

VENROCK ASSOCIATES III LP

Form 3

March 27, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *Â VENROCK ASSOCIATES
III LP

(Last) (First) (Middle)

C/O VENROCK,Â 3340
HILLVIEW AVE.

(Street)

PALO ALTO,Â CAÂ 94304

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/27/20123. Issuer Name **and** Ticker or Trading Symbol

VOCERA COMMUNICATIONS, INC. [VCRA]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)Date Expirable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (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,Â CAÂ 94304	Â	Â X	Â	Â
VENROCK ASSOCIATES C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
VENROCK ENTREPRENEURS FUND III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
VENROCK MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
VEF MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO,Â CAÂ 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) Immediately exercisable.

(10) 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.

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