

VOCERA COMMUNICATIONS, INC.

Form 4

April 04, 2012

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RRE Ventures GP II, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
130 EAST 59TH STREET, 17TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2012

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

(Street)
NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 04/02/2012 | | C | 314,759 | A | ① | 314,759 | I | by RRE Ventures II, L.P. ⁽²⁾ |
| Common Stock | 04/02/2012 | | C | 55,062 | A | ① | 55,062 | I | By RRE Ventures Fund II, L.P. ⁽³⁾ |
| Common Stock | 04/02/2012 | | C | 393,406 | A | ④ | 708,165 | I | By RRE Ventures II, L.P. ⁽²⁾ |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|-----|-----------|---|-----------------------------------|
| Common Stock | 04/02/2012 | | C | 68,820 | A | (4) | 123,882 | I | By RRE Ventures Fund II, L.P. (3) |
| Common Stock | 04/02/2012 | | C | 754,133 | A | (1) | 1,462,298 | I | By RRE Ventures II, L.P. (2) |
| Common Stock | 04/02/2012 | | C | 131,831 | A | (1) | 255,713 | I | By RRE Ventures Fund II, L.P. (3) |
| Common Stock | 04/02/2012 | | C | 285,577 | A | (1) | 1,747,875 | I | By RRE Ventures II, L.P. (2) |
| Common Stock | 04/02/2012 | | C | 49,922 | A | (1) | 305,635 | I | By RRE Ventures Fund II, L.P. (3) |
| Common Stock | 04/02/2012 | | C | 78,738 | A | (1) | 1,826,613 | I | By RRE Ventures II, L.P. (2) |
| Common Stock | 04/02/2012 | | C | 13,768 | A | (1) | 319,403 | I | By RRE Ventures Fund II, L.P. (3) |
| Common Stock | 04/02/2012 | | C | 57,005 | A | (1) | 1,883,618 | I | By RRE Ventures II, L.P. (2) |
| Common Stock | 04/02/2012 | | C | 9,972 | A | (1) | 329,375 | I | By RRE Ventures Fund II, L.P. (3) |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|---|--|---|

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| Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------|------------|------|---|-----|---------|---------------------|--------------------|-----------------|
| Series A Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 314,759 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series A Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 55,062 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series B Convertible Preferred Stock | <u>(4)</u> | 04/02/2012 | C | | | 214,927 | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Series B Convertible Preferred Stock | <u>(4)</u> | 04/02/2012 | C | | | 37,598 | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Series C Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 754,133 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series C Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 131,831 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series D Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 285,577 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series D Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 49,922 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series E Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 78,738 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series E Convertible Preferred Stock | <u>(1)</u> | 04/02/2012 | C | | | 13,768 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series F Convertible | <u>(1)</u> | 04/02/2012 | C | | | 57,005 | <u>(1)</u> | <u>(1)</u> | Common Stock |

| | | | | | | | | |
|--|---------|------------|---|--------|-----|------------|--|--|
| Preferred Stock | | | | | | | | |
| Series F Convertible Preferred Stock | (1) | 04/02/2012 | C | 9,972 | (1) | (1) | | Common Stock |
| Series E Convertible Pref St Purchase Warrant (Right to Buy) | \$ 6.61 | 04/02/2012 | C | 23,621 | (5) | 10/19/2015 | | Series E Convertible Preferred Stock (1) |
| Common Stock Purchase Warrant (Right to Buy) | \$ 6.61 | 04/02/2012 | C | 23,621 | (5) | 10/19/2015 | | Common Stock |
| Series E Convertible Pref St Purchase Warrant (Right to Buy) | \$ 6.61 | 04/02/2012 | C | 4,130 | (5) | 10/19/2015 | | Series E Convertible Preferred Stock (1) |
| Common Stock Purchase Warrant (Right to Buy) | \$ 6.61 | 04/02/2012 | C | 4,130 | (5) | 10/19/2015 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RRE Ventures GP II, LLC 130 EAST 59TH STREET 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| RRE Ventures II, LP 130 EAST 59TH STREET 17TH FLOOR NEW YORK, NY 10022 | | X | | |

RRE Ventures Fund II, LP
130 EAST 59TH STREET
17TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Andrew Zalasin,
Member

04/04/2012

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series A, Series C, Series D, Series E and Series F Convertible Preferred Stock converted into one share of common stock upon the completion of the Issuer's initial public offering and had no expiration date.

RRE Ventures GP II, LLC ("RRE GP") is the sole general partner of RRE Ventures II, L.P. James D. Robinson III, James D. Robinson IV, Stuart J. Ellman, and Andrew L. Zalasin are members of RRE GP and may be deemed to have shared voting and investment control with respect to these shares. Each of RRE GP and Messrs. Robinson III, Robinson IV, Ellman, and Zalasin disclaim beneficial ownership of these shares except to the extent of its or his pecuniary interest therein.
- (2) RRE GP is the sole general partner of RRE Ventures Fund II, L.P. James D. Robinson III, James D. Robinson IV, Stuart J. Ellman, and Andrew L. Zalasin are members of RRE GP and may be deemed to have shared voting and investment control with respect to these shares. Each of RRE GP and Messrs. Messrs. Robinson III, Robinson IV, Ellman, and Zalasin disclaim beneficial ownership of these shares except to the extent of its or his pecuniary interest therein.
- (3) Each share of Series B Convertible Preferred Stock converted into 1.8304174 shares of common stock upon the completion of the Issuer's initial public offering and had no expiration date.
- (4) Immediately exercisable.
- (5) Immediately exercisable.

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