

VOCERA COMMUNICATIONS, INC.

Form 4

December 16, 2014

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ascher Brian D.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

C/O VENROCK, 3340 HILLVIEW
AVE.

(Street)

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

PALO ALTO, CA 94304

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/12/2014		S		200	D \$ 9.75	1,675,359 <u>(1)</u>	I	By Funds and LLC <u>(2)</u>
Common Stock	12/15/2014		S		5,596	D \$ 9.51	1,669,763 <u>(3)</u>	I	Fy Funds and LLC <u>(2)</u>
Common Stock							7,820 <u>(4)</u>	D <u>(5)</u>	
Common Stock							7,092 <u>(6)</u>	I	By LLC

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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 Security	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ascher Brian D. C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X

Signatures

/s/ Brian D. Ascher 12/16/2014

__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).

Represents an aggregate of 1,337,184 shares held by Venrock Associates III, L.P. ("VA3"), 300,909 shares held by Venrock Associates, L.P. ("VA"), 33,433 shares held by Venrock Entrepreneurs Fund III, L.P. ("VEF3") and 3,833 shares held by Venrock Management III, LLC ("VM3").

VM3 and VEF Management III, LLC ("VEFM3") are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein.

(3)

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Represents an aggregate of 1,331,588 shares held by VA3, 300,909 shares held by VA, 33,433 shares held by VEF3 and 3,833 shares held by VM3.

- (4) In August 2014, the reporting person transferred record title to 7,092 shares of the Common Stock to VR Management, LLC (the "Management Company") pursuant to the agreement described in Footnote 5, and the reporting person's holdings have been reduced accordingly. For Mr. Ascher, this represents a change in form of ownership from direct to indirect but does not represent a change in beneficial ownership.

- (5) The reporting person is a member of the Management Company. Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold the reported shares for the sole benefit of the Management Company, which is entitled to the shares. The Management Company may be deemed the indirect beneficial owner of the shares, and the reporting person may be deemed the indirect beneficial owner of the shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of the shares except to the extent of his indirect pecuniary interest therein.

- (6) In August 2014, the reporting person transferred record title to 7,092 shares of Common Stock to the Management Company pursuant to the agreement described in Footnote 5, and the Management Company's holdings have been increased accordingly. The reporting person disclaims beneficial ownership of the shares except to the extent of his indirect 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.

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