

VENROCK ASSOCIATES III LP
Form 4
April 04, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VENROCK ASSOCIATES III LP

2. Issuer Name and Ticker or Trading Symbol
VOCERA COMMUNICATIONS, INC. [VCRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O VENROCK, 3340 HILLVIEW AVE.

04/02/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

PALO ALTO, CA 94304

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/02/2012 | | C | | 2,105,262 | A | (\$) |
| Common Stock | 04/02/2012 | | C | | 421,214 | A | (\$) |
| Common Stock | 04/02/2012 | | C | | 113,811 | A | (\$) |
| Common Stock | 04/02/2012 | | C | | 222,317 | A | (\$) |
| Common Stock | 04/02/2012 | | X | | 130,179 | A | \$ 17.78 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|------------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Series C Convertible Preferred Stock | (1) | 04/02/2012 | | C | | 2,105,262 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 04/02/2012 | | C | | 421,214 | (1) | (1) | Common Stock |
| Series E Convertible Preferred Stock | (1) | 04/02/2012 | | C | | 113,811 | (1) | (1) | Common Stock |
| Series F Convertible Preferred Stock | (1) | 04/02/2012 | | C | | 222,317 | (1) | (1) | Common Stock |
| Series E Convertible Pref St Purchase Warrant (right to buy) | \$ 6.61 | 04/02/2012 | | C | | 34,142 | (6) | 10/19/2015 | Series E Convertible Preferred Stock (C) |
| Common Stock Purchase Warrant (right to buy) | \$ 6.61 | 04/02/2012 | | C | | 34,142 | (6) | 10/19/2015 | Common Stock |
| Call Option (right to | \$ 17.78 | 04/02/2012 | | P | | 1 | 04/02/2012 | 04/03/2012 | Common Stock |

buy)

| | | | | | | | |
|--------------------------------------|----------|------------|---|---------|------------|------------|-----------------|
| Put Option (obligation to buy) | \$ 17.78 | 04/02/2012 | S | 174,981 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (obligation to buy) | \$ 17.78 | 04/02/2012 | X | 174,981 | 04/02/2012 | 04/03/2012 | Common Stock |
| Stock Option (right to buy) | \$ 0.3 | 04/02/2012 | X | 19,240 | <u>(6)</u> | 05/16/2012 | Common Stock |
| Stock Option (right to buy) | \$ 1.08 | 04/02/2012 | X | 25,562 | <u>(6)</u> | 01/27/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VENROCK ASSOCIATES III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | | X | | |
| VENROCK ASSOCIATES C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | | X | | |
| VENROCK ENTREPRENEURS FUND III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | | X | | |
| VENROCK MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | | X | | |
| VEF MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | | X | | |

Signatures

/s/ David L. Stepp, authorized
signatory

04/04/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series C, Series D, Series E and Series F Convertible Preferred Stock converted into one share of common stock upon the completion of the Issuer's initial public offering and had no expiration date.
- Consists of (i) 1,684,210 shares of Series C Preferred held by Venrock Associates III, L.P. ("VA III"), (ii) 378,947 shares of Series C Preferred held by Venrock Associates ("VA"), and (iii) 42,105 shares of Series C Preferred held by Venrock Entrepreneurs Fund III, L.P. ("VEF III"). Venrock Management III, LLC ("VM III") is the general partner of VA III. VEF Management III, LLC ("VEFM") is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (2) Consists of (i) 336,972 shares of Series D Preferred held by VA III, (ii) 75,818 shares of Series D Preferred held by VA, and (iii) 8,424 shares of Series D Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (3) Consists of (i) 91,049 shares of Series E Preferred held by VA III, (ii) 20,486 shares of Series E Preferred held by VA, and (iii) 2,276 shares of Series E Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (4) Consists of (i) 177,854 shares of Series F Preferred held by VA III, (ii) 40,017 shares of Series F Preferred held by VA, and (iii) 4,446 shares of Series F Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (5) Immediately exercisable.
- (6) Consists of (i) 27,315 shares of Series E Preferred issuable upon the exercise of warrants held by VA III, (ii) 6,145 shares of Series E Preferred issuable upon the exercise of warrants held by VA, and (iii) 682 shares of Series E Preferred issuable upon the exercise of warrants held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (7) Consists of (i) 27,315 shares of Common Stock issuable upon the exercise of warrants held by VA III, (ii) 6,145 shares of Common Stock issuable upon the exercise of warrants held by VA, and (iii) 682 shares of Common Stock issuable upon the exercise of warrants held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (8) Consists of (i) 1,684,210 shares of Common Stock held by VA III, (ii) 378,947 shares of Common Stock held by VA, and (iii) 42,105 shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (9) Consists of (i) 2,021,182 shares of Common Stock held by VA III, (ii) 454,765 shares of Common Stock held by VA, and (iii) 50,529 shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (10) Consists of (i) 2,112,231 shares of Common Stock held by VA III, (ii) 475,251 shares of Common Stock held by VA, and (iii) 52,805 shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (11) Consists of (i) 2,290,085 shares of Common Stock held by VA III, (ii) 515,268 shares of Common Stock held by VA, and (iii) 57,251 shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (12) Consists of the option to purchase from Robert Shostak of an aggregate of (i) 104,143 shares of Common Stock and options to purchase 35,842 shares of Common Stock, (ii) 23,432 shares of Common Stock and options to purchase 8,064 shares of Common Stock, and (iii) 2,604 shares of Common Stock and options to purchase 896 shares of Common Stock by VA III, VA and VEF III, respectively, at a per share price of \$17.78 subject to that certain Put and Call Agreement with Dr. Shostak, as amended, as disclosed in the issuer's Form S-1 (the "Put/Call Agreement"). VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (13) Consists of the obligation to purchase from Dr. Shostak of an aggregate of (i) 104,143 shares of Common Stock and options to purchase 35,842 shares of Common Stock, (ii) 23,432 shares of Common Stock and options to purchase 8,064 shares of Common Stock, and (iii) 2,604 shares of Common Stock and options to purchase 896 shares of Common Stock by VA III, VA and VEF III, respectively, at a per share price of \$17.78 subject to the Put/Call Agreement. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (14)

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- (15) Consists of options to purchase (i) 15,392 shares of Common Stock, (ii) 3,463 shares of Common Stock, and (iii) 385 shares of Common Stock by VA III, VA and VEF III, respectively, deemed acquired pursuant to the exercise by Dr. Shostak of the put option under the Put/Call Agreement. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (16) Consists of options to purchase (i) 20,450 shares of Common Stock, (ii) 4,601 shares of Common Stock, and (iii) 511 shares of Common Stock by VA III, VA and VEF III, respectively, deemed acquired pursuant to the exercise by Dr. Shostak of the put option under the Put/Call Agreement. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (17) Consists of (i) 2,394,228 shares of Common Stock held by VA III, (ii) 538,700 shares of Common Stock held by VA, and (iii) 59,855 shares of Common Stock held by VEF III of which 104,143 shares, 23,432 shares and 2,604 shares were deemed acquired by VA III, VA and VEF III, respectively, pursuant to the exercise by Dr. Shostak of the put option under the Put/Call Agreement. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.