

VOCERA COMMUNICATIONS, INC.

Form 8-K

July 30, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 25, 2013**

**VOCERA COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

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**001-35469**  
(Commission

File Number)

**94-3354663**  
(IRS Employer

Identification No.)

**525 Race Street, San Jose, CA**  
(Address of principal executive offices)

**(408) 882-5100**

**95126**  
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 25, 2013, the Board of Directors of Vocera Communications, Inc. (the "Company") approved an amendment to the Company's Restated Bylaws, which became effective immediately. The amendment added a new Article IX that designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain legal actions, unless the Company consents in writing to the selection of an alternative forum.

The foregoing summary of the Restated Bylaws does not purport to be complete and is subject to, and qualified in its entirety by, the Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                       |
|---------------------------|--------------------------------------------------------------------------|
| 3.1                       | Restated Bylaws of Vocera Communications, Inc., as amended July 25, 2013 |

**SIGNATURE**

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

**VOCERA COMMUNICATIONS, INC.**

Date: July 30, 2013

By: /s/ William R. Zerella  
William R. Zerella  
Chief Financial Officer

**EXHIBIT INDEX**

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