

VOCERA COMMUNICATIONS, INC.

Form 4

December 06, 2013

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 *
Ascher Brian D.

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)
12/04/2013

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

C/O VENROCK, 3340 HILLVIEW AVE.

(Street)

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

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

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

PALO ALTO, CA 94304

(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 Beneficial Ownership (Instr. 4)
Common Stock	12/04/2013		J	(A) Amount 686,000 (1)	D \$ 0 1,685,726	I	By Funds (2) (3)
Common Stock	12/04/2013		J	(A) Amount 3,833 (4)	A \$ 0 1,689,559	I	By Funds and LLC (2) (3) (4)
Common Stock	12/06/2013		S	(A) Amount 14,000	D \$ 16.26 1,675,559	I	By Funds and LLC (3) (5)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ascher Brian D. C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X		

Signatures

/s/ Brian D. Ascher
12/06/2013
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) On December 4, 2013, Venrock Associates III, L.P. ("VA3") and Venrock Associates, L.P. ("VA" and together with VA3, the "Venrock Funds") distributed an aggregate of 686,000 shares of the common stock of the Issuer to their respective partners pro rata based on their respective interests in the Venrock Funds (the "Distribution").
 - (2) Following the Distribution, the shares held by VA3, VA and Venrock Entrepreneurs Fund III, L.P. ("VEF3") are as follows: 1,337,384 shares held by VA3, 300,909 shares held by VA and 47,433 shares held by VEF3.
 - (3) Venrock Management III, LLC ("VM3") and VEF Management III, LLC ("VEFM3") are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary

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interests therein.

- (4) In the Distribution, VM3 received 3,833 shares. For VM3, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.
- (5) Represents an aggregate of 1,337,384 shares held by VA3, 300,909 shares held by VA, 33,433 shares held by VEF3 and 3,833 shares held by VM3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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