

VANGUARD VII L P

Form 4

April 04, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VANGUARD VII L P

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)  
04/02/2012

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

C/O VANGUARD  
VENTURES, P.O. BOX 20068

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

SAN JOSE, CA 95160

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 04/02/2012                           |                                                    | C                              |                                                                   | 960,944 | A          | <u>11</u> | 960,944                                                                                       | D <u>(2)</u>                                             |                                                       |
| Common Stock                    | 04/02/2012                           |                                                    | C                              |                                                                   | 91,267  | A          | <u>11</u> | 91,267                                                                                        | I                                                        | By Vanguard VII-A, L.P. <u>(3)</u>                    |
| Common Stock                    | 04/02/2012                           |                                                    | C                              |                                                                   | 31,305  | A          | <u>11</u> | 31,305                                                                                        | I                                                        | By Vanguard VII Accredited Affiliates                 |

By  
Vanguard  
VII-A, L.P.  
(3)  
By  
Vanguard  
VII  
Accredited  
Affiliates

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|              |            |   |         |   |            |           |              |                                                                               |
|--------------|------------|---|---------|---|------------|-----------|--------------|-------------------------------------------------------------------------------|
| Common Stock | 04/02/2012 | C | 14,271  | A | <u>(1)</u> | 14,271    | I            | Fund, L.P.<br><u>(4)</u>                                                      |
|              |            |   |         |   |            |           |              | By<br>Vanguard<br>VII<br>Qualified<br>Affiliates<br>Fund, L.P.<br><u>(5)</u>  |
| Common Stock | 04/02/2012 | C | 767,847 | A | <u>(6)</u> | 1,728,791 | D <u>(2)</u> |                                                                               |
| Common Stock | 04/02/2012 | C | 72,927  | A | <u>(6)</u> | 164,194   | I            | By<br>Vanguard<br>VII-A, L.P.<br><u>(3)</u>                                   |
| Common Stock | 04/02/2012 | C | 25,014  | A | <u>(6)</u> | 56,319    | I            | By<br>Vanguard<br>VII<br>Accredited<br>Affiliates<br>Fund, L.P.<br><u>(4)</u> |
| Common Stock | 04/02/2012 | C | 11,403  | A | <u>(6)</u> | 25,674    | I            | By<br>Vanguard<br>VII<br>Qualified<br>Affiliates<br>Fund, L.P.<br><u>(5)</u>  |
| Common Stock | 04/02/2012 | C | 328,770 | A | <u>(6)</u> | 2,057,561 | D <u>(2)</u> |                                                                               |
| Common Stock | 04/02/2012 | C | 31,225  | A | <u>(6)</u> | 195,419   | I            | By<br>Vanguard<br>VII-A, L.P.<br><u>(3)</u>                                   |
| Common Stock | 04/02/2012 | C | 10,710  | A | <u>(6)</u> | 67,029    | I            | By<br>Vanguard<br>VII<br>Accredited<br>Affiliates<br>Fund, L.P.<br><u>(4)</u> |
| Common Stock | 04/02/2012 | C | 4,882   | A | <u>(6)</u> | 30,556    | I            | By<br>Vanguard<br>VII<br>Qualified                                            |

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|                 |            |   |         |   |            |           |              |                                                                               |
|-----------------|------------|---|---------|---|------------|-----------|--------------|-------------------------------------------------------------------------------|
|                 |            |   |         |   |            |           |              | Affiliates<br>Fund, L.P.<br><u>(5)</u>                                        |
| Common<br>Stock | 04/02/2012 | C | 92,688  | A | <u>(6)</u> | 2,150,249 | D <u>(2)</u> |                                                                               |
| Common<br>Stock | 04/02/2012 | C | 8,803   | A | <u>(6)</u> | 204,222   | I            | By<br>Vanguard<br>VII-A, L.P.<br><u>(3)</u>                                   |
| Common<br>Stock | 04/02/2012 | C | 3,019   | A | <u>(6)</u> | 70,048    | I            | By<br>Vanguard<br>VII<br>Accredited<br>Affiliates<br>Fund, L.P.<br><u>(4)</u> |
| Common<br>Stock | 04/02/2012 | C | 1,376   | A | <u>(6)</u> | 31,932    | I            | By<br>Vanguard<br>VII<br>Qualified<br>Affiliates<br>Fund, L.P.<br><u>(5)</u>  |
| Common<br>Stock | 04/02/2012 | C | 117,257 | A | <u>(6)</u> | 2,267,506 | D <u>(2)</u> |                                                                               |
| Common<br>Stock | 04/02/2012 | C | 11,136  | A | <u>(6)</u> | 215,358   | I            | By<br>Vanguard<br>VII-A, L.P.<br><u>(3)</u>                                   |
| Common<br>Stock | 04/02/2012 | C | 3,819   | A | <u>(6)</u> | 73,867    | I            | By<br>Vanguard<br>VII<br>Accredited<br>Affiliates<br>Fund, L.P.<br><u>(4)</u> |
| Common<br>Stock | 04/02/2012 | C | 1,741   | A | <u>(6)</u> | 33,673    | I            | By<br>Vanguard<br>VII<br>Qualified<br>Affiliates<br>Fund, L.P.<br><u>(5)</u>  |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------|------------------------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                   | (A)                                                            | (D)     | Date<br>Exercisable                                              | Expiration<br>Date | Title           |
| Series B<br>Convertible<br>Preferred<br>Stock       | <u>(1)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 524,986 | <u>(1)</u>                                                       | <u>(1)</u>         | Common<br>Stock |
| Series B<br>Convertible<br>Preferred<br>Stock       | <u>(1)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 49,862  | <u>(1)</u>                                                       | <u>(1)</u>         | Common<br>Stock |
| Series B<br>Convertible<br>Preferred<br>Stock       | <u>(1)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 17,103  | <u>(1)</u>                                                       | <u>(1)</u>         | Common<br>Stock |
| Series B<br>Convertible<br>Preferred<br>Stock       | <u>(1)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 7,797   | <u>(1)</u>                                                       | <u>(1)</u>         | Common<br>Stock |
| Series C<br>Convertible<br>Preferred<br>Stock       | <u>(6)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 767,847 | <u>(6)</u>                                                       | <u>(6)</u>         | Common<br>Stock |
| Series C<br>Convertible<br>Preferred<br>Stock       | <u>(6)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 72,927  | <u>(6)</u>                                                       | <u>(6)</u>         | Common<br>Stock |
| Series C<br>Convertible<br>Preferred                | <u>(6)</u>                                                            | 04/02/2012                              |                                                             | C                                       |                                                                                                     |                                                                | 25,014  | <u>(6)</u>                                                       | <u>(6)</u>         | Common<br>Stock |

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Stock

|                                               |            |            |   |         |            |            |                 |
|-----------------------------------------------|------------|------------|---|---------|------------|------------|-----------------|
| Series C<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 11,403  | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series D<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 328,770 | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series D<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 31,225  | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series D<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 10,710  | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series D<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 4,882   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series E<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 92,688  | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series E<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 8,803   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |
| Series E<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 04/02/2012 | C | 3,019   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock |

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|                                                                                |            |            |   |         |            |            |                                                          |
|--------------------------------------------------------------------------------|------------|------------|---|---------|------------|------------|----------------------------------------------------------|
| Series E<br>Convertible<br>Preferred<br>Stock                                  | <u>(6)</u> | 04/02/2012 | C | 1,376   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock                                          |
| Series F<br>Convertible<br>Preferred<br>Stock                                  | <u>(6)</u> | 04/02/2012 | C | 117,257 | <u>(6)</u> | <u>(6)</u> | Common<br>Stock                                          |
| Series F<br>Convertible<br>Preferred<br>Stock                                  | <u>(6)</u> | 04/02/2012 | C | 11,136  | <u>(6)</u> | <u>(6)</u> | Common<br>Stock                                          |
| Series F<br>Convertible<br>Preferred<br>Stock                                  | <u>(6)</u> | 04/02/2012 | C | 3,819   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock                                          |
| Series F<br>Convertible<br>Preferred<br>Stock                                  | <u>(6)</u> | 04/02/2012 | C | 1,741   | <u>(6)</u> | <u>(6)</u> | Common<br>Stock                                          |
| Series E<br>Convertible<br>Pref St<br>Purchase<br>Warrant<br>(Right to<br>Buy) | \$ 6.61    | 04/02/2012 | C | 27,806  | <u>(7)</u> | 10/19/2015 | Series E<br>Convertible<br>Preferred<br>Stock <u>(6)</u> |
| Common<br>Stock<br>Purchase<br>Warrant<br>(Right to<br>Buy)                    | \$ 6.61    | 04/02/2012 | C | 27,806  | <u>(7)</u> | 10/19/2015 | Common<br>Stock                                          |
| Series E<br>Convertible<br>Pref St<br>Purchase                                 | \$ 6.61    | 04/02/2012 | C | 2,641   | <u>(7)</u> | 10/19/2015 | Series E<br>Convertible<br>Preferred<br>Stock <u>(6)</u> |

Warrant  
(Right to  
Buy)

Common  
Stock

|                                    |         |            |   |       |            |            |              |
|------------------------------------|---------|------------|---|-------|------------|------------|--------------|
| Purchase Warrant<br>(Right to Buy) | \$ 6.61 | 04/02/2012 | C | 2,641 | <u>(7)</u> | 10/19/2015 | Common Stock |
|------------------------------------|---------|------------|---|-------|------------|------------|--------------|

Series E  
Convertible

|                                    |         |            |   |     |            |            |                                                          |
|------------------------------------|---------|------------|---|-----|------------|------------|----------------------------------------------------------|
| Purchase Warrant<br>(Right to Buy) | \$ 6.61 | 04/02/2012 | C | 905 | <u>(7)</u> | 10/19/2015 | Series E<br>Convertible<br>Preferred<br>Stock <u>(6)</u> |
|------------------------------------|---------|------------|---|-----|------------|------------|----------------------------------------------------------|

Common  
Stock

|                                    |         |            |   |     |            |            |              |
|------------------------------------|---------|------------|---|-----|------------|------------|--------------|
| Purchase Warrant<br>(Right to Buy) | \$ 6.61 | 04/02/2012 | C | 905 | <u>(7)</u> | 10/19/2015 | Common Stock |
|------------------------------------|---------|------------|---|-----|------------|------------|--------------|

Series E  
Convertible

|                                    |         |            |   |     |            |            |                                                          |
|------------------------------------|---------|------------|---|-----|------------|------------|----------------------------------------------------------|
| Purchase Warrant<br>(Right to Buy) | \$ 6.61 | 04/02/2012 | C | 413 | <u>(7)</u> | 10/19/2015 | Series E<br>Convertible<br>Preferred<br>Stock <u>(6)</u> |
|------------------------------------|---------|------------|---|-----|------------|------------|----------------------------------------------------------|

Common  
Stock

|                                    |         |            |   |     |            |            |              |
|------------------------------------|---------|------------|---|-----|------------|------------|--------------|
| Purchase Warrant<br>(Right to Buy) | \$ 6.61 | 04/02/2012 | C | 413 | <u>(7)</u> | 10/19/2015 | Common Stock |
|------------------------------------|---------|------------|---|-----|------------|------------|--------------|

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| VANGUARD VII L P<br>C/O VANGUARD VENTURES<br>P.O. BOX 20068<br>SAN JOSE, CA 95160 |               | X         |         |       |

## Signatures

/s/ Ken Shilling, by Power of Attorney for Vanguard VII Venture Partners, LLC, its general partner

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 B Convertible Preferred Stock converted into 1.8304174 shares of common stock upon the completion of the Issuer's initial public offering and had no expiration date.
- (2) Shares are held directly by Vanguard VII, L.P. ("V7 LP").
- (3) Shares are held directly by Vanguard VII-A, L.P. ("V7A LP").
- (4) Shares are held directly by Vanguard VII Accredited Affiliates Fund, L.P. ("Accredited").
- (5) Shares are held directly by Vanguard VII Qualified Affiliates Fund, L.P. ("Qualified").
- (6) 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.
- (7) Immediately exercisable.

### Remarks:

Donald F. Wood, Dan Eilers, Jack Gill, Tom McConnell, and Bob Ulrich are the managing members of Vanguard VII Venture Partners, LLC.

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.