to achieve consistent profitability in the future; the Company's available capital resources and other financial and operational performance which may cause the Company not to make common stock repurchases as currently anticipated or to commence or suspend such repurchases from time to time without prior notice; and other factors that are set forth in the "Risk Factors" in our Annual Report on Form 10-K, in our Quarterly Reports on Form 10-Q and in our Current Reports on Form 8-K. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to the date this Form 10-Q is filed with the Securities and Exchange Commission.

Financial Information Presentation

For the financial information discussed in this Quarterly Report on Form 10-Q, other than per share and per line amounts, dollar amounts are presented in thousands, except where noted. All trademarks are the property of their owners.

Recent Developments

On November 4, 2014, we entered into a definitive agreement to acquire Telesphere Networks Ltd. ("Telesphere"), a leading provider of cloud PBX and related Communications as a Service solutions. Subject to customary closing conditions, we will acquire Telesphere for \$114,000, including shares of Vonage common stock priced leading up to closing (which shares have an aggregate value of approximately \$22,800) and cash consideration of \$91,200, subject to adjustments including for closing cash and working capital of Telesphere, reductions for indebtedness and transaction expenses of Telesphere that remain unpaid as of closing, and deposits into the escrow funds, pursuant to the definitive agreement. We expect to finance the transaction through a combination of cash from our balance sheet and from our revolving credit facility.

Overview

We are a leading provider of communications services connecting consumers and businesses through cloud-connected devices worldwide. We rely heavily on our network, which is a flexible, scalable Session Initiation Protocol (SIP) based Voice over Internet Protocol, or VoIP, network. This platform enables a user via a single "identity," either a number or user name, to access and utilize services and features regardless of how they are connected to the Internet, including over 3G, 4G, Cable, or DSL broadband networks. This technology enables us to offer our customers attractively priced voice and messaging services and other features around the world on a variety of devices.

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Since its inception, Vonage has used IP technology to disrupt large existing markets by offering high-value, low cost communications services. From its start-up roots, the Company has evolved into a leader in the VoIP services market, with 2.5 million customer lines serving residential and small and medium business customers. Customers using our core Vonage landline replacement service are located in the United States (93% of lines), Canada and the UK. Our mobile applications serve customers around the world.

Key to the Company's evolution was our strategic, operational and financial transformation, which was largely completed in 2012. This transformation resulted in a dramatic swing to profitability enabled by significant cost reductions, a meaningful lowering of customer defections, and the successful restructuring of our balance sheet. This transformation positioned the Company to pursue our current growth strategy.

Strategically, we shifted our primary focus in our domestic markets to serving the rapidly growing but under-served ethnic segments in the United States with international calling needs. We improved the customer value proposition by being the first to deliver flat-rate, unlimited calling to over 60 countries with the launch of our Vonage World service, and we differentiated our service by providing enhanced features, including our mobile Extensions service, at no extra cost. These strategic shifts have resulted in new customers with a higher average lifetime value and a better churn profile than those in the past. Most recently, we have extended these benefits to include mobile-inbound calling for our mobile Extensions service, along with an additional Extensions line provided at no additional cost. These developments continue our focus on providing a full product set to our most valuable customers.

Our focus on operations during this period has resulted in a significantly improved cost structure. We have implemented operational efficiencies throughout our business and have reduced domestic and international termination costs per minute, and customer care costs. Importantly, we have enabled structural cost reductions while significantly improving network call quality and customer service performance. Improvements in the overall customer experience have contributed to lower churn, which has remained in the mid 2% range for six consecutive quarters. Through debt refinancings in December 2010, July 2011, February 2013, and August 2014, we have fundamentally improved our balance sheet, reducing interest rates from as high as 20% in 2009 to less than 4%.

In part as a result of our operational and financial stability, and our disciplined approach to cash management, we established our share repurchase program which was first instituted in August of 2012. The Company currently has a \$100,000 repurchase authorization in place which expires on December 31, 2014. We believe our repurchase program reflects our balanced approach to capital allocation as we invest for growth through our growth priorities and deliver value to shareholders without compromising our ongoing operational needs.

Having achieved operational and financial stability, we are focused on driving revenue through three major growth priorities. The first of these is continued penetration of our core North American markets, where we will continue to provide value in international long distance and target under-served ethnic segments, where we have entered the low-end domestic market with our flanker brand, BasicTalk, a low-priced home phone service offering unlimited calling throughout the United States, and where we have expanded our offering to small and medium business (SMB) and small office, home office (SOHO) customers through Vonage Business Solutions ("VBS"). Our second growth priority is international expansion outside of North America through strategic partnerships. Finally, our third growth priority is mobile services, which we view as a strategic enabler of the Company's entire product offering.

We had approximately 2.5 million subscriber lines for broadband telephone replacement services as of September 30, 2014. We bill customers in the United States, Canada, the United Kingdom, and Brazil. Customers in the United States represented 93% of our subscriber lines at September 30, 2014.

Trends and Key Operating Data

A number of trends in our industry have a significant effect on our results of operations and are important to an understanding of our financial statements.

Competitive landscape. We face intense competition from traditional telephone companies, wireless companies, cable companies, and alternative communication providers. Most traditional wireline and wireless telephone service providers and cable companies are substantially larger and better capitalized than we are and have the advantage of a large existing customer base. In addition, because our competitors provide other services, they often choose to offer

VoIP services or other voice services as part of a bundle that includes other products, such as video, high speed Internet access, and wireless telephone service, which we do not offer. In addition, such competitors may in the future require new customers or existing customers making changes to their service to purchase voice services when purchasing high speed Internet access. Further, as wireless providers offer more minutes at lower prices, better coverage, and companion landline alternative services, their services have become more attractive to households as a replacement for wireline service. We also compete against alternative communication providers, such as magicJack, Skype, and Google Voice. Some of these service providers have chosen to sacrifice telephony revenue in order to gain market

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share and have offered their services at low prices or for free. As we continue to introduce applications that integrate different forms of voice and messaging services over multiple devices, we are facing competition from emerging competitors focused on similar integration, as well as from alternative voice communication providers. In addition, our competitors have partnered and may in the future partner with other competitors to offer products and services, leveraging their collective competitive positions. We also are subject to the risk of future disruptive technologies. In connection with our increasing emphasis on the international long distance market in the United States, we face competition from low-cost international calling cards and VoIP providers in addition to traditional telephone companies, cable companies, and wireless companies.

Broadband adoption. The number of United States households with broadband Internet access has grown significantly. On March 16, 2010, the Federal Communications Commission (“FCC”) released its National Broadband Plan, which seeks, through supporting broadband deployment and programs, to encourage broadband adoption for the approximately 100 million United States residents who do not have broadband at home. We expect the trend of greater broadband adoption to continue. We benefit from this trend because our service requires a broadband Internet connection and our potential addressable market increases as broadband adoption increases.

Regulation. Our business has developed in a relatively lightly regulated environment. The United States and other countries, however, are examining how VoIP services should be regulated. A November 2010 order by the FCC that permits states to impose state universal service fund obligations on VoIP service, discussed in Note 10 to our financial statements, is an example of efforts by regulators to determine how VoIP service fits into the telecommunications regulatory landscape. In addition to regulatory matters that directly address VoIP, a number of other regulatory initiatives could impact our business. One such regulatory initiative is net neutrality. In December 2010, the FCC adopted a revised set of net neutrality rules for broadband Internet service providers. These rules made it more difficult for broadband Internet service providers to block or discriminate against Vonage service. On January 14, 2014, the D.C. Circuit Court of Appeals vacated the anti-blocking and the unreasonable discrimination provisions of the rules. The D.C. Circuit decision did not foreclose the FCC from adopting anti-blocking or non-discrimination rules. On February 19, 2014, FCC Chairman Tom Wheeler announced that the FCC would not appeal the D.C. Circuit decision, electing to pursue restoration of the vacated provisions using the authority that the FCC has over broadband services, as recognized by the D.C. Circuit. The FCC adopted a new Notice of Proposed Rulemaking (“NPRM”) on net neutrality rules at its May 15, 2014 meeting. Opening comments on the NPRM were due July 18, 2014 and reply comments were due September 15, 2014. Vonage has timely submitted opening and response comments. In addition, on February 9, 2011, the FCC released a Notice of Proposed Rulemaking on reforming universal service and the intercarrier compensation (“ICC”) system that governs payments between telecommunications carriers primarily for terminating traffic. The FCC's adoption of an ICC proposal will impact Vonage's costs for telecommunications services. On October 27, 2011, the FCC adopted an order reforming universal service and ICC. The FCC order provides that VoIP originated calls will be subject to interstate access charges for long distance calls and reciprocal compensation for local calls that terminate to the public switched telephone network (“PSTN”). The termination charges for all traffic, including VoIP originated traffic, will transition over several years to a bill and keep arrangement (i.e., no termination charges). On May 23, 2014, the 10th Circuit upheld the FCC’s order. We believe that the order will positively impact our costs over time.

The table below includes key operating data that our management uses to measure the growth and operating performance of our business:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Gross subscriber line additions	159,708	174,670	523,467	478,085
Change in net subscriber lines	(19,001)	10,738	(13,193)	879
Subscriber lines (at period end)	2,529,733	2,360,695	2,529,733	2,360,695
Average monthly customer churn	2.7 %	2.6 %	2.7 %	2.5 %
Average monthly operating revenues per line	\$28.19	\$28.87	\$28.67	\$29.09
	\$6.54	\$7.48	\$6.78	\$7.61

Average monthly direct cost of telephony services per line

Marketing costs per gross subscriber line addition	\$365	\$339	\$333	\$354
Employees (excluding temporary help) (at period end)	1,258	933	1,258	933

Gross subscriber line additions. Gross subscriber line additions for a particular period are calculated by taking the net subscriber line additions during that particular period and adding to that the number of subscriber lines that terminated during that period. This number does not include subscriber lines both added and terminated during the period, where termination occurred

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within the first 30 days after activation. The number does include, however, subscriber lines added during the period that are terminated within 30 days of activation but after the end of the period.

Net subscriber line additions. Net subscriber line additions for a particular period reflect the number of subscriber lines at the end of the period, less the number of subscriber lines at the beginning of the period.

Subscriber lines. Our subscriber lines include, as of a particular date, all paid subscriber lines from which a customer can make an outbound telephone call on that date. Our subscriber lines include fax lines, including fax lines bundled with subscriber lines in our small office home office calling plans and soft phones, but do not include our virtual phone numbers or toll free numbers, which only allow inbound telephone calls to customers. Beginning October 1, 2014, the Company no longer charges for second line mobile Extensions provided to customers. Future period subscriber line metrics will reflect the reduction in paid subscriber lines resulting from this benefit to customers. Subscriber lines increased from 2,360,695 as of September 30, 2013 to 2,529,733 as of September 30, 2014, primarily due to lines attributable to VBS. For the nine months ended September 30, 2014, subscriber lines decreased by 13,193, reflecting planned actions to enhance the profitability of the assisted sales channel by eliminating lower performing locations and restructuring the pricing offers.

Average monthly customer churn. Average monthly customer churn for a particular period is calculated by dividing the number of customers that terminated during that period by the simple average number of customers during the period, and dividing the result by the number of months in the period. The simple average number of customers during the period is the number of customers on the first day of the period, plus the number of customers on the last day of the period, divided by two. Terminations, as used in the calculation of churn statistics, do not include customers terminated during the period if termination occurred within the first 30 days after activation. Our average monthly customer churn was 2.7% for the three months ended September 30, 2014, compared to 2.6% for the three months ended June 30 2014 and September 30, 2013. Our average monthly customer churn increased to 2.7% for the nine months ended September 30, 2014 from 2.5% for the nine months ended September 30, 2013. The increases were due primarily to the higher early life churn rate of customers acquired through retail channels without a minimum service requirement, including assisted selling and community sales channels, which have increased as a percentage of our total customer base. We monitor churn on a daily basis and use it as an indicator of the level of customer satisfaction. Other companies may calculate churn differently, and their churn data may not be directly comparable to ours.

Customers who have been with us for a year or more tend to have a lower churn rate than customers who have not. In addition, our customers who are international callers generally churn at a lower rate than customers who are domestic callers. Our churn will fluctuate over time due to economic conditions, competitive pressures, marketplace perception of our services, and our ability to provide high quality customer care and network quality and add future innovative products and services.

Average monthly revenues per line. Average monthly revenues per line for a particular period is calculated by dividing our revenues for that period by the simple average number of subscriber lines for the period, and dividing the result by the number of months in the period. The simple average number of subscriber lines for the period is the number of subscriber lines on the first day of the period, plus the number of subscriber lines on the last day of the period, divided by two. Our average monthly revenues per line decreased to \$28.19 for the three months ended September 30, 2014 compared to \$28.87 for the three months ended September 30, 2013 due primarily to rate plan mix. The continued expansion of lower priced plan offerings including BasicTalk to meet customer needs may cause downward pressure on average monthly revenues per line, offset by any selected pricing actions.

Average monthly direct cost of telephony services per line. Average monthly direct cost of telephony services per line for a particular period is calculated by dividing our direct cost of telephony services for that period by the simple average number of subscriber lines for the period, and dividing the result by the number of months in the period. We use the average monthly direct cost of telephony services per line to evaluate how effective we are at managing our costs of providing service. Our average monthly direct cost of telephony services per line decreased to \$6.54 for the three months ended September 30, 2014 compared to \$7.48 for the three months ended September 30, 2013, due primarily to the decrease in termination costs driven by more favorable rates negotiated with our service providers. Marketing cost per gross subscriber line addition. Marketing cost per gross subscriber line addition is calculated by dividing our marketing expense for a particular period by the number of gross subscriber line additions during the

period. Marketing expense does not include the cost of certain customer acquisition activities, such as rebates and promotions, which are accounted for as an offset to revenues, or customer equipment subsidies, which are accounted for as direct cost of goods sold. As a result, it does not represent the full cost to us of obtaining a new customer. Our marketing cost per gross subscriber line addition was higher at \$365 for the three months ended September 30, 2014 compared to \$339 for the three months ended September 30, 2013 due to changes to our retail offers aimed at enhancing customer profitability and reducing customer churn, which resulted in a softening of gross subscriber line additions in our consumer business, partially offset by our investment in VBS.

Employees. Employees represent the number of personnel that are on our payroll and exclude temporary or outsourced labor.

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Revenues

Revenues consist of telephony services revenue and customer equipment and shipping revenue. Substantially all of our revenues are telephony services revenue. In the United States, we offer domestic and international rate plans to meet the needs of our customers, including a variety of residential plans and mobile plans. The “Vonage World” plan, available in the United States and Canada, offers unlimited calling across the United States and Puerto Rico, unlimited international calling to over 60 countries including India, Mexico, and China, subject to certain restrictions, and voicemail to text messages with Vonage Visual Voicemail. Each of our unlimited plans other than Vonage World offers unlimited domestic calling as well as unlimited calling to Puerto Rico, Canada, and selected European countries, subject to certain restrictions. Each of our basic plans offers a limited number of domestic calling minutes per month. We offer similar plans in Canada. Under our basic plans, we charge on a per minute basis when the number of domestic calling minutes included in the plan is exceeded for a particular month. International calls (except for calls to Puerto Rico, Canada and certain European countries under our unlimited plans and a variety of countries under international calling plans and Vonage World) are charged on a per minute basis. These per minute fees are not included in our monthly subscription fees. Through our recent acquisition of Vocalocity, we offer SMB and SOHO customers several service plans with different pricing structures under the Vonage Business Solutions brand. The service plans include an array of basic and enhanced features applicable to the needs of SMB and SOHO customers. Customers also have the opportunity to purchase premium features for additional fees.

We are integrating the combined operations of Vocalocity, now under the VBS brand, with Vonage, eliminating overlapping processes and integrating products and sales efforts. We are also optimizing lead flow generated by the Vonage brand, directing prospective business customers from Vonage inbound telemarketing or websites to the VBS website and inbound telesales channels. We expect these efforts to shift certain core gross subscriber line additions and revenue from the Vonage consumer business to VBS, leading to subscriber additions with higher total lines and average monthly revenue per line.

In addition to our landline telephony business, we are leveraging our technology to offer services and applications for mobile and other connected devices to address large existing markets. We introduced our first mobile offering in late 2009 and in early 2012 we introduced Vonage Mobile, our all-in-one mobile application that provides free calling and messaging between users who have the application, as well as traditional paid international calling to any other phone. This mobile application works over WiFi, 3G and 4G and in more than 90 countries worldwide. The application consolidates the best features of our prior applications, while adding important functionality, value and ease of use, including direct payment through iTunes.

We derive most of our telephony services revenue from monthly subscription fees that we charge our customers under our service plans. We also offer fax service, virtual phone numbers, toll free numbers and other services, and charge an additional monthly fee for each service. We automatically charge these fees to our customers’ credit cards, debit cards, or electronic check payments (“ECP”), monthly in advance. We also automatically charge the per minute fees not included in our monthly subscription fees to our customers’ credit cards, debit cards or ECP monthly in arrears unless they exceed a certain dollar threshold, in which case they are charged immediately.

By collecting monthly subscription fees in advance and certain other charges immediately after they are incurred, we are able to reduce the amount of accounts receivable that we have outstanding, thus allowing us to have lower working capital requirements. Collecting in this manner also helps us mitigate bad debt losses, which are recorded as a reduction to revenue. If a customer’s credit card, debit card or ECP is declined, we generally suspend international calling capabilities as well as the customer’s ability to incur domestic usage charges in excess of their plan minutes. Historically, in most cases, we are able to correct the problem with the customer within the current monthly billing cycle. If the customer’s credit card, debit card or ECP could not be successfully processed during three billing cycles (i.e., the current and two subsequent monthly billing cycles), we terminate the account.

In the United States, we charge regulatory, compliance, E-911, and intellectual property-related recovery fees on a monthly basis to defray costs, and to cover taxes that we are charged by the suppliers of telecommunications services. In addition, we recognize revenue on a gross basis for contributions to the Federal Universal Service Fund (“USF”) and related fees. All other taxes are recorded on a net basis.

In addition, historically, we charged a disconnect fee for customers who terminated their service plan within the first twelve months of service. Disconnect fees are recorded as revenue and are recognized at the time the customer terminates service. Beginning in September 2010, we eliminated the disconnect fee for new customers. In February of 2012 we re-introduced service agreements as an option for new customers.

Telephony services revenue is offset by the cost of certain customer acquisition activities, such as rebates and promotions.

Customer equipment and shipping revenue consists of revenue from sales of customer equipment to our wholesalers or directly to customers and retailers. In addition, customer equipment and shipping revenues include revenues from the sale of VoIP

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telephones in order to access our small and medium business services on a net basis rather than a gross basis as we act as an agent, rather than a principal. Customer equipment and shipping revenue also includes the fees, when collected, that we charge our customers for shipping any equipment to them.

Operating Expenses

Operating expenses consist of direct cost of telephony services, direct cost of goods sold, selling, general and administrative expense, marketing expense, and depreciation and amortization.

Direct cost of telephony services. Direct cost of telephony services primarily consists of fees that we pay to third parties on an ongoing basis in order to provide our services. These fees include:

Access charges that we pay to other telephone companies to terminate domestic and international calls on the public switched telephone network. These costs represented approximately 50% and 53% of our total direct cost of telephony services for the three months ended September 30, 2014 and 2013, respectively, with a portion of these payments ultimately being made to incumbent telephone companies. When a Vonage subscriber calls another Vonage subscriber, we do not pay an access charge.

The cost of leasing Internet transit services from multiple Internet service providers. This Internet connectivity is used to carry VoIP session initiation signaling and packetized audio media between our subscribers and our regional data centers.

The cost of leasing from other telephone companies the telephone numbers that we provide to our customers. We lease these telephone numbers on a monthly basis.

- The cost of co-locating our regional data connection point equipment in third-party facilities owned by other telephone companies, Internet service providers or collocation facility providers.

The cost of providing local number portability, which allows customers to move their existing telephone numbers from another provider to our service. Only regulated telecommunications providers have access to the centralized number databases that facilitate this process. Because we are not a regulated telecommunications provider, we must pay other telecommunications providers to process our local number portability requests.

The cost of complying with FCC regulations regarding VoIP emergency services, which require us to provide enhanced emergency dialing capabilities to transmit 911 calls for our customers.

Taxes that we pay on our purchase of telecommunications services from our suppliers or imposed by government agencies such as Federal USF and related fees.

License fees for use of third party intellectual property.

Direct cost of goods sold. Direct cost of goods sold primarily consists of costs that we incur when a customer first subscribes to our service. These costs include:

The cost of the equipment that we provide to residential customers who subscribe to our service through our direct sales channel in excess of activation fees when an activation fee is collected. Business customers' purchased equipment is recorded on a net basis. The remaining cost of customer equipment is deferred up to the activation fee collected and amortized over the estimated average customer life.

The cost of the equipment that we sell directly to retailers.

The cost of shipping and handling for customer equipment, together with the installation manual, that we ship to customers.

The cost of certain products or services that we give customers as promotions.

Selling, general and administrative expense. Selling, general and administrative expense includes:

Compensation and benefit costs for all employees, which is the largest component of selling, general and administrative expense and includes customer care, research and development, network engineering and operations, sales and marketing, executive, legal, finance, and human resources personnel.

Share-based expense related to share-based awards to employees, directors, and consultants.

Outsourced labor related to customer care, kiosk and events sales teams, and retail support activities.

Product awareness advertising.

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• Transaction fees paid to credit card, debit card, and ECP companies and other third party billers such as iTunes, which may include a per transaction charge in addition to a percent of billings charge.

• Rent and related expenses.

• Professional fees for legal, accounting, tax, public relations, lobbying, and development activities.

• Acquisition related transaction and integration costs.

• Litigation settlements.

Marketing expense. Marketing expense includes:

• Advertising costs, which comprise a majority of our marketing expense and include online, television, direct mail, alternative media, promotions, sponsorships, and inbound and outbound telemarketing.

• Creative and production costs.

• The costs to serve and track our online advertising.

• Certain amounts we pay to retailers for activation commissions.

• The cost associated with our customer referral program.

Depreciation and amortization expenses. Depreciation and amortization expenses include:

• Depreciation of our network equipment, furniture and fixtures, and employee computer equipment.

• Amortization of leasehold improvements and purchased and developed software.

• Amortization of intangible assets (developed technology, customer relationships, non-compete agreements, patents, trademarks and trade names).

• Loss on disposal or impairment of property and equipment.

Other Income (Expense)

Other Income (Expense) includes:

• Interest income on cash and cash equivalents.

• Interest expense on notes payable, patent litigation judgments and settlements and capital leases.

• Amortization of debt related costs.

• Realized and unrealized gains (losses) on foreign currency.

Results of Operations

The following table sets forth, as a percentage of consolidated operating revenues, our consolidated statement of operations for the periods indicated:

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	Three Months Ended		Nine Months Ended		
	September 30, 2014	2013	September 30, 2014	2013	
Revenues	100	% 100	% 100	% 100	%
Operating Expenses:					
Direct cost of telephony services (excluding depreciation and amortization)	23	26	24	26	
Direct cost of goods sold	4	4	4	4	
Selling, general and administrative	34	32	34	31	
Marketing	27	29	27	27	
Depreciation and amortization	6	4	6	4	
	94	95	95	92	
Income from operations	6	5	5	8	
Other Income (Expense):					
Interest income	—	—	—	—	
Interest expense	(1	) (1	) (1	) (1)
Other income (expense), net	—	—	—	—	
	(1	) (1	) (1	) (1)
Income before income tax expense	5	4	4	7	
Income tax expense	(3	) (2	) (2	) (3)
Net income	2	% 2	% 2	% 4	%
Plus: Net loss attributable to noncontrolling interest	—	% —	% —	% —	%
Net income attributable to Vonage	2	% 2	% 2	% 4	%

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Revenues, Direct Cost of Telephony Services and Direct Cost of Goods Sold

(in thousands, except percentages)	Three Months Ended				Nine Months Ended			
	September 30,		Dollar Change	Percent Change	September 30,		Dollar Change	Percent Change
	2014	2013			2014	2013		
Revenues	\$214,737	\$203,984	\$10,753	5 %	\$654,352	\$617,847	\$36,505	6 %
Direct cost of telephony services(1)	49,830	52,882	(3,052)	(6)%	154,832	161,590	(6,758)	(4)%
Direct cost of goods sold	9,205	9,535	(330)	(3)%	28,394	27,630	764	3%
	155,702	141,567	14,135	10 %	471,126	428,627	42,499	10 %

(1) Excludes depreciation and amortization of \$4,704, \$3,522, \$14,956, and \$10,484, respectively.

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Revenues. The increase in revenues of \$10,753, or 5%, was driven by an increase of \$12,731 in monthly subscription fees primarily due to revenue of \$20,074 from VBS, partially offset by rate plan mix and lower customer acquisitions on premium plans of \$7,343. There was an increase in equipment and shipping revenue of \$487 and an increase in overage in plan minutes of \$661, which included \$741 from VBS. These increases were offset by a decrease in international minutes of use revenue of \$1,437, an increase in bad debt of \$100, a decrease in additional features revenue of \$127, and a decrease in fees that we charged for disconnecting our service of \$226. There was also a decrease in our regulatory fee revenue of \$187, which included an increase of \$2,821 from VBS offset by lower regulatory fee revenue from our consumer business, and a decrease of \$363 in USF fees, which included an increase of \$758 from VBS. In addition, there was an increase in credits issued to subscribers of \$508 and a decrease of other revenue of \$180.

Direct cost of telephony services. The decrease in direct cost of telephony services of \$3,052, or 6%, was primarily driven by a decrease in international usage of \$3,387 and a decrease of USF and related fees imposed by government agencies of \$360. These decreases were offset by an increase in domestic termination costs of \$501, which are costs that we pay other phone companies for terminating phone calls and an increase in other costs of \$194.

Direct cost of goods sold. The decrease in direct cost of goods sold of \$330, or 3%, was primarily due to a decrease in waived activation fees for new customers of \$733 offset by an increase in customer equipment costs of \$385 driven by VBS.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Revenues. The increase in revenues of \$36,505, or 6%, was driven by an increase of \$38,352 in monthly subscription fees primarily due to revenue of \$54,659 from VBS, partially offset by rate plan mix and lower customer acquisitions on premium plans of \$16,307. There was an increase in USF fees of \$1,440, which included an increase of \$2,062 from VBS offset by lower USF fees from our consumer business. There was a decrease in credits issued to subscribers of \$1,058, an increase in equipment and shipping revenue of \$1,121, and an increase in overage in plan minutes of \$2,020, which included \$1,898 from VBS. These increases were offset by a decrease in international minutes of use revenue of \$4,057, an increase in bad debt of \$1,518, a decrease in additional features revenue of \$492, and a decrease in fees that we charged for disconnecting our service of \$854. There was also a decrease in regulatory recovery fees of \$289, which included an increase of \$7,602 from VBS offset by lower regulatory fee revenue from our consumer business.

Direct cost of telephony services. The decrease in direct cost of telephony services of \$6,758, or 4%, was primarily driven by a decrease in international usage of \$7,675, a decrease in our network costs of \$1,818, which includes costs for co-locating in other carriers' facilities, leasing phone numbers, routing calls on the Internet, E-911 costs, and transferring calls to and from the Internet to the public switched telephone network. These decreases were offset by an increase in domestic termination costs of \$1,029, which are costs that we pay other phone companies for terminating

phone calls and an increase of USF and related fees imposed by government agencies of \$1,504.

Direct cost of goods sold. The increase in direct cost of goods sold of \$764, or 3%, was primarily due to an increase in customer equipment costs of \$3,961 driven by VBS. The increase was offset by a decrease in waived activation fees for new customers of \$2,878, a decrease in shipping costs of \$124, and a decrease in equipment amortization of \$195.

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Selling, General and Administrative

(in thousands, except percentages)	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Selling, general and administrative	\$73,414	\$64,752	\$8,662	13 %	\$225,436	\$189,143	\$36,293	19 %

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Selling, general and administrative. General and administrative expense increased by \$8,484 due to an increase in compensation and employee related expense of \$4,190, an increase in customer care costs of \$871 mainly from inclusion of VBS, and higher share based cost of \$1,101. There was also an increase in professional fees of \$1,143, credit card and ECP fees of \$344, facility expense of \$1,212 driven by insurance settlement in 2013, and other expense of \$284. These increases were partially offset by a decrease in acquisition related costs of \$678 in connection with the acquisition of VBS, primarily related to professional fees. Selling expense increased by \$178, including \$907 due to an increase in the number of retail stores with assisted selling and an increase of commissions paid to retailers of \$754, offset by a decrease of \$108 related to calling card launch and a decrease of \$1,375 in community sales teams.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Selling, general and administrative. General and administrative expense increased by \$29,906 due to an increase in compensation and employee related expense of \$15,017, an increase in customer care costs of \$3,459 mainly from inclusion of VBS, and higher share based cost of \$3,814. There was also an increase in credit card and ECP fees of \$854, professional fees of \$2,280, telecommunications expense of \$312, facility expense of \$2,207 driven by insurance settlement in 2013, and state and municipal taxes of \$261. These increases were offset by a decrease in acquisition related costs of \$560 in connection with the acquisition of VBS, primarily related to professional fees and a change in settlement expense of \$2,219 as last year included resolution of an insurance claim for prior period legal fees and settlement expenses of \$2,300. Selling expense increased by \$6,387, including \$5,531 due to an increase in the number of retail stores with assisted selling and commissions paid to retailers of \$2,010, offset by a decrease of \$1,113 in community sales teams.

Marketing

(in thousands, except percentages)	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Marketing	\$58,305	\$59,133	\$(828)	(1)%	\$174,572	\$169,132	\$5,440	3 %

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Marketing. The decrease in marketing expense of \$828, or 1%, was primarily due to lower television advertising as we adjust our media investment to optimize efficiency and changes to our retail offers aimed at enhancing customer profitability and reducing customer churn. These actions resulted in a softening of gross subscriber line additions in our consumer business partially offset by our investment in the VBS business.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Marketing. The increase in marketing expense of \$5,440, or 3%, primarily resulted from our investment in the VBS business, partially offset by lower television advertising as we adjust our media investment to optimize efficiency.

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Depreciation and Amortization

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Depreciation and amortization	\$12,346	\$8,459	\$3,887	46 %	\$37,143	\$24,639	\$12,504	51 %

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Depreciation and amortization. The increase in depreciation and amortization of \$3,887, or 46%, was primarily due to the amortization of \$3,556 which included \$3,763 of acquisition-related intangibles for VBS, an increase in software amortization of \$231, and an increase in depreciation of network equipment, computer hardware, and furniture of \$100.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Depreciation and amortization. The increase in depreciation and amortization of \$12,504, or 51%, was primarily due to the amortization of \$11,013 which included \$11,288 acquisition-related intangibles for VBS, an increase in software amortization of \$694, and an increase in depreciation of network equipment, computer hardware, and furniture of \$797.

Other Income (Expense)

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Interest income	\$37	\$97	\$(60)	(62)%	\$159	\$208	\$(49)	(24)%
Interest expense	(1,680)	(1,509)	(171)	(11)%	(5,191)	(4,698)	(493)	(10)%
Other income (expense), net	(2)	(15)	13	87%	21	(71)	92	130%
	\$(1,645)	\$(1,427)	\$(218)		\$(5,011)	\$(4,561)	\$(450)	

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Interest expense. The increase in interest expense of \$171, or 11%, was due mainly to the funds we borrowed from the 2013 Revolving Credit Facility in November 2013 in connection with the acquisition of Vocalocity and our refinancing in August 2014.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Interest expense. The increase in interest expense of \$493, or 10%, was due mainly to the funds we borrowed from the 2013 Revolving Credit Facility in November 2013 in connection with the acquisition of Vocalocity and our refinancing in August 2014.

Provision for Income Taxes

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Income tax expense	\$(5,627)	\$(3,811)	\$(1,816)	(48)%	\$(15,011)	\$(16,673)	\$1,662	10%
Effective tax rate	56.3 %	48.9 %			51.8 %	40.5 %		

We recognize income tax expense equal to pre-tax income multiplied by our effective income tax rate, an expense that had not been recognized prior to the reduction of the valuation allowance in the fourth quarter of 2011. In addition, adjustments are recorded for discrete period items related to stock compensation and changes to our state effective tax rate.

The provision also includes the federal alternative minimum tax and state and local income taxes.

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The effective tax rate is calculated by dividing income tax expense by income before income tax expense. The 2014 estimated annual effective tax rate is expected to approximate 51%, but may fluctuate each quarter due to our foreign operations and certain discrete period transactions. In 2014, our effective tax rate will be impacted by the effect of losses incurred in certain foreign jurisdictions for which we may not realize a tax benefit. The losses reduce our pre-tax income without a corresponding reduction in our tax expense, and therefore increase our effective tax rate.

Net Income

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Net income	\$4,365	\$3,985	\$380	10 %	\$13,953	\$24,479	\$(10,526)	(43)%

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Net income. Based on the explanations described above, net income increased by \$380, or 10%.
Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Net income. Based on the explanations described above, net income decreased by \$10,526, or 43%.

Net Loss Attributable to Noncontrolling Interest

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Net loss attributable to noncontrolling interest	\$191	\$222	\$(31)	(14)%	\$709	\$222	\$487	219 %

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Net loss attributable to noncontrolling interest. The net loss attributable to noncontrolling interest of \$191 represented 4.4% for September 2014 and 7.4% for July 2014 and August 2014 of the net loss of a consolidated subsidiary in Brazil.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Net loss attributable to noncontrolling interest. The net loss attributable to noncontrolling interest of \$709 represented 4.4% for September 2014, 7.4% for July 2014 and August 2014, 9% for the three months ended June 30, 2014, and 30% for the three months ended March 31, 2014 of the net loss of a consolidated subsidiary in Brazil.

Net Income Attributable to Vonage

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2014	2013	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
Net income attributable to Vonage	\$4,556	\$4,207	\$349	8 %	\$14,662	\$24,701	\$(10,039)	(41)%

Three Months Ended September 30, 2014 compared to Three Months Ended September 30, 2013

Net income attributable to Vonage. Based on the explanations described above, net income attributable to Vonage increased by \$349, or 8%.

Nine Months Ended September 30, 2014 compared to Nine Months Ended September 30, 2013

Net income attributable to Vonage. Based on the explanations described above, net income attributable to Vonage decreased by \$10,039, or 41%.

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Liquidity and Capital Resources

Overview

The following table sets forth a summary of our cash flows for the periods indicated:

	Nine Months Ended September 30,	
	2014	2013
	(in thousands)	
Net cash provided by operating activities	\$61,233	\$52,154
Net cash used in investing activities	(20,837	) (14,504
Net cash used in financing activities	(63,179	) (34,213

Operating Activities

Cash provided by operating activities increased to \$61,233 for the nine months ended September 30, 2014 compared to \$52,154 for the nine months ended September 30, 2013, primarily due to changes in working capital.

Changes in working capital requirements include changes in accounts receivable, inventory, prepaid and other assets, accounts payable, accrued and other liabilities, and deferred revenue and costs. Cash used for working capital requirements decreased by \$6,216 during the nine months ended September 30, 2014 compared to the prior year period, primarily due to reduction of inventory.

Investing Activities

Cash used in investing activities for the nine months ended September 30, 2014 of \$20,837 was attributable to the purchase of marketable securities of \$4,628, capital expenditures of \$7,236 and development of software assets of \$9,969, offset by a decrease in restricted cash of \$996 due to the return of part of the security deposit on our leased office property in Holmdel, New Jersey.

Cash used in investing activities for the nine months ended September 30, 2013 of \$14,504 was attributable to capital expenditures of \$7,008 and development of software assets of \$8,750, offset by a decrease in restricted cash of \$1,254 due primarily to the return of part of the security deposit of \$1,000 on our leased office property in Holmdel, New Jersey and the release of our letter of credit from our energy purchase plan of \$254.

Financing Activities

Cash used in financing activities for the nine months ended September 30, 2014 of \$63,179 was primarily attributable to \$31,666 in 2013 Credit Facility and 2013 Revolving Credit Facility principal payments, \$5,000 in 2014 Credit Facility principal payment, \$2,118 in capital lease payments, \$36,747 in common stock repurchases, and \$1,910 in 2014 credit facility debt related costs, partially offset by \$10,000 in net proceeds received from our 2014 Credit Facility and \$4,262 in proceeds received from the exercise of stock options.

Cash used in financing activities for the nine months ended September 30, 2013 of \$34,213 was primarily attributable to \$17,500 in 2013 Credit Facility principal payments, \$1,810 in capital lease payments, \$44,370 in common stock repurchases, and \$2,056 in 2013 Credit Facility debt related costs, partially offset by \$27,500 in net proceeds received from our 2013 Credit Facility, \$455 in proceeds from redeemable noncontrolling interest, and \$9,031 in proceeds received from the exercise of stock options offset by \$5,463 in proceeds paid in connection with the stock option cancellation.

For the nine months ended September 30, 2014, we generated income from operations. We expect to continue to balance efforts to grow our revenue while consistently achieving operating profitability. To grow our revenue, we continue to make investments in growth initiatives, marketing, application development, network quality and expansion, and customer care. Although we believe we will achieve consistent profitability in the future, we ultimately may not be successful and we may not achieve consistent profitability. We believe that cash flow from operations and cash on hand will fund our operations for at least the next twelve months.

Acquisition of Vocalocity

Vocalocity was acquired for \$130,000 adjusted for \$2,869 of excess cash as of the closing date and the increase in value of the 7,983 shares of Vonage common stock from the signing date to the closing date of \$1,298, resulting in a total acquisition cost of \$134,167. We financed the transaction through \$32,981 of cash and \$75,000 from our credit facility. The acquisition of Vocalocity

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immediately positioned Vonage as a leader in the SMB hosted VoIP market. SMB and SOHO services are offered under the Vonage Business Solutions brand.

2014 Financing

On August 13, 2014, we entered into a credit agreement (the "2014 Credit Facility") consisting of a \$100,000 senior secured term loan and a \$125,000 revolving credit facility. The co-borrowers under the 2014 Credit Facility are us and Vonage America Inc., our wholly owned subsidiary. Obligations under the 2014 Credit Facility are guaranteed, fully and unconditionally, by our other United States material subsidiaries and are secured by substantially all of the assets of each borrower and each guarantor. The lenders under the 2014 Credit Facility are JPMorgan Chase Bank, N.A., Citizens Bank, N.A., Silicon Valley Bank, SunTrust Bank, Fifth Third Bank, Keybank National Association, and MUFG Union Bank, N.A. JPMorgan Chase Bank, N.A. is a party to the agreement as administrative agent, Citizens Bank, N.A. as syndication agent, and Silicon Valley Bank and SunTrust Bank as documentation agents. J.P. Morgan Securities LLC and Citizens Bank, N.A. acted as joint lead bookrunners, and J.P. Morgan Securities LLC, Citizens Bank, N.A., Silicon Valley Bank, and SunTrust Robinson Humphrey Inc. acted as joint lead arrangers.

Use of Proceeds

We used \$90,000 of the net available proceeds of the 2014 Credit Facility to retire all of the debt under our 2013 Credit Facility. Remaining proceeds from the senior secured term loan and the undrawn revolving credit facility under the 2014 Credit Facility will be used for general corporate purposes. We also incurred \$1,910 of fees in connection with the 2014 Credit Facility, which is amortized, along with the unamortized fees of \$668 in connection with the 2013 Credit Facility, to interest expense over the life of the debt using the effective interest method.

2014 Credit Facility Terms

The following description summarizes the material terms of the 2014 Credit Facility:

The loans under the 2014 Credit Facility mature in August 2018. Principal amounts under the 2014 Credit Facility are repayable in quarterly installments of \$5,000 per quarter for the senior secured term loan. The unused portion of our revolving credit facility incurs a 0.40% commitment fee.

Outstanding amounts under the 2014 Credit Facility, at our option, will bear interest at:

LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility .

The 2014 Credit Facility provides greater flexibility to us in funding acquisitions and restricted payments, such as stock buybacks, than the 2013 Credit Facility.

We may prepay the 2014 Credit Facility at our option at any time without premium or penalty. The 2014 Credit Facility is subject to mandatory prepayments in amounts equal to:

100% of the net cash proceeds from any non-ordinary course sale or other disposition of our property and assets for consideration in excess of a certain amount subject to customary reinvestment provisions and certain other exceptions and

- 100% of the net cash proceeds received in connection with other non-ordinary course transactions, including insurance proceeds not otherwise applied to the relevant insurance loss.

Subject to certain restrictions and exceptions, the 2014 Credit Facility permits us to obtain one or more incremental term loans and/or revolving credit facilities in an aggregate principal amount of up to \$60,000 plus an amount equal to

repayments of the senior secured term loan upon providing documentation reasonably satisfactory to the administrative agent. The 2014 Credit Facility includes customary representations and warranties and affirmative covenants of the borrowers. In addition, the 2014 Credit Facility contains customary negative covenants, including, among other things, restrictions on the ability of us and our subsidiaries to consolidate or merge, create liens, incur additional indebtedness, dispose of assets, consummate acquisitions, make investments, and pay dividends and other distributions. We must also comply with the following financial covenants:

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a consolidated leverage ratio of no greater than 2.25 to 1.00;
a consolidated fixed coverage charge ratio of no less than 1.75 to 1.00 subject to adjustment to exclude up to \$80,000 in specified restricted payments;
minimum cash of \$25,000 including the unused portion of the revolving credit facility; and
maximum capital expenditures not to exceed \$55,000 during any fiscal year, provided that the unused amount of any permitted capital expenditures in any fiscal year may be carried forward to the next following fiscal year.

In addition, annual excess cash flow up to \$8,000 increases permitted capital expenditures.

As of September 30, 2014, we were in compliance with all covenants, including financial covenants, for the 2014 Credit Facility.

The 2014 Credit Facility contains customary events of default that may permit acceleration of the debt. During the continuance of a payment default, interest will accrue at a default interest rate of 2% above the interest rate which would otherwise be applicable, in the case of loans, and at a rate equal to the rate applicable to base rate loans plus 2%, in the case of all other amounts.

2013 Financing

On February 11, 2013 we entered into Amendment No. 1 to our July 2011 Credit Agreement (as further amended by Amendment No. 2 to our 2011 Credit Facility, the "2013 Credit Facility"). The 2013 Credit Facility consisted of a \$70,000 senior secured term loan and a \$75,000 revolving credit facility. The co-borrowers under the 2013 Credit Facility were our wholly owned subsidiary, Vonage America Inc., and us. Obligations under the 2013 Credit Facility were guaranteed, fully and unconditionally, by our other United States subsidiaries and were secured by substantially all of the assets of each borrower and each of the guarantors. On July 26, 2013 we entered into Amendment No. 2 to our 2011 Credit Agreement, which amended our financial covenant related to our consolidated fixed charge coverage ratio by increasing the amount of restricted payments excluded from such calculation from \$50,000 to \$80,000.

Use of Proceeds

We used \$42,500 of the net available proceeds of the 2013 Credit Facility to retire all of the debt under our 2011 Credit Facility. Remaining net proceeds of \$27,500 from the senior secured term loan and the undrawn revolving credit facility under the 2013 Credit Facility were to be used for general corporate purposes. We used \$75,000 from the 2013 revolving credit facility in connection with the acquisition of Vocalocity on November 15, 2013. We also incurred \$2,009 of fees in connection with the 2013 Credit Facility, which was amortized, along with the unamortized fees of \$670 in connection with the 2011 Credit Facility, to interest expense over the life of the debt using the effective interest method.

State and Local Sales Taxes

We also have contingent liabilities for state and local sales taxes. As of September 30, 2014, we had a reserve of \$3,524. If our ultimate liability exceeds this amount, it could affect our liquidity unfavorably. However, we do not believe it will significantly impair our liquidity.

Capital Expenditures

For the nine months ended September 30, 2014, capital expenditures were primarily for the implementation of software solutions and purchase of network equipment as we continue to expand our network. Our capital expenditures for the nine months ended September 30, 2014 were \$17,205, of which \$9,969 was for software acquisition and development. The majority of these expenditures are comprised of investments in information technology and systems infrastructure, including an electronic data warehouse, online customer service, and customer management platforms. For 2014, we believe our capital and software expenditures will be no greater than \$30,000.

Common Stock Repurchases

On July 25, 2012, our board of directors approved a plan to buy back up to \$50,000 of Vonage common stock through December 31, 2013. The specific timing and amount of repurchases would vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases would be made using our cash resources. The repurchase program was subject to suspension or discontinuation at any time without prior notice. For the period from January 1, 2013 to February 12, 2013, we repurchased \$5,374, or 2,189 shares of Vonage common stock under the \$50,000 repurchase program.

On February 7, 2013, Vonage's Board of Directors discontinued the remainder of our existing \$50,000 repurchase program effective at the close of business on February 12, 2013 with \$16,682 remaining, and authorized a new program to repurchase up to \$100,000 of the Company's outstanding shares by December 31, 2014. The specific timing and amount of repurchases would

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vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases will be made using our cash resources. The repurchase program may be suspended or discontinued at any time without prior notice. For the three months ended September 30, 2014, we repurchased \$13,260, or 3,841 shares of Vonage common stock under the \$100,000 repurchase program. As of September 30, 2014, approximately \$12,800 remained of our \$100,000 repurchase program. The repurchase program expires on December 31, 2014 but may be suspended or discontinued at any time without notice.

In any period under either repurchase program, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to financial market risks, including changes in currency exchange rates and interest rates.

Foreign Exchange Risk

We sell our products and services in the United States, Canada, the United Kingdom, and Brazil. Changes in currency exchange rates affect the valuation in our financial statements of the assets and liabilities of these operations. We also have a portion of our sales denominated in Euros, the Canadian dollar, the British Pound, and the Brazilian Real, which are also affected by changes in currency exchange rates. Our financial results could be affected by changes in foreign currency exchange rates, although foreign exchange risks have not been material to our financial position or results of operations to date.

Interest Rate and Debt Risk

Our exposure to market risk for changes in interest rates primarily relates to our long-term debt.

On August 13, 2014, we entered into a 2014 Credit Facility agreement. We are exposed to interest rate risk since amounts payable under the 2014 Credit Facility, at our option, bear interest at:

LIBOR (applicable to one-, two-, three-, six-, or twelve-month periods) plus an applicable margin equal to 2.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 3.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 3.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last day of each relevant interest period or, if the interest period is longer than three months, each day that is three months after the first day of the interest period, or the base rate determined by reference to the highest of (a) the federal funds effective rate from time to time plus 0.50%, (b) the prime rate of JPMorgan Chase Bank, N.A., and (c) the adjusted LIBO rate applicable to one month interest periods plus 1.00%, plus an applicable margin equal to 1.875% if our consolidated leverage ratio is less than 0.75 to 1.00, 2.125% if our consolidated leverage ratio is greater than or equal to 0.75 to 1.00 and less than 1.50 to 1.00, and 2.375% if our consolidated leverage ratio is greater than or equal to 1.50 to 1.00, payable on the last business day of each March, June, September, and December and the maturity date of the 2014 Credit Facility. If the interest rate on our variable rate debt changed by 1%, our annual debt service payment would change by approximately \$950.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Based on the evaluation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), our Chief Executive Officer and our Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Controls. There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II—Other Information

Item 1. Legal Proceedings

We are subject to a number of lawsuits, government investigations and claims arising out of the conduct of our business. See a discussion of our litigation matters in Note 6 of Notes to our Consolidated Financial Statements, which is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 2(a) and (b) are not applicable.

(c) Common stock repurchases (in thousands, except per share value):

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet be Purchased under the Plans or Program
July 1, 2014 - July 31, 2014	1,211	\$3.60	1,211	\$21,697
August 1, 2014 - August 31, 2014 (1)	1,326	\$3.34	1,326	\$17,266
September 1, 2014 - September 30, 2014 (2)	1,304	\$3.43	1,304	\$12,800
	3,841		3,841	

(1) including 192 shares, or \$646, of common stock repurchases settled in August 2014; excluding commission of \$2.

(2) including 192 shares, or \$633, of common stock repurchases settled in October 2014; excluding commission of \$2.

On February 7, 2013, Vonage's Board of Directors discontinued the remainder of the \$50,000 repurchase program, which was announced on July 25, 2012, effective at the close of business on February 12, 2013, with \$16,682 remaining, and authorized a new program to repurchase up to \$100,000 of the Company's outstanding shares. The \$100,000 repurchase program expires on December 31, 2014 but may be suspended or discontinued at any time without notice. The specific timing and amount of repurchases will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases will be made using our cash resources. In any period, cash used in financing activities related to common stock repurchases may differ from the comparable change in stockholders' equity, reflecting timing differences between the recognition of share repurchase transactions and their settlement for cash.

During the three months ended September 30, 2014, we repurchased 3,841 shares of Vonage Holdings Corp. common stock for \$13,261 using cash resources pursuant to the \$100,000 repurchase program. The repurchases occurred in the open market and pursuant to a trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934. As of September 30, 2014, approximately \$12,800 remained of our \$100,000 repurchase program.

Item 3. Defaults Upon Senior Securities

None.

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Item 4. Mine Safety Disclosures
Not applicable.

Item 5. Other Information
Not applicable.

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Item 6. Exhibits

- 10.1 Credit Agreement, dated August 13, 2014, by and among Vonage America Inc. and Vonage Holdings Corp., as borrowers, various lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent, Citizens Bank, N.A., as Syndication Agent, and Silicon Valley Bank and Suntrust Bank, as Documentation Agents (1)
- 10.2 Letter Agreement dated as of September 18, 2014 by and between Vonage Holdings Corp. and Pablo Calamera (1)*
- 31.1 Certification of the Company's Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 31.2 Certification of the Company's Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
- 32.1 Certification of the Company's Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(1)
- 101 The following financial statements from Vonage Holdings Corp.'s Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2014, filed with the Securities and Exchange Commission on November 5, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Stockholders' Deficit; and (vi) the Notes to Consolidated Financial Statements.

(1) Filed herewith.

* Management contract or compensatory plan or arrangement.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VONAGE HOLDINGS CORP.

Dated: November 5, 2014

By: /s/ David T. Pearson
David T. Pearson
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer and Duly Authorized
Officer)

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EXHIBIT INDEX

- 10.1 Credit Agreement, dated August 13, 2014, by and among Vonage America Inc. and Vonage Holdings Corp., as borrowers, various lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent, Citizens Bank, N.A., as Syndication Agent, and Silicon Valley Bank and Suntrust Bank, as Documentation Agents (1)
- 10.2 Letter Agreement dated as of September 18, 2014 by and between Vonage Holdings Corp. and Pablo Calamera (1)*
- 31.1 Certification of the Company's Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
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(1) Filed herewith.

* Management contract or compensatory plan or arrangement.