

VENROCK ASSOCIATES III LP
Form 3
March 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â VENROCK ASSOCIATES III LP			(Month/Day/Year)		VOCERA COMMUNICATIONS, INC. [VCRA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
C/O VENROCK,Â 3340 HILLVIEW AVE.			(Check all applicable)			
(Street)			___ Director		__X__ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
PALO ALTO,Â CAÂ 94304			___ Officer		___ Other	___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)		(specify below)	__X__ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,105,262	\$ (1)	I	By Funds (2)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	421,214	\$ (3)	I	By Funds (4)
Series E Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	113,811	\$ (5)	I	By Funds (6)
Series F Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	222,317	\$ (7)	I	By Funds (8)
Series E Convertible Pref St Purchase Warrant (right to buy)	Â (9)	10/19/2015	Series E Convertible Preferred Stock (5)	34,142	\$ 6.61	I	By Funds (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	Â	Â X	Â	Â
VENROCK ASSOCIATES C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	Â	Â X	Â	Â
VENROCK ENTREPRENEURS FUND III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	Â	Â X	Â	Â
VENROCK MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	Â	Â X	Â	Â
VEF MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	Â	Â X	Â	Â

Signatures

/s/ David L. Stepp, authorized signatory

03/27/2012

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series C Convertible Preferred Stock ("Series C Preferred") is convertible into Common Stock on a one-for-one basis at any time at the holder's election and has no expiration date.
- Consists of (i) 1,684,210 shares of Series C Preferred held by Venrock Associates III, L.P. ("VA III"), (ii) 378,947 shares of Series C Preferred held by Venrock Associates ("VA"), and (iii) 42,105 shares of Series C Preferred held by Venrock Entrepreneurs Fund III, L.P. ("VEF III"). Venrock Management III, LLC ("VM III") is the general partner of VA III. VEF Management III, LLC ("VEFM") is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (2) The Series D Convertible Preferred Stock ("Series D Preferred") is convertible into Common Stock on a one-for-one basis at any time at the holder's election and has no expiration date.
- Consists of (i) 336,972 shares of Series D Preferred held by VA III, (ii) 75,818 shares of Series D Preferred held by VA, and (iii) 8,424 shares of Series D Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (3) The Series E Convertible Preferred Stock ("Series E Preferred") is convertible into Common Stock on a one-for-one basis at any time at the holder's election and has no expiration date.
- Consists of (i) 91,049 shares of Series E Preferred held by VA III, (ii) 20,486 shares of Series E Preferred held by VA, and (iii) 2,276 shares of Series E Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (4) The Series F Convertible Preferred Stock ("Series F Preferred") is convertible into Common Stock on a one-for-one basis at any time at the holder's election and has no expiration date.
- Consists of (i) 177,854 shares of Series F Preferred held by VA III, (ii) 40,017 shares of Series F Preferred held by VA, and (iii) 4,446 shares of Series F Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.
- (5) Immediately exercisable.
- Consists of (i) 27,315 shares of Series E Preferred issuable upon the exercise of warrants held by VA III, (ii) 6,145 shares of Series E Preferred issuable upon the exercise of warrants held by VA, and (iii) 682 shares of Series E Preferred issuable upon the exercise of warrants held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.

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.