VOCERA COMMUNICATIONS, INC.
Form 10-Q
August 08, 2014
Table of Contents

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

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number: 001-35469

VOCERA COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware	94-3354663
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Vocera Communications, Inc.
525 Race Street
San Jose, CA 95126
(408) 882-5100
(Address and telephone number of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuance to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class Outstanding at August 4, 2014

Common Stock, $0.0003 par value per share	25,435,869

Table of Contents

VOCERA COMMUNICATIONS, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2014
INDEX

PART I: FINANCIAL INFORMATION

		Page No.
Item 1.	Financial Statements (Unaudited)	3
	Condensed Consolidated Balance Sheets	3
	Condensed Consolidated Statements of Operations	4
	Condensed Consolidated Statements of Comprehensive Loss	5
	Condensed Consolidated Statements of Cash Flows	6
	Notes to Unaudited Condensed Consolidated Financial Statements	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	26
Item 4.	Controls and Procedures	26
	PART II: OTHER INFORMATION	
Item 1.	Legal Proceedings	27
Item 1A.	Risk Factors	27
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	41
Item 3.	Defaults Upon Senior Securities	41
Item 4.	Mine Safety Disclosures	41
Item 5.	Other Information	42
Item 6.	Exhibits	43

Signatures

Table of Contents

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)
Vocera Communications, Inc.
Condensed Consolidated Balance Sheets
(In Thousands, Except Share and Par Amounts)
(Unaudited)

	June 30, 2014	December 31, 2013
Assets		
Current assets		
Cash and cash equivalents	$16,961	$39,652
Short-term investments	103,664	88,024
Accounts receivable, net of allowance	19,466	23,543
Other receivables	1,061	882
Inventories	4,415	5,665
Prepaid expenses and other current assets	2,397	1,892
Total current assets	147,964	159,658
Property and equipment, net	4,844	5,365
Intangible assets, net	2,464	1,544
Goodwill	7,678	5,575
Other long-term assets	969	965
Total assets	$163,919	$173,107
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$2,960	$3,531
Accrued payroll and other current liabilities	9,292	9,841
Deferred revenue, current	25,105	26,133
Total current liabilities	37,357	39,505
Deferred revenue, long-term	6,410	6,398
Other long-term liabilities	1,636	1,641
Total liabilities	45,403	47,544
Commitments and contingencies (Note 7)		
Stockholders' equity		
Preferred stock, $0.0003 par value - 5,000,000 shares authorized as of June 30, 2014 and December 31, 2013; zero shares issued and outstanding	—	—
Common stock, $0.0003 par value - 100,000,000 shares authorized as of June 30, 2014 and December 31, 2013; 25,398,022 and 24,967,140 shares issued and outstanding as of June 30, 2014 and December 31, 2013, respectively	8	7
Additional paid-in capital	196,339	189,966
Accumulated other comprehensive (loss) income	(1)	23
Accumulated deficit	(77,830)	(64,433)
Total stockholders' equity	118,516	125,563
Total liabilities and stockholders' equity	$163,919	$173,107

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

Table of Contents

Vocera Communications, Inc.
Condensed Consolidated Statements of Operations
(In Thousands, Except Per Share Amounts)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Revenue				
Product	$11,850	$15,340	$26,039	$28,300
Service	11,169	9,956	21,656	19,409
Total revenue	23,019	25,296	47,695	47,709
Cost of revenue				
Product	4,421	5,336	9,411	9,946
Service	4,528	4,170	9,342	8,254
Total cost of revenue	8,949	9,506	18,753	18,200
Gross profit	14,070	15,790	28,942	29,509
Operating expenses				
Research and development	4,362	3,418	8,428	7,032
Sales and marketing	12,614	10,679	25,357	20,911
General and administrative	4,156	3,629	8,553	6,927
Total operating expenses	21,132	17,726	42,338	34,870
Loss from operations	(7,062)	(1,936)	(13,396)	(5,361)
Interest income	98	59	185	83
Other income (expense), net	19	(84)	(46)	(131)
Loss before income taxes	(6,945)	(1,961)	(13,257)	(5,409)
Provision for income taxes	(63)	(61)	(140)	(112)
Net loss	$(7,008)	$(2,022)	$(13,397)	$(5,521)
Net loss per share				
Basic and diluted	$(0.28)	$(0.08)	$(0.53)	$(0.23)
Weighted average shares used to compute net loss per share				
Basic and diluted	25,246	24,555	25,147	24,419

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

Table of Contents

Vocera Communications, Inc.
Condensed Consolidated Statements of Comprehensive Loss
(In Thousands)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net loss	$(7,008)	$(2,022)	$(13,397)	$(5,521)
Other comprehensive loss, net:				
Change in unrealized loss on investments, net	(1)	(88)	(24)	(92)
Comprehensive loss	$(7,009)	$(2,110)	$(13,421)	$(5,613)

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

Table of Contents

Vocera Communications, Inc.
Condensed Consolidated Statements of Cash Flows
(In Thousands)
(Unaudited)

	Six months ended June 30,	
	2014	2013
Cash flows from operating activities		
Net loss	$(13,397)	$(5,521)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,494	1,111
Change in non-cash interest income, net	6	(22)
Loss on disposal of property and equipment	76	—
Allowance for doubtful accounts	8	9
Inventory write-down	51	70
Change in lease-related performance liabilities	(244)	—
Stock-based compensation expense	5,376	3,720
Excess tax benefits from employee stock plans	—	(82)
Changes in operating assets and liabilities:		
Accounts receivable	4,255	2,595
Other receivables	(178)	9
Inventories	1,200	(1,510)
Prepaid expenses and other assets	(508)	(683)
Accounts payable	(573)	132
Accrued payroll and other liabilities	(553)	(3,108)
Deferred revenue	(1,106)	727
Net cash used in operating activities	(4,093)	(2,553)
Cash flows from investing activities		
Purchase of property and equipment	(723)	(2,642)
Business acquisitions, net of cash acquired	(3,500)	—
Purchase of short-term investments	(72,912)	(85,809)
Maturities of short-term investments	56,797	36,196
Sales of short-term investments	446	—
Net cash used in investing activities	(19,892)	(52,255)
Cash flows from financing activities		
Cash from lease-related performance obligations	307	554
Payment for repurchase of early exercised options	(11)	(3)
Excess tax benefits from employee stock plans	—	82
Proceeds from issuance of common stock from the employee stock purchase plan	945	1,596
Proceeds from exercise of stock options	793	1,014
Tax withholdings paid on behalf of employees for net share settlement	(740)	(443)
Proceeds from exercise of common stock warrants	—	226
Net cash provided by financing activities	1,294	3,026
Net decrease in cash and cash equivalents	(22,691)	(51,782)
Cash and cash equivalents at beginning of period	39,652	92,521
Cash and cash equivalents at end of period	$16,961	$40,739
Supplemental disclosure of non-cash investing and financing activities:		
Property and equipment in accounts payable and accrued liabilities	$51	$257

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

Table of Contents

Notes to Unaudited Condensed Consolidated Financial Statements

1. The Company and Summary of Significant Accounting Policies

Organization and Business

Vocera Communications, Inc. (the "Company") is a provider of secure, integrated, intelligent communication solutions, focused on empowering mobile workers in healthcare, hospitality, energy, and other mission-critical mobile work environments, in the United States and internationally. The majority of the Company's business is currently generated from sales of its solutions in the healthcare market, but the Company is actively engaged in other markets. Vocera helps its healthcare customers improve patient safety and satisfaction, and increase hospital efficiency and productivity through its Communication and Care Experience solutions. These have been installed in more than 1,200 healthcare and non-healthcare organizations worldwide.

The Vocera Communication System, which includes an intelligent enterprise software platform, a lightweight, wearable, voice-controlled communication badge, and smartphone applications, enables users to connect instantly with other staff simply by saying the name, function or group name of the desired recipient. It also securely delivers text messages and alerts directly to and from smartphones, replacing legacy pagers. The Vocera Care Experience is a hosted software solution suite that coordinates and streamlines patient-to-provider and provider-to-provider communication across the continuum of care. Vocera Care Experience is complemented by the Company's Experience Innovation Network, a membership-based program to spread the adoption of leading strategies to improve patient and staff experience.

The Company was incorporated in Delaware on February 16, 2000. The Company formed wholly-owned subsidiaries Vocera Communications UK Ltd and Vocera Communications Australia Pty Ltd. in 2005, Vocera Canada, Ltd. in 2010, Vocera Communications India Private Ltd. in 2013 and Vocera Communications Middle East FZ-LLC in 2014.

Basis of Presentation

The Company's unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X of the U.S. Securities and Exchange Commission, and include the accounts of Vocera and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated. Certain information and disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. The year-end condensed balance sheet data was derived from the Company's audited financial statements, but does not include all disclosures required by U.S. GAAP.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's interim consolidated financial information. The results for the quarter presented are not necessarily indicative of the results to be expected for the year ending December 31, 2014 or for any other interim period or any other future year.

Use of Estimates

The preparation of the accompanying unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting periods. The estimates include, but are not limited to, revenue recognition, useful lives assigned to long-lived assets, excess and obsolete inventory charges, warranty reserves, stock-based compensation expense, provisions for income taxes and contingencies. Actual results could differ from these estimates, and such differences could be material to the Company's financial position and results of operations.

Revenue Recognition

The Company derives revenue from the sales of communication badges, smartphone application software, perpetual software licenses for enterprise software that is essential to the functionality of the communication badges, software maintenance, extended warranty and professional services. The Company also derives revenue from the sale of

perpetual and subscription licenses for software that is not essential to the functionality of the communication badges. The Company's revenue recognition policy has not changed from that described in its Annual Report on Form 10-K for the year ended December 31, 2013.

A portion of the Company's sales are made through multi-year lease agreements with customers. When these arrangements are considered sales-type leases, upon delivery of leased products to customers, the Company recognizes revenue for such products in an amount equal to the net present value of the minimum lease payments. Unearned income is recognized as part of product

Table of Contents

revenue under the effective interest method. The Company recognizes revenue related to executory costs when such executory costs are incurred.

Proceeds from transfers of sales-type leases to third-party financial companies are allocated between the net investment in sales-type leases and the executory cost component for remaining service obligations based on relative present value. The difference between the amount of proceeds allocated to the net investment in lease and the carrying value of the net investment in lease is included in product revenue. Proceeds allocated to the executory cost component are accounted for as financing liabilities.

For the six months ended June 30, 2014 and 2013, the Company transferred $0.5 million and $0.8 million, respectively of lease receivables in non-recourse sales to third-party financial companies, with immaterial net gains. For the six months ended June 30, 2014 and 2013, the Company recorded $0.3 million and $0.6 million, respectively, of financing liabilities for future performance of executory service obligations. For lease receivables retained as of June 30, 2014 and December 31, 2013, the Company recorded $1.2 million and $1.4 million of net investment in sales-type leases, respectively, equivalent to the minimum lease payments less the unearned interest portion.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued new guidance for the gross versus net presentation of unrecognized tax benefits. The FASB concluded that an unrecognized tax benefit should be presented as a reduction of a deferred tax asset for a net operating loss ("NOL") or other tax credit carryforward when settlement in this manner is available under the tax law. The new guidance was effective for the Company's first quarter of 2014, applied prospectively. Adoption of this standard was not significant to the Company's financial position or results of operations.

In April 2014, the FASB issued revised guidance for reporting discontinued operations and disclosures of disposals of components of an entity. Under the new guidance, only disposals representing a strategic shift in the entity's operations and financial results will be presented as discontinued operations. In addition, the new guidance requires certain expanded disclosures about discontinued operations and limited disclosures for a disposal not qualifying for such reporting. The Company's effective date for these amendments will be the first quarter of 2015, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company's financial position or results of operations.

In May 2014, the FASB together with the International Accounting Standards Board issued converged guidance for revenue recognition that will replace most existing guidance, eliminate industry-specific guidance and provide a unified model for determining how and when revenue from contracts with customers should be recognized. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will also introduce additional disclosures, changes in asset and liability accounting, and changes in gain/loss recognition for asset transfers unrelated to customer transactions.

The Company's effective date for this standard will be the first quarter of 2017; no early application is permitted. Two methods of transition are provided: a full retrospective approach, with certain practical expedients allowed, and a cumulative effect method, with balance sheet adjustment as of January 1, 2017. The Company is evaluating the effect the new standard will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the future effect of the standard on its financial position or results of operations.

2. Fair Value of Financial Instruments

The Company's cash and cash equivalents and short-term investments are carried at their fair values with any differences from their amortized cost recorded in equity as unrealized gains (losses) on marketable securities. As a basis for determining the fair value of its assets and liabilities, the Company established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data,

when available, and to minimize the use of unobservable inputs when determining fair value. For the six months ended June 30, 2014, there have been no transfers between Level 1 and Level 2 fair value instruments and no transfers in or out of Level 3.

The Company's money market funds are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The fair value of the Company's Level 2 fixed income securities are obtained from independent pricing services, which may use quoted market prices for identical or comparable instruments or model-driven valuations using

Table of Contents

observable market data or other inputs corroborated by observable market data. The Company does not have any financial instruments which are valued using Level 3 inputs.

The Company's assets that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of June 30, 2014 and December 31, 2013, are summarized as follows (in thousands):

	June 30, 2014			December 31, 2013		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets						
Money market funds	$6,669	$—	$6,669	$22,991	$—	$22,991
Commercial paper	—	2,869	2,869	—	900	900
U.S. government agency securities	—	10,543	10,543	—	11,279	11,279
U.S. Treasury securities	—	5,685	5,685	—	5,235	5,235
Municipal debt securities	—	4,700	4,700	—	4,765	4,765
Corporate debt securities	—	81,903	81,903	—	67,055	67,055
Total assets measured at fair value	$6,669	$105,700	$112,369	$22,991	$89,234	$112,225

The Company had no liabilities as of June 30, 2014 and December 31, 2013 that were measured at fair value on a recurring basis.

Table of Contents

3. Cash, Cash Equivalents and Short-Term Investments

The following tables present current and prior-year-end balances for cash, cash equivalents and short-term investments (in thousands):

	As of June 30, 2014			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair value
Cash and cash equivalents:				
Demand deposits and other cash	$8,256	$—	$—	$8,256
Money market funds	6,669	—	—	6,669
Commercial paper	1,000	—	—	1,000
U.S. government agency securities	21	—	—	21
Corporate debt securities	1,015	—	—	1,015
Total cash and cash equivalents	16,961	—	—	16,961
Short-Term Investments:				
Commercial paper	1,869	—	—	1,869
U.S. government agency securities	10,517	5	—	10,522
U.S. Treasury securities	5,681	4	—	5,685
Municipal debt securities	4,694	6	—	4,700
Corporate debt securities	80,901	21	(34)	80,888
Total short-term investments	103,662	36	(34)	103,664
Total cash, cash equivalents and short-term investments	$120,623	$36	$(34)	$120,625

	As of December 31, 2013			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair value
Cash and cash equivalents:				
Demand deposits and other cash	$15,451	$—	$—	$15,451
Money market funds	22,991	—	—	22,991
Commercial paper	150	—	—	150
Corporate debt securities	1,060	—	—	1,060
Total cash and cash equivalents	39,652	—	—	39,652
Short-Term Investments:				
Commercial paper	750	—	—	750
U.S. government agency securities	11,275	5	(1)	11,279
U.S. Treasury securities	5,233	2	—	5,235
Municipal debt securities	4,758	7	—	4,765
Corporate debt securities	65,982	20	(7)	65,995
Total short-term investments	87,998	34	(8)	88,024
Total cash, cash equivalents and short-term investments	$127,650	$34	$(8)	$127,676

The Company has determined that the unrealized losses on its short-term investments as of June 30, 2014 and December 31, 2013 do not constitute an "other than temporary impairment." The unrealized losses for the short-term investments have all been in a continuous unrealized loss position for less than twelve months. The Company’s conclusion of no “other than temporary impairment” is based on the high credit quality of the securities, their short remaining maturity (less than five months, weighted average) and the Company’s intent and ability to hold such loss securities until maturity.

Table of Contents

Classification of the cash, cash equivalent and short-term investments by contractual maturity was as follows:

(in thousands)	One year or shorter	Between 1 and 2 years	Total
Balances as of June 30, 2014			
Cash and cash equivalents (1)	$16,961	$—	$16,961
Short-term investments	92,576	11,088	103,664
Cash, cash equivalents and short-term investments	$109,537	$11,088	$120,625
Balances as of December 31, 2013			
Cash and cash equivalents (1)	$39,652	$—	$39,652
Short-term investments	71,464	16,560	88,024
Cash, cash equivalents and short-term investments	$111,116	$16,560	$127,676

(1) Includes demand deposits and other cash, money market funds and other cash equivalent securities, all with 0-90 day maturity at purchase.

All the above tables exclude restricted cash, primarily held in certificates of deposit, of $0.3 million as of June 30, 2014 and December 31, 2013, which is classified within prepaid expenses and other current assets on the balance sheet.

4. Net Loss Per Share

For fiscal years preceding 2013, basic and diluted net (loss) income per common share were presented in conformity with the two-class method required for participating securities.

For the three months and the six months ended June 30, 2014 and 2013, the two-class method is not applicable due to the net losses, which must be attributed entirely to the common shareholders. Additionally, as of June 30, 2014 and December 31, 2013, there were 8,094 and 26,463 shares of participating securities, respectively, consisting of repurchasable shares issued from early exercise of options and unvested restricted shares; thus the future effect of participating securities would generally be immaterial, even in years with net income.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share amounts):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Numerator:				
Net loss	$(7,008)	$(2,022)	$(13,397)	$(5,521)
Denominator:				
Weighted-average shares used to compute net loss per common share - basic and diluted	25,246	24,555	25,147	24,419
Net loss per share				
Basic and diluted	$(0.28)	$(0.08)	$(0.53)	$(0.23)

Table of Contents

The following securities were not included in the calculation of diluted shares outstanding as the effect would have been anti-dilutive:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2014	2013	2014	2013
Options to purchase common stock, including ESPP	3,692	3,379	3,499	3,313
Common stock subject to repurchase	8	29	7	32
Warrants to purchase common stock	44	44	44	44
Restricted stock units	950	581	876	511
Restricted stock awards	—	12	—	12

5. Goodwill and Intangible Assets

Goodwill

As of June 30, 2014 and December 31, 2013, the Company had $7.7 million and $5.6 million of goodwill acquired. During the six months ended June 30, 2014, the Company recorded additional goodwill of $2.1 million for the mVisum acquisition (see Note 11, "Business acquisition"). As of June 30, 2014, there were no changes in circumstances indicating that the carrying values of goodwill or acquired intangibles may not be recoverable.

Intangible Assets

Acquisition-related intangible assets are amortized either straight-line, or over the life of the assets on a basis that resembles the economic benefit of the assets. This yields amortization in the latter case that is higher in earlier periods of the useful life.

The gross carrying amounts of intangible assets which have been fully amortized are removed annually in the subsequent first quarter balance sheet presentation. During the six months ended June 30, 2014, a fully amortized non-compete agreement intangible with $70,000 original cost (and accumulated amortization) was removed from the table of intangibles carrying cost, offset by increases in intangibles related to the mVisum acquisition, as described in Note 11.

The estimated useful lives and carrying value of acquired intangible assets are as follows:

		June 30, 2014			December 31, 2013		
(in thousands)	Range of Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	4 to 7	$2,710	$1,473	$1,237	$1,880	$1,264	$616
Customer relationships	7 to 9	2,520	1,584	936	2,350	1,449	901
Non-compete agreements	2 to 4	260	26	234	70	70	—
Trademarks and trade names	4 to 7	110	53	57	70	43	27
Intangible assets		$5,600	$3,136	$2,464	$4,370	$2,826	$1,544

Amortization expense was $0.2 million and $0.2 million for the three months ended June 30, 2014 and 2013, respectively. Amortization expense was $0.4 million and $0.4 million for the six months ended June 30, 2014 and 2013, respectively.

Table of Contents

Amortization of acquired intangible assets is reflected in the cost of revenue or operating expenses, depending on the nature of the intangible. The estimated future amortization of existing acquired intangible assets as of June 30, 2014 was as follows:

(in thousands)	Future amortization
2014 (remaining six months)	$405
2015	626
2016	495
2017	394
2018	275
2019	229
Thereafter	40
Future amortization expense	$2,464

6. Balance Sheet Components

Inventories

(in thousands)	June 30, 2014	December 31, 2013
Raw materials	$461	$806
Finished goods	3,954	4,859
Total inventories	$4,415	$5,665

Property and equipment, net

(in thousands)	June 30, 2014	December 31, 2013
Computer equipment and software	$7,814	$7,345
Furniture, fixtures and equipment	953	924
Leasehold improvements	2,136	2,125
Manufacturing tools and equipment	3,127	3,081
Construction in process	593	555
Property and equipment, at cost	14,623	14,030
Less: Accumulated depreciation	(9,779)	(8,665)
Property and equipment, net	$4,844	$5,365

Depreciation and amortization expense was $0.6 million and $0.4 million for the three months ended June 30, 2014 and 2013, respectively. Depreciation and amortization expense was $1.1 million and $0.8 million for the six months ended June 30, 2014 and 2013, respectively.

Table of Contents

Net investment in sales-type leases

The Company has sales-type leases with terms of 1.25 to 4 years. Sales-type lease receivables are collateralized by the underlying equipment. The components of our net investment in sales-type leases are as follows:

(in thousands)	June 30, 2014	December 31, 2013
Minimum payments to be received on sales-type leases	$2,273	$2,597
Less: Unearned interest income and executory costs	(1,108)	(1,167)
Net investment in sales-type leases	1,165	1,430
Less: Current portion	(575)	(620)
Non-current net investment in sales-type leases	$590	$810

There were no allowances for doubtful accounts on these leases as of June 30, 2014 and December 31, 2013. There is no guaranteed or unguaranteed residual value on the leased equipment. The current and non-current net investments in sales-types leases are reported as components of the consolidated balance sheet captions "other receivables" and "other long-term assets," respectively.

The minimum payments expected to be received for future years under sales-type leases as of June 30, 2014 were as follows:

(in thousands)	Future lease payments
2014 (six months remaining)	$484
2015	844
2016	672
2017	273
Total	$2,273

Accrued payroll and other current liabilities

(in thousands)	June 30, 2014	December 31, 2013
Payroll and related expenses	$4,998	$5,065
Accrued payables	2,169	2,259
Deferred rent, current portion	399	490
Lease financing, current portion	656	528
Product warranty	582	840
Sales and use tax payable	166	259
Other	322	400
Total accrued payroll and other current liabilities	$9,292	$9,841

The changes in the Company's product warranty reserve are as follows:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2014	2013	2014	2013
Warranty balance at the beginning of the period	$722	$207	$840	$297
Warranty expense accrued for shipments in period	189	100	487	174
Changes in estimate related to pre-existing warranties	(26)	178	25	227
Warranty settlements made	(303)	(283)	(770)	(496)
Warranty balance at the end of the period	$582	$202	$582	$202

Table of Contents

7. Commitments and Contingencies

Non-cancelable Material Commitments

The Company is required to purchase unused, non-cancelable, non-returnable raw material inventory that was purchased by its contract manufacturers based on committed finished goods orders from the Company, certain long lead-time raw materials based on the Company’s forecast and current work-in-progress materials. As of June 30, 2014 and December 31, 2013, approximately $3.2 million and $3.1 million, respectively, of such inventory was purchased and held by the third-party manufacturers which was subject to these purchase guarantees.

Leases

The Company leases office space for its headquarters and subsidiaries under non-cancelable operating leases, which will expire between December 2014 and April 2017. The San Jose, California headquarters lease expires on March 31, 2016, with a single three-year extension option at rates approximating the then-fair market value. The Company recognizes rent expense on a straight-line basis over the lease period, and has accrued for rent expense incurred but not paid. Facilities rent expense was $0.5 million and $0.5 million for the three months ended June 30, 2014 and June 30, 2013, respectively. Facilities rent expense was $1.0 million and $1.0 million for the six months ended June 30, 2014 and June 30, 2013, respectively.

Future minimum lease payments at June 30, 2014 under non-cancelable operating leases are as follows:

(in thousands)	Operating leases
2014 (remaining six months)	$865
2015	1,693
2016	539
2017	33
Total minimum lease payments	$3,130

Indemnifications

The Company undertakes, in the ordinary course of business, to (i) defend customers and other parties from certain third-party claims associated with allegations of trade secret misappropriation, infringement of copyright, patent or other intellectual property right, or tortious damage to persons or property and (ii) indemnify and hold harmless such parties from certain resulting damages, costs and other liabilities. The term of these undertakings may be perpetual and the maximum potential liability of the Company under certain of these undertakings is not determinable. Based on its historical experience, the Company believes the liability associated with these undertakings is minimal.

The Company has entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of the individual. The Company currently has directors and officers insurance. As there has been no significant history of losses, no expense accrual has been made.

Securities Litigation

On August 1, 2013, a purported securities class action entitled Michael Brado v. Vocera Communications Inc., et al. was filed in the United States District Court for the Northern District of California, against the Company and certain of its officers, its board of directors, a former director and the underwriters for the Company's initial public offering. A second purported securities class action, entitled Duncan v. Vocera Communications Inc., et al., was filed on August 21, 2013, also in the Northern District of California, against the same parties. On September 27, 2013, the Court ordered the matters related. The suits purport to allege claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 and Section 10(b) and 20(a) of the Exchange Act of 1934 for allegedly misleading statements in the registration statement for the Company's initial public offering and in subsequent communications regarding its business and financial results. The suits are purportedly brought on behalf of purchasers of the Company's securities between March 28, 2012 and May 3, 2013, and seek compensatory damages, rescission, fees and costs, as well as equitable and injunctive or other relief. The plaintiffs’ motion for consolidation of the actions and for appointment of lead plaintiff has been granted, and the Company anticipates that the plaintiffs will file an amended consolidated complaint. No responses to the current complaints are due at this time.

Due to the inherent uncertainties of litigation, the Company cannot accurately predict the ultimate outcome of this matter. The Company is unable at this time to determine whether the outcome of the litigation would have a material impact on its results of

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Table of Contents

operations, financial condition or cash flow. The Company has not established any reserve for any potential liability relating to this lawsuit, because this contingency is not considered probable and reasonably estimable.

From time to time, the Company may be involved in other lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters which arise in the ordinary course of business.

8. Stock-based Compensation and Awards

Stock Option Activity

A summary of the stock option activity for the six months ended June 30, 2014 is presented below:

	Options outstanding			
	Number of Options	Weighted Average Exercise Price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at December 31, 2013	3,287,207	$9.62	6.8	$24,880
Options granted	567,197	13.81		
Options exercised	(204,385)	3.88		
Options canceled	(33,484)	17.34		
Outstanding at June 30, 2014	3,616,535	$10.53	6.7	$17,361

At June 30, 2014, there was $9.4 million of unrecognized net compensation cost related to options which is expected to be recognized over a weighted-average period of 2.75 years. The Company did not grant non-employee options in either of the six months ended June 30, 2014 or 2013. As of June 30, 2014, there were 708,161 shares that remained available for future issuance of options, restricted stock units (“RSUs”) or other equity awards under the 2012 Equity Incentive Plan.

The Company uses the Black-Scholes option-pricing model to calculate the fair value of stock options on their grant date. The following assumptions were used for each respective period for employee stock options:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Expected Term (in years)	5.41	5.38	5.41	5.38 - 5.43
Volatility	44.0%	46.7%	44.0% - 48.2%	46.7% - 48.1%
Risk-free interest rate	1.71%	1.11%	1.59% - 1.71%	0.81% - 1.11%
Dividend yield	0%	0%	0%	0%

Exercise of common stock warrants

During the six months ended June 30, 2013, holders of common stock warrants exercised 34,142 shares for cash proceeds of $0.2 million. There were no cash exercises of warrants during six months ended June 30, 2014.

Employee Stock Purchase Plan

In March 2012, the Company’s 2012 Employee Stock Purchase Plan (the “ESPP”) was approved. During the six months ended June 30, 2014, employees purchased 86,646 shares of common stock at an average purchase price of $10.91. During the six months ended June 30, 2013, employees purchased 115,784 shares of common stock at an average purchase price of $13.79. As of June 30, 2014, 356,945 shares remained available for future issuance under the ESPP.

Table of Contents

The following Black-Scholes option-pricing assumptions were used for each respective period for the ESPP:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Expected Term (in years)	0.50	0.50	0.50	0.50
Volatility	35.9%	33.3%	35.9% - 36.0%%	33.3%
Risk-free interest rate	0.05%	0.13%	0.05% - 0.10%	0.13%
Dividend yield	0%	0%	0%	0%

Restricted Stock Awards and Restricted Stock Units

A summary of restricted stock and RSU activity for the six months ended June 30, 2014 is presented below:

	Restricted Stock Awards		Restricted Stock Units	
	Number of shares	Weighted Average Grant Date Fair Value per Share	Number of shares	Weighted Average Grant Date Fair Value per Share
Outstanding at December 31, 2013	12,076	$12.42	755,271	$19.24
Granted	—	—	425,616	14.10
Vested	(12,076)	12.42	(200,383)	19.59
Forfeited	—	—	(30,082)	19.79
Outstanding at June 30, 2014	—	$—	950,422	$16.84

At June 30, 2014, there was no remaining unrecognized net compensation cost related to restricted stock awards. At June 30, 2014, there was $12.8 million of unrecognized net compensation cost related to RSUs, which is expected to be recognized over a weighted-average period of 2.1 years.

Allocation of Stock-Based Compensation Expense

The following table presents the stock-based compensation allocation of expense (both for employees and non-employees):

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2014	2013	2014	2013
Cost of revenue	$252	$214	$538	$435
Research and development	239	228	459	437
Sales and marketing	1,068	726	2,035	1,306
General and administrative	1,219	848	2,344	1,542
Total stock-based compensation	$2,778	$2,016	$5,376	$3,720

9. Segments

The Company has two operating segments which are both reportable business segments: (i) Product and (ii) Service, both of which are comprised of Vocera's and its wholly-owned subsidiaries' results of operations. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM"), or decision making group, in deciding how to allocate resources and in assessing performance. The Company's CODM is its Chief Executive Officer.

The CODM regularly receives information related to revenue, cost of revenue, and gross profit for each operating segment, and uses this information to assess performance and make resource allocation decisions. All other financial information, including operating expenses and assets, is prepared and reviewed by the CODM on a consolidated basis. Assets are not a measure used to assess the performance of the Company by the CODM; therefore, the Company does not report assets by segment internally or in its financial statements.

Table of Contents

The following table presents a summary of the operating segments:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2014	2013	2014	2013
Revenue				
Product	$11,850	$15,340	$26,039	$28,300
Service	11,169	9,956	21,656	19,409
Total revenue	23,019	25,296	47,695	47,709
Cost of Revenue				
Product	4,421	5,336	9,411	9,946
Service	4,528	4,170	9,342	8,254
Total cost of revenue	8,949	9,506	18,753	18,200
Gross profit				
Product	7,429	10,004	16,628	18,354
Service	6,641	5,786	12,314	11,155
Total gross profit	14,070	15,790	28,942	29,509
Operating expenses	21,132	17,726	42,338	34,870
Interest (expense) income, net and other	117	(25)	139	(48)
Loss before income taxes	$(6,945)	$(1,961)	$(13,257)	$(5,409)

10. Income Taxes

The provision for income taxes was $140,000 and $112,000 for the six months ended June 30, 2014 and 2013, respectively. The expense in both periods was primarily due to taxes on international operations and state income taxes.

As of June 30, 2014, the Company has provided a valuation allowance against certain federal and state deferred tax assets.

Management continues to evaluate the realizability of deferred tax assets and the related valuation allowance. If management's assessment of the deferred tax assets or the corresponding valuation allowance were to change, the Company would record the
related adjustment to income during the period in which management makes the determination.

As of June 30, 2014, there were no material changes to either the nature or the amounts of the uncertain tax positions previously determined for the year ended December 31, 2013.

11. Business acquisition

On January 13, 2014, the Company acquired certain assets and certain liabilities of mVisum, Inc. (“mVisum”), an innovative provider of alarm management technology solutions for health systems, for $3.5 million in cash. The acquisition enabled the Company to enhance its existing platform with complementary communications solutions for healthcare and other mission-critical environments.

The following table presents the fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date:

Table of Contents

(in thousands)	Fair value of net assets acquired
Accounts receivable	$187
Intangibles	
Developed technology	830
Non-compete agreement	260
Customer relationships	170
Trademarks and trade names	40
Goodwill	2,103
Total assets	3,590
Deferred revenue	(90)
Net assets acquired	$3,500

The estimated fair values of identifiable intangible assets were primarily determined using discounted cash flow models. The acquired intangible assets are amortized over their estimated useful lives of 4.0 to 7.0 years with a weighted average amortization period of 5.7 years.

The excess of the acquisition consideration over the fair values of the underlying net assets acquired was recorded as goodwill. Goodwill is largely attributable to the synergy of mVisum's proprietary solutions with the Company's existing customer base, dedicated sales force and cross selling opportunities with the Company's other solutions. Goodwill is not amortized but instead is tested for impairment at least annually or more frequently if indicators of impairment are present. For federal income tax purposes, the entire purchase consideration, including goodwill, is deductible over fifteen years. The goodwill recorded from the acquisition of mVisum is attributed to the Product reporting unit.

The Company incurred $0.2 million of acquisition-related costs that were expensed as incurred. These costs are recorded as general and administrative expenses in the consolidated statement of operations. Additionally, in connection with the acquisition the Company established a retention bonus plan for mVisum with potential additional compensation over a two-year period of approximately $0.5 million, based on achievement of operating objectives and continued employment. Such amounts are not considered part of the purchase consideration and are being recorded as earned as compensation expense. The acquisition did not result in material contributions to revenue or net loss in the consolidated financial statements since the acquisition date. Additionally, pro forma financial information is not provided for consolidated revenue and net loss, since the acquisition was not material to the consolidated financial statements.

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

Forward-Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and in our other Securities and Exchange Commission, or SEC, filings, including our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 17, 2014. These discussions contain forward-looking statements reflecting our current expectations that involve risks and uncertainties which are subject to safe harbors under the Securities Act of 1933, as amended, or the Securities Act, and the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements include, but are not limited to, statements concerning our plans, objectives, expectations and intentions, future financial position, future revenues, projected costs, expectations regarding demand and acceptance for our technologies, growth opportunities and trends in the market in which we operate, prospects and plans and objectives of management. The words "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "will," "would" and similar expr
intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. These forward-looking statements

involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, the risks set forth in Part II, Item 1A, “Risk Factors” in this Quarterly Report on Form 10-Q and in our other filings with the Securities and Exchange Commission. We do not assume any obligation to update any forward-looking statements.

Table of Contents

Business Overview

We are a provider of secure, integrated, intelligent communication solutions, focused on empowering mobile workers in healthcare, hospitality, energy, and other mission-critical mobile work environments, in the U.S. and internationally. The significant majority of our business is currently generated from sales of our solutions in the healthcare market, but we have active sales and marketing efforts in other markets. We help our healthcare customers improve patient safety and satisfaction, and increase hospital efficiency and productivity through our Communication and Care Experience solutions. As of June 30, 2014, these have been installed in more than 1,200 healthcare and non-healthcare organizations worldwide.

We outsource the manufacturing of our products. Our outsourced manufacturing model allows us to scale our business without the significant capital investment and on-going expenses required to establish and maintain manufacturing operations. We work closely with our contract manufacturer, SMTC Corporation, and key suppliers to manage the procurement, quality and cost of components. We seek to maintain an optimal level of finished goods inventory to meet our forecast sales and unanticipated shifts in sales volume and mix.

Our diverse customer base ranges from large hospital systems to small local hospitals, as well as other healthcare facilities and customers in non-healthcare markets. We have very low customer revenue concentrations. Our largest end-customer represented 3.7%, 1.1% and 2.7% of revenue for the six months ended June 30, 2014, and the years ended December 31, 2013 and 2012, respectively. While we have international customers in other English speaking countries such as Canada, the United Kingdom and Australia, most of our customers are located in the United States. International customers represented 11.0%, 10.5% and 10.7% of our revenue in the six months ended June 30, 2014, and the years ended December 31, 2013 and 2012, respectively. We plan to expand our presence in other international markets.

To date, substantially all of our revenue has been derived from sales of our Voice Communication solution, including product maintenance and related services. Total revenue was essentially unchanged at $47.7 million for the six months ended June 30, 2013 as well as for the six months ended June 30, 2014. For the six months ended June 30, 2014, we recorded a net loss of $13.4 million compared to a net loss of $5.5 million for the six months ended June 30, 2013.

U.S. hospital spending continued to be a challenge in our second quarter of 2014, with spending directed toward further investment in electronic medical records, expenses related to meaningful use and preparation for utilizing new ICD-10 diagnosis coding and other regulated spending priorities. Capital investments and operating expenses remained under a high level of scrutiny. In addition, as patient volumes and reimbursement levels continued to be at lower levels for many healthcare providers, hospitals exercised strong expense limits and reductions, also impacting capital purchases and departmental operating budgets through which our solutions are purchased.

Internationally, Canada, the United Kingdom and France, with their healthcare systems predominantly driven by government spending, have experienced continuing budget challenges as well. However, the emerging international markets, especially the Middle East and Asia Pacific regions, present us with opportunities, as these regions are predominantly in strong investment mode for rapidly expanding their healthcare system capacity.

Critical Accounting Policies and Estimates

There have been no changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our Annual Report on Form 10-K for the year ended December 31, 2013.

Revenue. We generate revenue from the sale of products and services. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable and collection is probable. Revenue is comprised of the following:

- Product. Our solutions include both hardware and software. We refer to hardware revenue as device revenue, which includes revenue from sales of our communication badges and badge accessories, including batteries, battery chargers, lanyards, clips and other ancillary badge components. Software revenue is derived primarily from the sale of perpetual licenses to our Voice Communication solution. We derive additional software revenue from the sale of term licenses which can be renewed on a subscription basis. Product revenue is generally recognized upon shipment of

hardware and perpetual licenses and, in the case of term licenses, ratably over the applicable term.

- Service. We receive service revenue from sales of software maintenance, extended warranties and professional services. Software maintenance is typically invoiced annually in advance, recorded as deferred revenue and recognized as revenue ratably over the service period. Our professional services revenue is based on both time and materials, and fixed price contracts, and is recognized as the services are provided. Extended warranties are invoiced in advance, recorded as deferred revenue and recognized ratably over the extended warranty period.

20

Table of Contents

Provision for Income Taxes. We are subject to income taxes in certain countries where we sell our solutions. We anticipate that in the future as we expand our sale of solutions to customers outside the United States, we may become subject to taxation based on the foreign statutory rates in additional countries where these sales take place and our effective tax rate could fluctuate accordingly.

As of June 30, 2014, we have provided a valuation allowance against certain federal and state deferred tax assets. Based on all available evidence, on a jurisdictional basis, including our historical operating results, and the uncertainty of predicting our future income, the valuation allowance reduces our deferred tax assets to an amount that is more likely than not to be realized. We continue to evaluate the realizability of deferred tax assets and the related valuation allowance. If our assessment of the deferred tax assets or the corresponding valuation allowance were to change, we would record the related adjustment to income during the period in which management makes the determination.

Results of Operations

The following table presents our results of operations for the periods indicated. The period-to-period comparisons of results are not necessarily indicative of results for future periods.

	Three months ended June 30,				Six months ended June 30,			
Consolidated statement of operations data:	2014		2013		2014		2013	
	(unaudited)							
(in thousands)	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue
Revenue								
Product	$11,850	51.5 %	$15,340	60.6 %	$26,039	54.6 %	$28,300	59.3 %
Service	11,169	48.5	9,956	39.4	21,656	45.4	19,409	40.7
Total revenue	23,019	100.0	25,296	100.0	47,695	100.0	47,709	100.0
Cost of revenues								
Product	4,421	19.2	5,336	21.1	9,411	19.7	9,946	20.8
Service	4,528	19.7	4,170	16.5	9,342	19.6	8,254	17.3
Total cost of revenues	8,949	38.9	9,506	37.6	18,753	39.3	18,200	38.1
Gross profit	14,070	61.1	15,790	62.4	28,942	60.7	29,509	61.9
Operating expenses:								
Research and development	4,362	18.9	3,418	13.5	8,428	17.7	7,032	14.7
Sales and marketing	12,614	54.8	10,679	42.2	25,357	53.2	20,911	43.8
General and administrative	4,156	18.1	3,629	14.3	8,553	17.9	6,927	14.5
Total operating expenses	21,132	91.8	17,726	70.1	42,338	88.8	34,870	73.1
Loss from operations	(7,062)	(30.7)	(1,936)	(7.7)	(13,396)	(28.1)	(5,361)	(11.2)
Interest income	98	0.4	59	0.2	185	0.4	83	0.2
Other income (expense), net	19	0.1	(84)	(0.3)	(46)	(0.1)	(131)	(0.3)
Loss before income taxes	(6,945)	(30.2)	(1,961)	(7.8)	(13,257)	(27.8)	(5,409)	(11.3)
Provision for income taxes	(63)	(0.3)	(61)	(0.2)	(140)	(0.3)	(112)	(0.2)
Net loss	$(7,008)	(30.4)%	$(2,022)	(8.0)%	$(13,397)	(28.1)%	$(5,521)	(11.6)%

Table of Contents

Comparison of the three months and six months ended June 30, 2014 and 2013

Revenue:

	Three months ended June 30,				Six months ended June 30,			
	2014	2013	Change		2014	2013	Change	
(in thousands)	Amount	Amount	Amount	%	Amount	Amount	Amount	%
Product revenue								
Devices	$8,942	$12,363	$(3,421)	(27.7)%	$19,174	$22,305	$(3,131)	(14.0)%
Software	2,908	2,977	(69)	(2.3)	6,865	5,995	870	14.5
Total product	11,850	15,340	(3,490)	(22.8)	26,039	28,300	(2,261)	(8.0)
Service revenue								
Maintenance and support	8,742	7,660	1,082	14.1	17,121	15,004	2,117	14.1
Professional services and training	2,427	2,296	131	5.7	4,535	4,405	130	3.0
Total service	11,169	9,956	1,213	12.2	21,656	19,409	2,247	11.6
Total revenue	$23,019	$25,296	$(2,277)	(9.0)	$47,695	$47,709	$(14)	—

Three months ended June 30, 2014 compared to three months ended June 30, 2013.

Total revenue decreased $2.3 million, or 9.0%, from the three months ended June 30, 2013 to June 30, 2014.

Product revenue decreased $3.5 million, or 22.8%, from the three months ended June 30, 2013 to June 30, 2014. Device revenue decreased $3.4 million, or 27.7%, and software revenue decreased $0.1 million, or 2.3%, from the three months ended June 30, 2013 to June 30, 2014. The decrease in device revenue, which related entirely to our Voice Communication solution, was driven primarily by a decrease in unit sales of badges and related accessories from new customers making initial purchases, existing customers expanding deployments within their facilities to new departments and users, and customers replacing badges, offset by a higher average selling price due to a promotion in the three months ended June 30, 2013 which did not recur during the three months ended June 30, 2014. The list prices for our products did not change substantially from 2013. The decrease in software revenue was mainly a result of a decrease in sales of Voice Communication software licenses, primarily to existing customers to support enterprise expansions.

During the second quarter of 2014, we continued to experience a challenging hospital spending environment. U.S. hospitals began 2014 with a cautious operating and spending approach as hospital decision-makers continue to evaluate the trends in patient populations and the impact of healthcare reform. Discretionary hospital spending and capital investments remain under strict scrutiny, and we believe this is resulting in an extended sales cycle for our products.

Service revenue increased $1.2 million, or 12.2%, from the three months ended June 30, 2013 to June 30, 2014. Software maintenance and support revenue increased $1.1 million, or 14.1%, and professional services and training revenue increased $0.1 million, or 5.7%, from the three months ended June 30, 2013 to June 30, 2014. The increase in software maintenance and support revenue was primarily a result of a larger customer base increasing software maintenance revenue by $0.8 million and an increase in extended warranty revenue of $0.3 million. The increase in professional services and training revenue is due to an increase in our Experience Innovation Network collaborative membership and consulting services.

Six months ended June 30, 2014 compared to six months ended June 30, 2013.

Total revenue of $47.7 million was essentially unchanged, comparing the six months ended June 30, 2013 to June 30, 2014.

Product revenue decreased $2.3 million, or 8.0%, from the six months ended June 30, 2013 to June 30, 2014. Device revenue decreased $3.1 million, or 14.0%, and software revenue increased $0.9 million, or 14.5%, from the six months ended June 30, 2013 to June 30, 2014. The decrease in device revenue, which related entirely to our Voice

Communication solution, was driven primarily by a decrease in unit sales of badges and related accessories partially offset by an increase in average selling price due to a promotion in the three months ended June 30, 2013. The increase in software revenue was mainly a result of an increase in sales of Voice Communication software licenses, primarily to existing customers to support enterprise expansions. We believe that our product revenue for the six months ended June 30, 2014 was adversely affected by the conditions affecting the U.S. healthcare industry as described above.

Table of Contents

Service revenue increased $2.2 million, or 11.6%, from the six months ended June 30, 2013 to June 30, 2014. Software maintenance and support revenue increased $2.1 million, or 14.1%, and professional services and training revenue increased $0.1 million, or 3.0%, from the six months ended June 30, 2013 to June 30, 2014. The increase in software maintenance and support revenue was primarily a result of a larger customer base increasing software maintenance revenue by $1.4 million and an increase in extended warranty revenue of $0.7 million. The increase in professional services and training revenue is due to an increase in our Experience Innovation Network collaborative membership and consulting services.

Cost of revenue:

	Three months ended June 30,				Six months ended June 30,			
	2014	2013	Change		2014	2013	Change	
(in thousands)	Amount	Amount	Amount	%	Amount	Amount	Amount	%
Cost of revenue								
Product	$4,421	$5,336	$(915)	(17.1)%	$9,411	$9,946	$(535)	(5.4)%
Service	4,528	4,170	358	8.6	9,342	8,254	1,088	13.2
Total cost of revenue	$8,949	$9,506	$(557)	(5.9)	$18,753	$18,200	$553	3.0
Gross margin								
Product	62.7 %	65.2 %	(2.5)%		63.9 %	64.9 %	(1.0)%	
Service	59.5	58.1	1.4		56.9	57.5	(0.6)	
Total gross margin	61.1	62.4	(1.3)		60.7	61.9	(1.2)	

Three months ended June 30, 2014 compared to three months ended June 30, 2013.

Cost of product revenue decreased $0.9 million, or 17.1%, from the three months ended June 30, 2013 to June 30, 2014. The cost of product revenue decreased primarily due to a decrease in the number of units of communication badges and related accessories sold. Product gross margin as a percentage of revenue decreased in the 2014 period compared to the corresponding period in 2013 due to the decrease in revenue resulting in decreased absorption of fixed expenses, which was partly offset by higher average selling prices in the current period due to a promotion in the three months ended June 30, 2013

Cost of service revenue increased $0.4 million, or 8.6%, from the three months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $0.3 million increase in employee wages, travel, and external contractors in our services organization to support growth in customer deployments and technical support. Service gross margin as a percentage of revenue increased in the 2014 period compared to the corresponding period in 2013 due to better utilization of our services personnel.

Six months ended June 30, 2014 compared to six months ended June 30, 2013.

Cost of product revenue decreased $0.5 million, or 5.4%, from the six months ended June 30, 2013 to June 30, 2014. The cost of product revenue decreased primarily due to a decrease in the number of units of communication badges and related accessories sold, partially offset by higher warranty and overhead costs. Product gross margin as a percentage of revenue decreased during the 2014 period compared to the corresponding period in 2013 due to higher warranty expenses as a percentage of revenue and lower absorption of overhead expenses, partially offset by a decrease in the average cost of our B3000 badge.

Cost of service revenue increased $1.1 million, or 13.2%, from the six months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $0.6 million increase in employee wages and other personnel costs and a $0.3 million increase in travel related expenses in our services organization to support growth in customer deployments and technical support. Extended warranty expenses increased $0.3 million due to an increase in badges under the extended warranty.

Table of Contents

Operating expenses:

	Three months ended June 30,				Six months ended June 30,			
	2014	2013	Change		2014	2013	Change	
(in thousands)	Amount	Amount	Amount	%	Amount	Amount	Amount	%
Operating expenses:								
Research and development	$4,362	$3,418	$944	27.6 %	$8,428	$7,032	$1,396	19.9 %
Sales and marketing	12,614	10,679	1,935	18.1	25,357	20,911	4,446	21.3
General and administrative	4,156	3,629	527	14.5	8,553	6,927	1,626	23.5
Total operating expenses	$21,132	$17,726	$3,406	19.2	$42,338	$34,870	$7,468	21.4

Three months ended June 30, 2014 compared to three months ended June 30, 2013.

Research and development expense. Research and development expense increased $0.9 million, or 27.6%, from the three months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $0.4 million increase in personnel costs and other expenses associated with an increase in headcount from 58 to 76 from June 30, 2013 to June 30, 2014, and a $0.3 million increase in outside services/development due to additional external resources for R&D projects.

Sales and marketing expense. Sales and marketing expense increased $1.9 million, or 18.1%, from the three months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $1.4 million increase in personnel and travel costs with an increase in headcount from 148 to 159 from June 30, 2013 to June 30, 2014, an increase of $0.3 million in stock-based compensation, an increase of $0.1 million in outside services and a $0.1 million increase in marketing expenses.

General and administrative expense. General and administrative expense increased $0.5 million, or 14.5%, from the three months ended June 30, 2013 to June 30, 2014. This increase was primarily due to an increase of $0.4 million in stock-based compensation and an increase of $0.2 million in equipment and supplies, offset by a decrease of $0.1 million in personnel costs due to a decrease in headcount from 50 to 47 from June 30, 2013 to June 30, 2014.

Six months ended June 30, 2014 compared to six months ended June 30, 2013.

Research and development expense. Research and development expense increased $1.4 million, or 19.9%, from the six months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $1.1 million increase in personnel costs and other expenses associated with the aforementioned increase in headcount, a $0.1 million increase in outside services/development due to additional external resources for R&D projects, and a $0.1 million increase in equipment for R&D projects.

Sales and marketing expense. Sales and marketing expense increased $4.4 million, or 21.3%, from the six months ended June 30, 2013 to June 30, 2014. This increase was primarily due to a $2.9 million increase in personnel costs associated with the aforementioned increase in headcount, an increase of $0.1 million due to additional travel costs related to the increase in headcount, an increase of $0.4 million in outside services, an increase of $0.7 million in stock-based compensation, and an increase of $0.4 million in marketing expenses.

General and administrative expense. General and administrative expense increased $1.6 million, or 23.5%, from the six months ended June 30, 2013 to June 30, 2014. This increase was due primarily to an increase of $0.8 million in stock-based compensation, an increase of $0.5 million in outside services, an increase of $0.4 million in equipment and supplies, and an increase of $0.1 million in administrative expenses, offset by a decrease of $0.2 million in personnel costs due to the aforementioned decrease in headcount.

Interest Income and Other Income (Expense), Net :

	Three months ended June 30,			Six months ended June 30,		
(in thousands)	2014	2013	Change	2014	2013	Change
Interest income	$98	$59	$39	$185	$83	$102
Other income (expense), net	19	(84)	103	(46)	(131)	85

Three months ended June 30, 2014 compared to three months ended June 30, 2013.

Interest income. Interest income increased from the three months ended June 30, 2013 to June 30, 2014 due to the shift in these periods from cash equivalents to higher interest-bearing short-term investments.

Table of Contents

Other income (expense), net. Other income (expense), net increased $0.1 million from expense of $0.1 million in the three months ended June 30, 2013, primarily due to foreign exchange fluctuations.

Six months ended June 30, 2014 compared to six months ended June 30, 2013.

Interest income. Interest income increased from the six months ended June 30, 2013 to June 30, 2014 due to the shift in these periods from cash equivalents to higher interest-bearing short-term investments.

Other income (expense), net. Other income (expense), net increased $0.1 million from expense of $0.1 million in the six months ended June 30, 2013, primarily due to foreign exchange fluctuations.

Liquidity and Capital Resources

As of June 30, 2014, we had cash and cash equivalents and short-term investments of $120.6 million and no outstanding borrowings, which was largely attributable to the net proceeds of two common stock offerings in 2012. We believe that our existing sources of liquidity will satisfy our working capital and capital requirements for at least the next twelve months and the foreseeable future.

	Six months ended June 30,	
(in thousands)	2014	2013
Consolidated Statements of Cash Flow Data:		
Net cash used in operating activities	$(4,093)	$(2,553)
Net cash used in investing activities	(19,892)	(52,255)
Net cash provided by financing activities	1,294	3,026
Net decrease in cash and cash equivalents	$(22,691)	$(51,782)

Operating activities

Cash used in operating activities was $4.1 million for the six months ended June 30, 2014, due to a net loss of $13.4 million, partially offset by non-cash items such as depreciation and amortization of $1.5 million for property and equipment and acquired intangible assets and stock-based compensation of $5.4 million. With respect to changes in assets and liabilities, a decrease in accounts receivable of $4.3 million, which was attributable to collections on prior periods' invoices exceeding the current periods' billings, a decrease of $1.2 million in inventories and a seasonal increase of $0.4 million in accrued vacation liabilities contributed to cash. These factors were offset by certain cash outflows, including a $1.1 million decrease in deferred revenue, a $0.6 million decrease in accounts payable and a $0.5 million increase in prepaid expenses.

Cash used by operating activities was $2.6 million for the six months ended June 30, 2013, due to a net loss of $5.5 million, partially offset by non-cash items of depreciation and amortization of $1.1 million for property and equipment and acquired intangible assets and stock-based compensation of $3.7 million. The decrease in accounts receivable of $2.6 million contributed to cash flows, attributable to collections on prior periods' invoices exceeding the current periods' billings, with an additional $0.7 million from the increase in deferred revenue. These factors were offset by cash outflows due to a $2.7 million net reduction in accrued bonuses that reflected year-end bonus payouts, a $0.5 million net reduction in accrued liabilities for ESPP payroll contributions, a $1.5 million increase in inventories, and a $0.7 million increase in prepaid and other assets, mainly for insurance, taxes and lease receivables.

Investing activities

Cash used in investing activities was $19.9 million for the six months ended June 30, 2014, due to $3.5 million for the mVisum business acquisition and $72.9 million for purchases of short-term investments, partly offset by $56.8 million and $0.4 million of short-term investment maturities and investment sales, respectively. An additional $0.7 million of cash was used for the purchase of property and equipment and leasehold improvements.

Cash used in investing activities of $52.3 million for the six months ended June 30, 2013 was primarily due to $85.8 million for purchases of short-term investments, partially offset by $36.2 million of short-term investment maturities, plus $2.6 million spent for the purchase of property and equipment and leasehold improvements, including $1.4 million for our ERP implementation project and $0.5 million for our headquarters building expansion.

Table of Contents

Financing activities

Cash provided by financing activities was $1.3 million for the six months ended June 30, 2014, primarily attributable to $0.9 million of ESPP purchases, $0.8 million of proceeds from stock option exercises and $0.3 million of cash from lease-related performance obligations. This was partially offset by a $0.7 million decrease for employees' taxes paid on net share settlement.

Cash provided by financing activities was $3.0 million for the six months ended June 30, 2013, primarily attributable to $1.6 million proceeds from our initial ESPP purchase, $1.0 million proceeds from stock option exercises, $0.6 million of cash from lease-related performance obligations, $0.2 million proceeds from common stock warrant exercises, less $0.4 million for employees' taxes paid on net share settlement.

Off-Balance Sheet Arrangements

During the six months ended June 30, 2014, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Refer to Note 7 to the condensed consolidated financial statements, "Commitments and Contingencies," for a discussion of our non-cancelable purchase commitments.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing risk. To achieve this objective, historically we have invested in money market funds. With the proceeds from our two public offerings in 2012, we have invested in a broader portfolio of high credit quality short-term securities. To minimize the exposure due to an adverse shift in interest rates, we maintain an average portfolio duration of one year or less.

Our primary exposure to market risk is interest income and expense sensitivity, which is affected by changes in the general level of the interest rates in the United States. However, because of the short-term nature of our interest-bearing securities, a 10% change in market interest rates would not be expected to have a material impact on our consolidated financial condition or results of operations.

Historically our operations have consisted of research and development and sales activities in the United States. As a result, our financial results have not been materially affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We are developing plans to expand our international presence. Accordingly, we expect that our exposure to changes in foreign currency exchange rates and economic conditions may increase in future periods.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

As of June 30, 2014, we carried out an evaluation under the supervision of, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2014.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting which occurred during the period covered by this Quarterly Report on Form 10-Q which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters which arise in the ordinary course of business.

Securities Litigation

On August 1, 2013 a purported securities class action entitled Brado v. Vocera Communications Inc., et al. was filed in the United States District Court for the Northern District of California against us and certain of our officers, our board of directors, a former director and the underwriters for our initial public offering. A second purported securities class action, entitled Duncan v. Vocera Communications Inc., et al., was filed on August 21, 2013, also in the Northern District of California, against the same parties. On September 27, 2013, the Court ordered the matters related. The suits purport to allege claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 and Section 10(b) and 20(a) of the Exchange Act of 1934 for allegedly misleading statements in the registration statement for our initial public offering and in subsequent communications regarding our business and financial results. The suits are purportedly brought on behalf of purchasers of our securities between March 28, 2012 and May 3, 2013, and seek compensatory damages, rescission, fees and costs, as well as equitable and injunctive or other relief. The plaintiffs' motion for consolidation of the actions and for appointment of lead plaintiff has been granted, and we anticipate that the plaintiffs will file an amended consolidated complaint. No responses to the current complaints are due at this time. Due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of this matter. We are unable at this time to determine whether the outcome of the litigation would have a material impact on our results of operations, financial condition or cash flow. We have not established any reserve for any potential liability relating to this lawsuit.

From time to time, we may be involved in other lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters which arise in the ordinary course of business.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information set forth in this Quarterly Report on Form 10-Q. Our business, financial condition, results of operations or future prospects could be materially and adversely harmed if any of the following risks, or other risks or uncertainties that are not yet identified or that we currently believe are immaterial, actually occur. The trading price of our common stock could decline due to any of these risks or uncertainties, and, as a result, you may lose all or part of your investment.

Risks related to our business and industry

We have incurred significant losses in the past, and will likely experience losses in the future.

We have incurred significant losses in the past and reported a net loss of $13.4 million for the six months ended June 30, 2014. As of June 30, 2014, we had an accumulated deficit of $77.8 million. If we cannot achieve profitability in future periods, our business and our stock price may be adversely affected.

Our ability to be profitable in the future depends upon continued demand for our communication solutions from existing and new customers. Further market adoption of our solutions, including increased penetration within our existing customers, depends upon our ability to improve patient safety and satisfaction and increase hospital efficiency and productivity, and to bring value to customers outside of healthcare. Additionally, further adoption of our solutions in non-healthcare markets depends on our ability to modify our products to successfully respond to the challenges in those markets and our sales efforts to reach the customers in those markets. In addition, our profitability will be affected by, among other things, our ability to execute on our business strategy, the timing and size of orders, the pricing and costs of our solutions, macroeconomic conditions affecting the health care industry and the extent to which we invest in sales and marketing, research and development and general and administrative resources.

We depend on sales of our Vocera Communication solution in the healthcare market for substantially all of our revenue, and any decrease in its sales would harm our business.

To date, substantially all of our revenue has been derived from sales of our Vocera Communication solution to the healthcare market and, in particular, hospitals. A decrease in revenue from sales of our Vocera Communication solution would harm our

Table of Contents

business. Sales of our Vocera Communication solution to the healthcare market accounted for 90%, 91% and 92% of our revenue for the six months ended June 30, 2014, and for the years ended December 31, 2013 and 2012, respectively. Total product revenue declined 8% from the six months ended June 30, 2013 to June 30, 2014, due to a decline in sales of our Vocera Communication Solution.

We obtain a significant portion of these sales from existing hospital customers. We anticipate that sales of our Vocera Communication solution will represent a significant portion of our revenue for the foreseeable future. While we are seeking to sell our Vocera Communications solution to non-healthcare customers, we may not be successful in selling our solutions to customers in these markets. We do not anticipate that sales of our Vocera Communication solution in non-healthcare markets will represent a significant portion of our revenue for the foreseeable future.

Our success depends in part upon the deployment of our Vocera Communication solution by new hospital customers, the expansion and upgrade of our solution at existing customers, and our ability to continue to provide on a timely basis cost-effective solutions that meet the requirements of our hospital customers. Our Vocera Communication solution requires a substantial upfront investment by customers. Typically, our hospital customers initially deploy our solution for specific users in specific departments before expanding our solution into other departments or for other users. The cost of the initial deployment depends on the number of users and departments involved, the size and age of the hospital and the condition of the existing wireless infrastructure, if any, within the hospital.

Even if hospital personnel determine that our Vocera Communication solution provides compelling benefits over their existing communications methods, their hospitals may not have, or may not be willing to spend, the resources necessary to install and maintain wireless infrastructure to initially deploy and support our solution or expand our solution to other departments or users. Hospitals are currently facing significant budget constraints, ever increasing demands from patients and impediments to obtaining reimbursements for their service. In addition, hospitals, including both governmental and non-governmental customers, are experiencing budgeting issues and uncertainty related to Medicare reimbursement rates and the federal budget, as well as continuing changes in the implementation of the Patient Protection and Affordable Care Act of 2010 ("ACA") and other healthcare reform legislation. As a consequence, we may continue to experience a slowdown and deferral of orders for our Vocera Communication solution that could negatively impact our sales. We believe hospitals are currently allocating funds for capital and infrastructure improvements to benefit from electronic medical records incentives and, for compliance with ICD-10 diagnosis coding requirements, which may impact their ability to purchase and deploy our solution. We might not be able to sustain or increase our revenue from sales of our Vocera Communication solution, or achieve the growth rates that we envision, if hospitals continue to face significant budgetary constraints and reduce their spending on communications systems.

Our sales cycle can be lengthy and unpredictable, which may cause our revenue and operating results to fluctuate significantly.

Our sales cycles can be lengthy and unpredictable. Our sales efforts involve educating our customers about the use and benefits of our solutions, including the technical capabilities of our solutions and the potential cost savings and productivity gains achievable by deploying them. Customers typically undertake a significant evaluation process, which frequently involves not only our solutions but also their existing communications methods and those of our competitors, and can result in a lengthy sales cycle of nine to twelve months or more. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will produce any sales. In addition, purchases of our solutions are frequently subject to budget constraints, multiple approvals, and unplanned administrative, processing and other delays. For example, we experienced elongated sales cycles due to uncertainty surrounding healthcare reform and lower hospital admission trends in 2013 and the six months ended June 30, 2014. At this time, hospitals in the U.S. face significant uncertainty over the continuing impact of federal government budgets, and continuing changes in the implementation and deadlines for compliance with the ACA and other

healthcare reform legislation, as well as potential future statutes and rulemaking.

Our business has gone through cycles of expansion, relative stability and contraction, and if we are not able to manage such cycles effectively, our operating results may suffer.

We have experienced periods of expansion, relative stability and contraction in our revenues and operations in the past. Such fluctuation has placed, and may continue to place, strains on our management systems, infrastructure and other resources. Especially during growth periods, we may plan to hire additional direct sales and marketing personnel domestically and internationally, acquire complementary businesses, technologies or assets, and increase our investment in research and development. Our future operating results depend to a large extent on our ability to successfully implement such plans and manage such investments. To do so successfully we must, among other things:

- manage our expenses in line with our operating plans and current business environment;

Table of Contents

- maintain and enhance our operational, financial and management controls, reporting systems and procedures;
- integrate acquired businesses, technologies or assets;
- manage operations in multiple locations and time zones; and
- develop and deliver new solutions and enhancements to existing solutions efficiently and reliably.

We expect to incur costs associated with the investments made to support our business strategy before the anticipated benefits or the returns are realized, if at all. If we are unable to grow our business or manage our future growth effectively, we may not be able to take advantage of market opportunities or develop new solutions or enhancements to existing solutions. We may also fail to satisfy customer requirements, maintain quality, execute our business plan or respond to competitive pressures, which could result in lower revenue and a decline in the share price of our common stock.

Our revenue and operating results have fluctuated, and are likely to continue to fluctuate, making our quarterly results difficult to predict, causing us to miss analyst expectations and causing the price of our common stock to decline.

Our operating results have been and may continue to be difficult to predict, even in the near term, and are likely to fluctuate as a result of a variety of factors, many of which are outside of our control.

Comparisons of our revenue and operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. Each of the following factors, among others, could cause our operating results to fluctuate from quarter to quarter:

- the financial health of our healthcare customers and budgetary constraints on their ability to upgrade their communications;
- changes in the regulatory environment affecting our healthcare customers, including impediments to their ability to obtain reimbursement for their services;
- our ability to expand our sales and marketing operations;
- the procurement and deployment cycles of our healthcare customers and the length of our sales cycles;
- variations in the amount of orders booked in a prior quarter but not delivered until later quarters;
- our mix of solutions and pricing, including discounts by us or our competitors;
- our ability to expand into non-healthcare markets;
- our ability to forecast demand and manage lead times for the manufacture of our solutions; and
- our ability to develop and introduce new solutions and features to existing solutions that achieve market acceptance.

Developments in the healthcare industry and governing regulations have negatively affected and may continue to negatively affect our business.

Substantially all of our revenue is derived from customers in the healthcare industry, in particular, hospitals. The healthcare industry is highly regulated and is subject to changing political, legislative, regulatory and other influences. Developments generally affecting the healthcare industry, including new regulations or new interpretations of existing regulations, could adversely affect spending on information technology and capital equipment by reducing funding, changing healthcare pricing or delivery or creating impediments for obtaining healthcare reimbursements, which together with declining admission trends, could cause our sales to decline and negatively impact our business. For example, the profit margins of our hospital customers are modest, and pending changes in reimbursement for healthcare costs may reduce the overall solvency of our customers or cause further deterioration in their financial or business condition.

Since 2009, three significant bills were signed into law that impact the U.S. healthcare system. Those bills include The Health Information Technology for Economic and Clinical Health Act, enacted under Title XIII of the American Recovery and Reinvestment Act of 2009 ("HITECH Act"), the ACA, and the Health Care and Education

Reconciliation Act of 2010. Together, these acts drive substantive changes over several years to the operating processes, reimbursements and rules governing the U.S. healthcare system. The actual end effect of these laws on the marketplace is not yet fully understood.

We believe that our healthcare customers are unsure of the impact that a number of the elements of those acts will have on their business, and cannot predict the timing and requirements of the final rules issued by the U.S. Department of Health and Human Services ("HHS") for these statutes, making managing their business operations more difficult. Further, as has been experienced since 2010, as these final rules are created by HHS, a number of aspects of the acts have been interpreted, modified or delayed. For example, sudden changes in the rules for individuals buying insurance through state or federal health insurance exchanges, and individual and employer mandates to have and offer insurance coverage, have challenged hospitals' abilities to forecast patient utilization and revenues, and to set operational plans and budget accordingly.

Table of Contents

Federal budget activities also impact our customers. We believe that it is likely that additional legislative changes and rulemaking by HHS will continue. In addition, many state governments are changing or expanding their healthcare laws, adding additional complexity to understanding the potential impacts.

We are unable to predict the full impact of these new and changing rules on our hospital customers and others in the healthcare industry. Impacts of these rules have affected and could continue to affect materially our customers' ability to budget for or purchase our products. The healthcare industry has changed significantly in recent years and we expect that significant changes will continue to occur. We cannot assure you that the markets for our solutions will continue to exist at current levels or that we will have adequate technical, financial and marketing resources to react to changes in those markets.

We primarily compete in the rapidly evolving and competitive healthcare market, and if we fail to effectively respond to competitive pressures, our business and operating results could be harmed.

We believe that at this time the primary competition for our Vocera Communication solution consists of traditional methods using wired phones, pagers and overhead intercoms. While we believe that our system is superior to these legacy methods, our solution requires a significant infrastructure investment by a hospital and many hospitals' spending is severely constrained by other priorities.

Manufacturers and distributors of product categories such as cellular phones, smartphone applications, pagers, mobile radios and in-building wireless telephones attempt to sell their products to hospitals as components of an overall communication system. Of these product categories, in-building wireless telephones represent the most significant competition for the sale of our solution. The market for in-building wireless phones is dominated by communications companies such as Cisco Systems, Ascom and Spectralink. In addition, the proliferation of smartphones and related applications may represent a new category of competitive offerings. While we consider secured text-messaging using smartphones as a feature valued by many customers, we do not believe most of our potential customers would consider that feature alone an adequate substitute for a voice communication solution. However, some customers may choose free text-messaging solutions even if not HIPAA-compliant, given their budget constraints.

While we do not have a directly comparable competitor that provides a solution as richly-featured as the Vocera Communication system for the healthcare market, we could face such competition in the future. Potential competitors in the healthcare or communications markets include large, multinational companies with significantly more resources to dedicate to product development and sales and marketing. These companies may have existing relationships within the hospital, which may enhance their ability to gain a foothold in our market. Customers may prefer to purchase a more highly integrated or bundled solution from a single provider or an existing supplier rather than a new supplier, regardless of performance or features. Accordingly, if we fail to effectively respond to competitive pressures, we could experience pricing pressure, reduced profit margins, higher sales and marketing expenses, lower revenue and the loss of market share, any of which would harm our business, operating results or financial condition.

If we fail to offer high-quality services and support for any of our solutions, our ability to sell those solutions will be harmed.

Our ability to sell our Vocera Communication or Care Experience solutions is dependent upon our professional services and technical support teams providing high-quality services and support. Our professional services team assists our customers with their wireless infrastructure assessment, clinical workflow design, communication solution configuration, training and project management during the pre-deployment and deployment stages. Once our solutions are deployed within a customer's facility, the customer typically depends on our technical support team to help resolve technical issues, assist in optimizing the use of our solutions and facilitate adoption of new functionality. If we do not effectively assist our customers in deploying our solutions, succeed in helping our customers quickly resolve technical

and other post-deployment issues, or provide effective ongoing support services, our ability to expand the use of our solutions with existing customers and to sell our solutions to new customers will be harmed. If deployment of our solutions is unsatisfactory, as has been the case with certain third-party deployments in the past, we may incur significant costs to attain and sustain customer satisfaction. As we rapidly hire new services and support personnel, we may inadvertently hire underperforming people who will have to be replaced, or fail to effectively train such employees, leading in some instances to slower growth, additional costs and poor customer relations. In addition, the failure of channel partners to provide high-quality services and support in markets outside the United States could also harm sales of our solutions.

Table of Contents

We depend on a number of sole source and limited source suppliers, and if we are unable to source our components from them, our business and operating results could be harmed.

We depend on sole and limited source suppliers for several hardware components of our Vocera Communication solution, including our batteries and integrated circuits. We purchase inventory generally through individual purchase orders. Any of these suppliers could cease production of our components, cease to provide the necessary levels of support for our use of their components, experience capacity constraints, material shortages, work stoppages, financial difficulties, cost increases or other reductions or disruptions in output, cease operations or be acquired by, or enter into exclusive arrangements with, a competitor. These suppliers typically rely on purchase orders rather than long-term contracts with their suppliers, and as a result, even if available, the supplier may not be able to secure sufficient materials at reasonable prices or of acceptable quality to build our components in a timely manner. Any of these circumstances could cause interruptions or delays in the delivery of our solutions to our customers, and this may force us to seek components from alternative sources, which may not have the required specifications, or be available in time to meet demand or on commercially reasonable terms, if at all. Any of these circumstances may also force us to redesign our solutions if a component becomes unavailable in order to incorporate a component from an alternative source.

Our solutions incorporate multiple software components obtained from licensors on a non-exclusive basis, such as voice recognition software, software supporting the runtime execution of our software platform, and database and reporting software. Our license agreements can be terminated for cause. In many cases, these license agreements specify a limited term and are only renewable beyond that term with the consent of the licensor. If a licensor terminates a license agreement for cause, objects to its renewal or conditions renewal on modified terms and conditions, we may be unable to obtain licenses for equivalent software components on reasonable terms and conditions, including licensing fees, warranties or protection from infringement claims. Some licensors may discontinue licensing their software to us or support of the software version used in our solutions. In such circumstances, we may need to redesign our solutions at substantial cost to incorporate alternative software components or be subject to higher royalty costs. Any of these circumstances could adversely affect the cost and availability of our solutions.

Third-party licensors generally require us to incorporate specific license terms and conditions in our agreements with our customers. If we are alleged to have failed to incorporate these license terms and conditions, we may be subject to claims by these licensors, incur significant legal costs defending ourselves against such claims and, if such claims are successful, be subject to termination of licenses, monetary damages, or an injunction against the continued distribution of one or more of our solutions.

Because we depend upon a contract manufacturer, our operations could be harmed and we could lose sales if we encounter problems with this manufacturer.

We do not have internal manufacturing capabilities and rely upon a contract manufacturer, SMTC Corporation, ("SMTC"), to produce the primary hardware component of our Vocera Communication solution. We have entered into a manufacturing agreement with SMTC that is terminable by either party with advance notice and that may also be terminated for a material uncured breach. We also rely on original design manufacturers, or ODMs, to produce accessories, including batteries, chargers and attachments. Any of these suppliers could cease production of our components, cease to provide the necessary levels of support for our use of their components, experience capacity constraints, material shortages, work stoppages, financial difficulties, cost increases or other reductions or disruptions in output, cease operations or be acquired by, or enter into exclusive arrangements with, a competitor. If SMTC or an ODM is unable or unwilling to continue manufacturing components of our solutions in the volumes that we require, fails to meet our quality specifications or significantly increases its prices, we may not be able to deliver our solutions

to our customers with the quantities, quality and performance that they expect in a timely manner. As a result, we could lose sales and our operating results could be harmed.

SMTC or ODMs may experience problems that could impact the quantity and quality of components of our Vocera Communication solution, including disruptions in their manufacturing operations due to equipment breakdowns, labor strikes or shortages, component or material shortages and cost increases. SMTC and these ODMs generally rely on purchase orders rather than long-term contracts with their suppliers, and as a result, may not be able to secure sufficient components or other materials at reasonable prices or of acceptable quality to build components of our solutions in a timely manner. The majority of the components of our Vocera Communication solution are manufactured in Asia or Mexico and adverse changes in political or economic circumstances in those locations could also disrupt our supply and quality of components of our solutions.

Companies occasionally encounter unexpected difficulties in ramping up production of new products, and we may experience such difficulties with future generations of our products. SMTC and our ODMs also manufacture products for other companies. Generally, our orders represent a relatively small percentage of the overall orders received by SMTC and these ODMs from

Table of Contents

their customers; therefore, fulfilling our orders may not be a priority in the event SMTC or an ODM is constrained in its ability to fulfill all of its customer obligations. In addition, if SMTC or an ODM is unable or unwilling to continue manufacturing components of our solutions, we may have to identify one or more alternative manufacturers. The process of identifying and qualifying a new contract manufacturer or ODM can be time consuming, and we may not be able to substitute suitable alternative manufacturers in a timely manner or at an acceptable cost. Additionally, transitioning to a new manufacturer may cause us to incur additional costs and delays if the new manufacturer has difficulty manufacturing components of our solutions to our specifications or quality standards.

If we fail to forecast our manufacturing requirements accurately, or fail to properly manage our inventory with our contract manufacturer, we could incur additional costs and experience manufacturing delays, which can adversely affect our operating results.

We place orders with our contract manufacturer, SMTC, and we and SMTC place orders with suppliers based on forecasts of customer demand. Because of our international low cost sourcing strategy, our lead times are long and cause substantially more risk to forecasting accuracy than would result were lead times shorter. Our forecasts are based on multiple assumptions, each of which may introduce errors into our estimates affecting our ability to meet our customers' demands for our solutions. We also may face additional forecasting challenges due to product transitions in the components of our solutions, or to our suppliers discontinuing production of materials and subcomponents required for our solutions. If demand for our solutions increases significantly, we may not be able to meet demand on a timely basis, and we may need to expend a significant amount of time working with our customers to allocate limited supply and maintain positive customer relations, or we may incur additional costs in order to source additional materials and subcomponents to produce components of our solutions or to expedite the manufacture and delivery of additional inventory. If we underestimate customer demand, our contract manufacturer may have inadequate materials and subcomponents on hand to produce components of our solutions, which could result in manufacturing interruptions, shipment delays, deferral or loss of revenue, and damage to our customer relationships. Conversely, if we overestimate customer demand, we and SMTC may purchase more inventory than required for actual customer orders, resulting in excess or obsolete inventory, thereby increasing our costs and harming our operating results.

If hospitals do not have and are not willing to install, upgrade and maintain the wireless infrastructure required to effectively operate our Vocera Communication solution, then they may experience technical problems or not purchase our solution at all.

The effectiveness of our Vocera Communication solution depends upon the quality and compatibility of the communications environment that our healthcare customers maintain. Our solutions require voice-grade wireless, or Wi-Fi, installed through large enterprise environments, which can vary from hospital to hospital and from department to department within a hospital. Many hospitals have not installed a voice-grade wireless infrastructure. If potential customers do not have a wireless network that can properly and fully interoperate with our Vocera Communication solution, then such a network must be installed, or an existing Wi-Fi network must be upgraded or modified, for example, by adding access points in stairwells, for our Vocera Communication solution to be fully functional. The additional cost of installing or upgrading a Wi-Fi network may dissuade potential customers from installing our solution. Furthermore, if changes to a customer's physical or information technology environment cause integration issues or degrade the effectiveness of our solution, or if the customer fails to upgrade or maintain its environment as may be required for software releases or updates or to ensure our solution's effectiveness, the customer may not be able to fully utilize our solution or may experience technical problems, or these changes may impact the performance of other wireless equipment being used. If such circumstances arise, prospective customers may not purchase or existing customers may not expand their use of or deploy upgraded versions of our Vocera Communication solution, thereby harming our business and operating results.

If we fail to achieve and maintain certification for certain U.S. federal standards, our sales to U.S. government customers will suffer.

We believe that a significant opportunity exists to sell our products to healthcare facilities in the Veterans Administration and Department of Defense (DoD). These customers require independent certification of compliance with specific requirements relating to encryption, security, interoperability and scalability, including Federal Information Processing Standard (FIPS) 140-2 and, as to DoD, certification by its Joint Interoperability and Test Command and under its Information Assurance Certification and Accreditation Process. We have received certification under certain of these standards for military-specific configurations of the Vocera communication solution incorporating the B2000 and B3000 badges. We are continuing to carry out further compliance activities. A failure on our part to achieve and maintain compliance, both as to current products and as to new product versions, could adversely impact our revenue.

Table of Contents

Our efforts to sell our communications solutions in non-healthcare markets may not be successful.

In recent years, we have actively engaged in sales efforts to customers outside the healthcare markets, including hospitality, energy and other mobile work environments. We may not be successful in further penetrating the non-healthcare markets upon which we are initially focusing, or other new markets. To date, our Vocera Communication solution has been deployed in over 200 customers in non-healthcare markets. Total revenue from non-healthcare customers accounted for 4%, 3% and 3% of our revenue for the six months ended June 30, 2014, and for the years ended December 31, 2013 and 2012, respectively. If we cannot maintain these customers by providing communications solutions that meet their requirements, if we cannot successfully expand our communications solutions in non-healthcare markets, or if adoption of our solutions is slow, we may not obtain significant revenue from these markets. We may experience challenges as we expand in non-healthcare markets, including pricing pressure on our solutions and technical issues as we adapt our solutions for the requirements of new markets. Our communications solutions also may not contain the functionality required by these non-healthcare markets or may not sufficiently differentiate us from competing solutions such that customers can justify deploying our solutions.

If we fail to successfully develop and introduce new solutions and features to existing solutions, our revenue, operating results and reputation could suffer.

Our success depends, in part, upon our ability to develop and introduce new solutions and features to existing solutions that meet existing and new customer requirements. We may not be able to develop and introduce new solutions or features on a timely basis or in response to customers' changing requirements, or that sufficiently differentiate us from competing solutions such that customers can justify deploying our solutions. We may experience technical problems and additional costs as we introduce new features to our software platform, deploy future models of our wireless badges and integrate new solutions with existing customer clinical systems and workflows. In addition, we may face technical difficulties as we expand into non-English speaking countries and incorporate non-English speech recognition capabilities into our Vocera Communication solution. We also may incur substantial costs or delays in the manufacture of any additional new products or models as we seek to optimize production methods and processes at our contract manufacturer. In addition, we expect that we will at least initially achieve lower gross margins on new models, while endeavoring to reduce manufacturing costs over time. If any of these problems were to arise, our revenue, operating results and reputation could suffer.

If we do not achieve the anticipated strategic or financial benefits from our acquisitions or if we cannot successfully integrate them, our business and operating results could be harmed.

We have acquired, and in the future may acquire, complementary businesses, technologies or assets that we believe to be strategic, such as our mVisum acquisition in the first quarter of 2014. We may not achieve the anticipated strategic or financial benefits, or be successful in integrating any acquired businesses, technologies or assets. If we cannot effectively integrate our Vocera Communication solution with our Secure Messaging and Care Experience solutions and successfully market and sell these solutions, we may not achieve market acceptance for, or significant revenue from, these new solutions.

Integrating newly acquired businesses, technologies and assets could strain our resources, could be expensive and time consuming, and might not be successful. Our recent acquisition exposes us and we will be further exposed, if we acquire or invest in additional businesses, technologies or assets, to a number of risks, including that we may:

- experience technical issues as we integrate acquired businesses, technologies or assets into our existing communications solutions;
- encounter difficulties leveraging our existing sales and marketing organizations, and direct sales channels, to increase our revenue from acquired businesses, technologies or assets;
-

find that the acquisition does not further our business strategy, we overpaid for the acquisition or the economic conditions underlying our acquisition decision have changed;

- have difficulty retaining the key personnel of acquired businesses;
- suffer disruption to our ongoing business and diversion of our management's attention as a result of transition or integration issues and the challenges of managing geographically or culturally diverse enterprises; and
- experience unforeseen and significant problems or liabilities associated with quality, technology and legal contingencies relating to the acquisition, such as intellectual property or employment matters.

In addition, from time to time we may enter into negotiations for acquisitions that are not ultimately consummated. These negotiations could result in significant diversion of management time, as well as substantial out-of-pocket costs. If we were to proceed with one or more significant acquisitions in which the consideration included cash, we could be required to use a substantial portion of our available cash. To the extent we issue shares of capital stock or other rights to purchase capital stock, including options and warrants, the ownership of existing stockholders would be diluted. In addition, acquisitions may result in

Table of Contents

the incurrence of debt, contingent liabilities, large write-offs, or other unanticipated costs, events or circumstances, any of which could harm our operating results.

We generally recognize revenue from maintenance and support contracts over the contract term, and changes in sales may not be immediately reflected in our operating results.

We generally recognize revenue from our customer maintenance and support contracts ratably over the contract term, which is typically 12 months, in some cases subject to an early termination right. Revenue from our maintenance and support contracts accounted for 36%, 31% and 26% of our revenue for the six months ended June 30, 2014, and for the years ended December 31, 2013 and 2012, respectively. A portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to maintenance and support contracts entered into during previous quarters. Consequently, a decline in new or renewed maintenance and support by our customers in any one quarter may not be immediately reflected in our revenue for that quarter. Such a decline, however, will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services and potential changes in our rate of renewals may not be fully reflected in our operating results until future periods.

Our success depends upon our ability to attract, integrate and retain key personnel, and our failure to do so could harm our ability to grow our business.

Our success depends, in part, on the continuing services of our senior management and other key personnel, and our ability to continue to attract, integrate and retain highly skilled personnel, particularly in engineering, sales and marketing. Competition for highly skilled personnel is intense, particularly in the Silicon Valley where our headquarters are located. If we fail to attract, integrate and retain key personnel, our ability to grow our business could be harmed.

The members of our senior management and other key personnel are at-will employees, and may terminate their employment at any time without notice. For example, in June 2014, our Chief Financial Officer resigned to pursue another opportunity in the San Francisco Bay Area. If one or more members of our senior management terminate their employment, we may not be able to find qualified individuals to replace them on a timely basis or at all and our senior management may need to divert their attention from other aspects of our business. Former employees may also become employees of a competitor. We may also have to pay additional compensation to attract and retain key personnel. We also anticipate hiring additional engineering, marketing and sales, and services personnel to grow our business. Often, significant amounts of time and resources are required to train these personnel. We may incur significant costs to attract, integrate and retain them, and we may lose them to a competitor or another company before we realize the benefit of our investments in them.

Our international operations subject us, and may increasingly subject us in the future, to operational, financial, economic and political risks abroad.

Although we derive a relatively small portion of our revenue from customers outside the United States, we believe that non-U.S. customers could represent an increasing share of our revenue in the future. During the six months ended June 30, 2014 and the years ended December 31, 2013 and 2012, we generated 11.0%, 10.5% and 10.7% of our revenue, respectively, from customers outside of the United States, including Canada, the United Kingdom, Australia, the Republic of Ireland and New Zealand. In the second quarter of 2014, we opened a new innovation center in India and a sales office in Dubai, United Arab Emirates. Accordingly, we are subject to risks and challenges that we would not otherwise face if we conducted our business solely in the United States, including:

- challenges incorporating non-English speech recognition capabilities into our solutions as we expand into non-English speaking jurisdictions;

- difficulties integrating our solutions with wireless infrastructures with which we do not have experience;
- difficulties integrating local dialing plans and applicable PBX standards;
- challenges associated with delivering support, training and documentation in several languages;
- difficulties in staffing and managing personnel and resellers;
- the need to comply with a wide variety of foreign laws and regulations, including increasingly stringent data privacy regulations, requirements for export controls for encryption technology, employment laws, changes in tax laws and tax audits by government agencies;
- political and economic instability in, or foreign conflicts that involve or affect, the countries of our customers;
- difficulties in collecting accounts receivable and longer accounts receivable payment cycles;
- exposure to competitors who are more familiar with local markets;
- limited or unfavorable intellectual property protection in some countries; and
- currency exchange rate fluctuations, which could affect the price of our solutions relative to locally produced solutions.

Table of Contents

Any of these factors could harm our existing international business, impair our ability to expand into international markets or harm our operating results.

Our solutions are highly complex and may contain software or hardware errors that could harm our reputation and operating results.

Our solutions incorporate complex technology, are deployed in a variety of complex hospital environments and must interoperate with many different types of devices and hospital systems. While we test the components of our solutions for defects and errors prior to release, we or our customers may not discover a defect or error until after we have deployed our solution, integrated it into the hospital environment and our customer has commenced general use of the solution. In addition, our solutions in some cases are integrated with hardware and software offered by “middleware” vendors in order to interoperate with nurse call systems, device alarms and other hospital systems. If we cannot successfully integrate our solution with these vendors as needed or if any hardware or software of these vendors contains any defect or error, then our solution may not perform as designed, or may exhibit a defect or error.

Any defects or errors in, or which are attributed to, our solutions, could result in:

- delayed market acceptance of our affected solutions;
- loss of revenue or delay in revenue recognition;
- loss of customers or inability to attract new customers;
- diversion of engineering or other resources for remedying the defect or error;
- damage to our brand and reputation;
- increased service and warranty costs; and
- legal actions by our customers and hospital patients, including product liability claims.

If any of these occur, our operating results and reputation could be harmed.

We face potential liability related to the privacy and security of personal information collected through our solutions.

In connection with our healthcare communications business, we handle and have access to personal health information subject in the United States to the Health Insurance Portability and Accountability Act of 1996, or HIPAA, the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, regulations issued pursuant to these statutes, state privacy and security laws and regulations, and associated contractual obligations as a “business associate” of healthcare providers. These statutes, regulations and contractual obligations impose numerous requirements regarding the use and disclosure of personal health information with which we must comply. Our failure to accurately anticipate the application or interpretation of these statutes, regulations and contractual obligations as we develop our solutions, a failure by us to comply with their requirements (e.g., evolving encryption and security requirements) or an allegation that defects in our products have resulted in noncompliance by our customers could create material civil and/or criminal liability for us, resulting in adverse publicity and negatively affecting our business.

In addition, the use and disclosure of personal health information is subject to regulation in other jurisdictions in which we do business or expect to do business in the future. Those jurisdictions may attempt to apply such laws extraterritorially or through treaties or other arrangements with U.S. governmental entities. We might unintentionally violate such laws, such laws may be modified and new laws may be enacted in the future which may increase the chance that we violate them. Any such developments, or developments stemming from enactment or modification of other laws, or the failure by us to comply with their requirements or to accurately anticipate the application or interpretation of these laws could create material liability to us, result in adverse publicity and negatively affect our business.

For example, the European Union, or EU, adopted the Data Protection Directive, or DPD, imposing strict regulations and establishing a series of requirements regarding the storage of personally identifiable information on computers or recorded on other electronic media. This has been implemented by all EU member states through national laws. DPD provides for specific regulations requiring all non-EU countries doing business with EU member states to provide adequate data privacy protection when receiving personal data from any of the EU member states. Similarly, Canada's Personal Information and Protection of Electronic Documents Act, as well as a variety of provincial statutes, provides Canadian residents with privacy protections in regard to transactions with businesses and organizations in the private sector and sets out ground rules for how private sector organizations may collect, use and disclose personal information in the course of commercial activities. A finding that we have failed to comply with applicable laws and regulations regarding the collection, use and disclosure of personal information could create liability for us, result in adverse publicity and negatively affect our business.

Table of Contents

Any legislation or regulation in the area of privacy and security of personal information could affect the way we operate our services and could harm our business. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our solutions or increase the costs associated with selling our solutions, and may affect our ability to invest in or jointly develop solutions in the United States and in foreign jurisdictions. Further, we cannot assure you that our privacy and security policies and practices will be found sufficient to protect us from liability or adverse publicity relating to the privacy and security of personal information.

The failure of our equipment lease customers to pay us under leasing agreements with them that we do not sell to third party lease finance companies could harm our revenue and operating results.

In 2012 we began offering our badges and related hardware accessories to our customers through multi-year equipment lease agreements. In connection with each sale, we recognize product-related revenue at the net present value of the lease payment stream once our obligations related to such sale have been met. We plan to sell the bulk of these leases, including the related accounts receivables, to third party lease finance companies on a non-recourse basis. We will have to retain unsold leases in-house, which will expose us to the creditworthiness of such equipment lease customers over the lease term. For the leases that we retain in-house, our ability to collect payments from a customer or to recognize revenue for the sale could be impaired if the customer fails to meet its obligations to us such as in the case of its bankruptcy filing or deterioration in its financial position, or has other creditworthiness issues, any of which could harm our revenue and operating results.

Our use of open source and non-commercial software components could impose risks and limitations on our ability to commercialize our solutions.

Our solutions contain software modules licensed under open source and other types of non-commercial licenses, including the GNU Public License, the GNU Lesser Public License, the Apache License and others. We also may incorporate open source and other licensed software into our solutions in the future. Use and distribution of such software may entail greater risks than use of third-party commercial software, as licenses of these types generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some of these licenses require the release of our proprietary source code to the public if we combine our proprietary software with open source software in certain manners. This could allow competitors to create similar products with lower development effort and time and ultimately result in a loss of sales for us.

The terms of many open source and other non-commercial licenses have not been judicially interpreted and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. In such event, in order to continue offering our solutions, we could be required to seek licenses from alternative licensors, which may not be available on a commercially reasonable basis or at all, to re-engineer our solutions or to discontinue the sale of our solutions in the event we cannot obtain a license or re-engineer our solutions on a timely basis, any of which could harm our business and operating results. In addition, if an owner of licensed software were to allege that we had not complied with the conditions of the corresponding license agreement, we could incur significant legal costs defending ourselves against such allegations. In the event such claims were successful, we could be subject to significant damages, be required to disclose our source code, or be enjoined from the distribution of our solutions.

Claims of intellectual property infringement could harm our business.

Vigorous protection and pursuit of intellectual property rights has resulted in protracted and expensive litigation for many companies in our industry. Although claims of this kind have not materially affected our business to date, there

can be no assurance of the absence of such claims in the future. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources, or require us to enter into royalty or licensing agreements, any of which could harm our business and operating results.

Intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, and we cannot be certain that we will be successful in defending ourselves against intellectual property claims. In addition, we currently have a limited portfolio of issued patents compared to many other industry participants, and therefore may not be able to effectively utilize our intellectual property portfolio to assert defenses or counterclaims in response to patent infringement claims or litigation brought against us by third parties. Further, litigation may involve patent holding companies or other adverse patent owners who have no relevant products and against whom our potential patents may provide little or no deterrence.

Table of Contents

Many potential litigants have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, a successful claimant could secure a judgment that requires us to pay substantial damages or prevents us from distributing certain solutions or performing certain services. We might also be required to seek a license and pay royalties for the use of such intellectual property, which may not be available on commercially acceptable terms or at all. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and may ultimately not be successful.

If we are unable to protect our intellectual property rights, our competitive position could be harmed or we could be required to incur significant expenses to enforce our rights.

Our success depends, in part, on our ability to protect our proprietary technology. We protect our proprietary technology through patent, copyright, trade secret and trademark laws in the United States and similar laws in other countries. We also protect our proprietary technology through licensing agreements, nondisclosure agreements and other contractual provisions. These protections may not be available in all cases or may be inadequate to prevent our competitors from copying, reverse engineering or otherwise obtaining and using our technology, proprietary rights or solutions in an unauthorized manner. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. In addition, third parties may seek to challenge, invalidate or circumvent our patents, trademarks, copyrights and trade secrets, or applications for any of the foregoing. Our competitors may independently develop technologies that are substantially equivalent, or superior, to our technology or design around our proprietary rights. In each case, our ability to compete could be significantly impaired.
To prevent unauthorized use of our intellectual property rights, it may be necessary to prosecute actions for infringement or misappropriation of our proprietary rights. Any such action could result in significant costs and diversion of our resources and management's attention, and there can be no assurance that we will be successful in such action. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce their intellectual property rights than us. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing or misappropriating our intellectual property. While we plan to continue to protect our intellectual property with, among other things, patent protection, there can be no assurance that:

- current or future U.S. or foreign patent applications will be approved;
- our issued patents will protect our intellectual property and not be held invalid or unenforceable if challenged by third parties;
- we will succeed in protecting our technology adequately in all key jurisdictions in which we develop technology, or we or our competitors operate; or
- others will not independently develop similar or competing products or methods or design around any patents that may be issued to us.

Our failure to obtain patents with claims of a scope necessary to cover our technology, or the invalidation of our patents, or our inability to protect any of our intellectual property, may weaken our competitive position and harm our business and operating results. We might be required to spend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may harm our business, operating results and financial condition.

Some of our solutions are, and others could become, subject to regulation by the U.S. Food and Drug Administration or similar foreign agencies, which could increase our operating costs.

We provide certain products that are, and others that may become, subject to regulation by the FDA and similar agencies in other countries, or the jurisdiction of these agencies could be expanded in the future to include our solutions. The FDA regulates certain products, including software-based products, as “medical devices” based, in part, on the intended use of the product and the risk the device poses to the patient should the device fail to perform properly. Although we have concluded that our wireless badge is a general-purpose communications device not subject to FDA regulation, the FDA could disagree with our conclusion, or changes in our solutions or the FDA’s evolving regulation could lead to FDA regulation of our solutions. Any of our products deemed to be medical devices would be subject to the 2.3% excise tax under the Affordable Care Act. Canada and many other countries in which we sell or may sell our solutions could also have similar regulations applicable to our solutions, some of which may be subject to change or interpretation. We may incur substantial operating costs if we are required to register our solutions or components of our solutions as regulated medical devices under U.S. or foreign regulations, obtain premarket approval from the FDA or foreign regulatory agencies, and satisfy the extensive reporting requirements. In

addition, failure to comply with these regulations could result in enforcement actions and monetary penalties. A clinical communications product acquired from mVisum, Inc. is regulated by the FDA as a Class II medical device.

Product liability or other liability claims could cause us to incur significant costs, adversely affect the sales of our solutions and harm our reputation.

Our solutions are utilized by healthcare professionals and others in the course of providing patient care. It is possible that patients, family members, physicians, nurses or others may allege we are responsible for harm to patients or healthcare professionals due to defects in, the malfunction of, the characteristics of, or the operation of, our solutions. Any such allegations could harm our reputation and ability to sell our solutions.

Components of our solutions utilizing Wi-Fi also emit radio frequency, or RF, energy. RF emissions have been alleged, in connection with cellular phones, to have adverse health consequences. While these components of our solutions comply with guidelines applicable to such emissions, some may allege that these components of our solutions cause adverse health consequences or applicable guidelines may change making these components of our solutions non-compliant. Regulatory agencies in the United States and other countries in which we do or plan to do business may implement regulations concerning RF emissions standards. In addition, healthcare professionals have alleged and may allege in the future that magnets in our badges may emit electromagnetic radiation or otherwise interfere with implanted medical or other devices. Any such allegations or non-compliance, or any regulatory developments, including any changes affecting the transmission of radio signals, could negatively impact the sales of our solutions, require costly modifications to our solutions and harm our reputation.

Although our customer agreements contain terms and conditions, including disclaimers of liability, that are intended to reduce or eliminate our potential liability, we could be required to spend significant amounts of management time and resources to defend ourselves against product liability, tort, warranty or other claims. If any such claims were to prevail, we could be forced to pay damages, comply with injunctions or stop distributing our solutions. Even if potential claims do not result in liability to us, investigating and defending against these claims could be expensive and time consuming and could divert management's attention away from our business. We maintain general liability insurance coverage, including coverage for errors and omissions; however, this coverage may not be sufficient to cover large claims against us or otherwise continue to be available on acceptable terms. Further, the insurer could attempt to disclaim coverage as to any particular claim.

Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, and to interruption by man-made problems such as power disruptions or terrorism.

Our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity, and many critical components of our solutions are sourced in Asia and Mexico, regions known to suffer natural disasters. A significant natural disaster, such as an earthquake, fire or a flood, occurring at our headquarters, our other facilities or where our contract manufacturer or its suppliers are located, could harm our business, operating results and financial condition. In addition, acts of terrorism could cause disruptions in our business, the businesses of our customers and suppliers, or the economy as a whole. We also rely on information technology systems to communicate among our workforce located worldwide, and in particular, our senior management, general and administrative, and research and development activities that are coordinated with our corporate headquarters in the San Francisco Bay Area. Any disruption to our internal communications, whether caused by a natural disaster or by man-made problems, such as power disruptions, in the San Francisco Bay Area, Asia or Mexico could delay our research and development efforts, cause delays or cancellations of customer orders or delay deployment of our solutions, which could harm our business, operating results and financial condition.

We may require additional capital to support our business growth, and such capital may not be available.

We intend to continue to make investments to support business growth and may require additional funds to respond to business challenges, which include the need to develop new solutions or enhance existing solutions, enhance our operating infrastructure, expand our sales and marketing capabilities, expand into non-healthcare markets, and acquire complementary businesses, technologies or assets. Accordingly, we may need to engage in equity or debt financing to secure funds. Equity and debt financing, however, might not be available when needed or, if available, might not be available on terms satisfactory to us. If we raise additional funds through equity financing, our stockholders may experience dilution. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt. If we are unable to obtain adequate financing or financing on terms satisfactory to us, our ability to continue to support our business growth and to respond to business challenges could be significantly limited as we may have to delay, reduce the scope of or eliminate some or all of our initiatives, which could harm our operating results.

Table of Contents

As an “emerging growth company” under the JOBS Act, we are permitted to, and may, rely on exemptions from certain disclosure and governance requirements.

As an “emerging growth company” under the Jumpstart Our Business Startups Act, or JOBS Act, we are permitted to, and may, rely on exemptions from certain disclosure and governance requirements. For example, for so long as we are an emerging growth company, which can last, at most, until the first fiscal year following the fifth anniversary of our initial public offering, we will not be required to:

- have our independent registered public accounting firm report on our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements;
- provide the “compensation discussion and analysis” and certain compensation tables for our named executive officers in our Form 10-K or annual proxy statement; and
- submit certain executive compensation matters to stockholder advisory votes, such as “say on pay” and “say on frequency.”

We could be an emerging growth company for up to five years. However, if the market value of our common stock that is held by non-affiliates exceeds $700 million as of June 30th of any year, we could cease to be an “emerging growth company” as of the following December 31st. This threshold was not reached for June 30, 2014. After exceeding the threshold, as of each fiscal year end, our independent registered public accounting firm will be required to evaluate and report on our internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act. While management has established plans to accommodate the additional assessment and attestation procedures and related costs of Section 404(b) compliance, we may incur additional costs or require additional management time to comply with Section 404(b) in a timely manner.

If we do not maintain effective internal control over financial reporting or disclosure controls and procedures in the future, the accuracy and timeliness of our financial reporting may be adversely affected.

The Sarbanes-Oxley Act requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually and disclosure controls and procedures quarterly. In particular, we must obtain confidence in our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act. To the extent we find a material weakness or other deficiency in our internal control over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.

Multiple negative consequences could ensue if a material weakness in our internal control over financial reporting is identified in the future, or we are not able to comply with the requirements of Section 404 in a timely manner or we do not maintain effective controls. For example, our reported financial results could be materially misstated or could be restated, we could receive an adverse opinion regarding our controls from our independent registered public accounting firm (once such opinion is required under the Sarbanes-Oxley Act), or we could be subject to investigations or sanctions by regulatory authorities. All of these outcomes would require additional financial and management resources, and the market price of our stock could decline.

We will continue to incur increased costs as a result of operating as a public company and our management will have to devote substantial time to public company compliance obligations.

As a public company, we will continue to incur substantial legal, accounting and other expenses that we did not incur as a private company. We will continue to incur substantial expenses even though we as an “emerging growth company” may rely upon the disclosure and governance exemptions under the JOBS Act. The Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley Act, as well as rules subsequently implemented by the SEC and our stock exchange, impose various

requirements on public companies, including changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance requirements and any new requirements that the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 may impose on public companies. Moreover, these rules and regulations, along with compliance with accounting principles and regulatory interpretations of such principles, as amended by the JOBS Act, have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time-consuming and costly.

Table of Contents

We face risks related to securities litigation that could result in significant legal expenses and settlement or damage awards.

We are currently, and may in the future become, subject to claims and litigation alleging violations of the securities laws or other related claims, which could harm our business and require us to incur significant costs. For example, on August 1, 2013 and August 21, 2013, purported securities class actions were filed in the United States District Court for the Northern District of California against us and certain of our officers, our board of directors, a former director and the underwriters for our initial public offering. The suits purport to allege claims for allegedly misleading statements in the registration statement for our initial public offering and in subsequent communications regarding our business and financial results. Regardless of the outcome, these matters or future litigation may require significant attention from management and could result in significant legal expenses, settlement costs or damage awards that could have a material impact on our financial position, results of operations and cash flows.

Compliance with the SEC's new rule for disclosures on sourcing of conflict minerals may be time consuming and costly and could adversely affect our reputation.

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC adopted a new rule that applies to companies that use certain minerals and metals, known as conflict minerals, in their products, including certain products manufactured for them by third parties. The new rule requires companies that use conflict minerals in the production of their products to conduct diligence as to whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries and to file certain information with the SEC about the use of these minerals. We have incurred additional efforts to comply with the due diligence and disclosure requirements. In addition, depending upon our findings or our inability to make reliable findings about the source of any conflict minerals that we use, our reputation could be harmed. Our first conflict minerals report, covering calendar 2013 operations, was submitted by the June 2, 2014 deadline.

Risks related to our common stock

The market price of our common stock has been, and may continue to be volatile, and your investment in our stock could suffer a decline in value.

There has been significant volatility in the market price and trading volume of equity securities, which is often unrelated or disproportionate to the financial performance of the companies issuing the securities. These broad market fluctuations may negatively affect the market price of our common stock. The market price of our common stock could fluctuate significantly in response to the factors described in this "Risk Factors" section and elsewhere in this Form 10-Q and other factors, many of which are beyond our control, including:

- actual or anticipated variation in anticipated operating results of us or our competitors;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new solutions, new or terminated significant contracts, commercial relationships or capital commitments;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- commencement of, or our involvement in, litigation;
- announced or completed acquisitions of businesses, technologies or assets by us or our competitor;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- price and volume fluctuations attributable to inconsistent trading volume levels of our common stock;
- our public float relative to the total number of shares of our common stock that are issued and outstanding;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- rumors and market speculation involving us or other companies in our industry;

- any major change in our management;
- unfavorable economic conditions and slow or negative growth of our markets; and
- other events or factors, including those resulting from war or incidents of terrorism.

Table of Contents

If securities or industry analysts issue an adverse or misleading opinion regarding our stock or do not publish research or reports about our business, our stock price could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us and our business. We do not control these analysts or the content and opinions included in their reports. The price of our common stock could decline if one or more analysts downgrade our common stock or if those analysts issue other unfavorable commentary or cease publishing reports about us or our business. If one or more analysts cease coverage of our company or fail to regularly publish reports about our company, we could lose visibility in the financial market, which in turn could cause our stock price to decline. Further, securities or industry analysts may elect not to provide research coverage of our common stock and such lack of research coverage may adversely affect the market price of our common stock.

We have never paid cash dividends on our capital stock, and we do not anticipate paying any dividends in the foreseeable future.

We have never paid cash dividends on any of our capital stock and currently intend to retain our future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our common stock will be the sole source of gain for the foreseeable future.

Our charter documents and Delaware law could discourage, delay or prevent a change of control of our company or change in our management that stockholders consider favorable and cause our stock price to decline.

Certain provisions of our restated certificate of incorporation and restated bylaws and Delaware law could discourage, delay or prevent a change of control of our company or change in our management that the stockholders of our company consider favorable. These provisions:

- authorize the issuance of “blank check” preferred stock that our board of directors could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- prohibit stockholder action by written consent, requiring all stockholder actions to be taken at a meeting of stockholders;
- establish advance notice procedures for nominating candidates to our board of directors or proposing matters that can be acted upon by stockholders at stockholder meetings;
- limit the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholders from cumulating their votes for the election of directors;
- permit newly created directorships resulting from an increase in the authorized number of directors or vacancies on our board of directors to be filled only by majority vote of our remaining directors, even if less than a quorum is then in office;
- provide that our board of directors is expressly authorized to make, alter or repeal our bylaws;
- establish a classified board of directors so that not all members of our board are elected at one time;
- provide that our directors may be removed only for “cause” and only with the approval of the holders of at least 66 2/3rds percent of our outstanding stock; and
- require super-majority voting to amend certain provisions in our certificate of incorporation and bylaws.

Section 203 of the Delaware General Corporation Law may also discourage, delay or prevent a change of control of our company.

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

Use of Proceeds from Public Offering of Common Stock

None.

Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Table of Contents

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

Exhibit Number	Exhibit title
31.01	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01+	Certification of 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.
101.INS††	XBRL Instance Document
101.SCH††	XBRL Taxonomy Schema Linkbase Document
101.CAL††	XBRL Taxonomy Calculation Linkbase Document
101.DEF††	XBRL Taxonomy Definition Linkbase Document
101.LAB††	XBRL Taxonomy Labels Linkbase Document
101.PRE††	XBRL Taxonomy Presentation Linkbase Document

\+ This certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

†† In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934,as amended, and otherwise is not subject to liability under these sections.

Table of Contents

SIGNATURES

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 thereunto duly authorized.

		VOCERA COMMUNICATIONS, INC.
Date: August 8, 2014	By:	/S/ Brent D. Lang
		Brent D. Lang
		Chief Executive Officer and Interim Chief Financial Officer
		(Principal Financial Officer)

Table of Contents

EXHIBIT INDEX

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††	In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934,as amended, and otherwise is not subject to liability under these sections.