

VANGUARD VII L P
Form 4/A
May 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
VANGUARD VII L P

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)
04/02/2012

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

C/O VANGUARD VENTURES, P.O. BOX 20068

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/04/2012

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

SAN JOSE, CA 95160

(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 | 04/02/2012 | | X | | 103,115 | A | \$ 17.81 |
| | | | | | | | 2,370,621 |
| | | | | | | | D ⁽¹⁾ |
| Common Stock | 04/02/2012 | | X | | 9,795 | A | \$ 17.81 |
| | | | | | | | 225,153 |
| | | | | | | | I |
| | | | | | | | By Vanguard VII-A, L.P. ⁽²⁾ |
| Common Stock | 04/02/2012 | | X | | 3,359 | A | \$ 17.81 |
| | | | | | | | 77,226 |
| | | | | | | | I |
| | | | | | | | By Vanguard VII Accredited Affiliates |

| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|--|
| Common Stock | 04/02/2012 | X | 1,531 | A | \$ 17.81 | 35,204 | I | Fund, L.P. (3) By Vanguard VII Qualified Affiliates Fund, L.P. (4) |
|--------------|------------|---|-------|---|----------|--------|---|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Call Option (Right to Buy) | \$ 17.81 | 04/02/2012 | | P | 1 | 04/02/2012 04/03/2012 | Common Stock |
| Call Option (Right to Buy) | \$ 17.81 | 04/02/2012 | | P | 1 | 04/02/2012 04/03/2012 | Common Stock |
| Call Option (Right to Buy) | \$ 17.81 | 04/02/2012 | | P | 1 | 04/02/2012 04/03/2012 | Common Stock |
| Call Option (Right to Buy) | \$ 17.81 | 04/02/2012 | | P | 1 | 04/02/2012 04/03/2012 | Common Stock |
| Put Option (Obligation) | \$ 17.81 | 04/02/2012 | | S | 138,605 | 04/02/2012 04/03/2012 | Common Stock |

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to Buy)

| | | | | | | | |
|--------------------------------------|----------|------------|---|---------|------------|------------|-----------------|
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | S | 13,163 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | S | 4,515 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | S | 2,058 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | X | 138,605 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | X | 13,163 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | X | 4,515 | 04/02/2012 | 04/03/2012 | Common Stock |
| Put Option (Obligation to Buy) | \$ 17.81 | 04/02/2012 | X | 2,058 | 04/02/2012 | 04/03/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.3 | 04/02/2012 | X | 15,240 | (7)(8) | 05/15/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.3 | 04/02/2012 | X | 1,447 | (7)(8) | 05/15/2012 | Common Stock |
| Stock Option | \$ 0.3 | 04/02/2012 | X | 497 | (7)(8) | 05/15/2012 | Common Stock |

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(Right to Buy)

| | | | | | | | |
|-----------------------------|---------|------------|---|-------|---------------|------------|--------------|
| Stock Option (Right to Buy) | \$ 0.3 | 04/02/2012 | X | 226 | <u>(7)(8)</u> | 05/15/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 5,035 | <u>(7)(8)</u> | 01/26/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 478 | <u>(7)(8)</u> | 01/26/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 164 | <u>(7)(8)</u> | 01/26/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 75 | <u>(7)(8)</u> | 01/26/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 4,564 | <u>(7)(8)</u> | 01/26/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 433 | <u>(7)(8)</u> | 01/26/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 149 | <u>(7)(8)</u> | 01/26/2016 | Common Stock |

| | | | | | | | |
|-----------------------------|---------|------------|---|--------|--------|------------|--------------|
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 68 | (7)(8) | 01/26/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 10,649 | (7)(8) | 07/27/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 1,011 | (7)(8) | 07/27/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 347 | (7)(8) | 07/27/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.08 | 04/02/2012 | X | 158 | (7)(8) | 07/27/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VANGUARD VII L P C/O VANGUARD VENTURES P.O. BOX 20068 SAN JOSE, CA 95160 | | | X | |

Signatures

/s/ Ken Shilling, by Power of Attorney for Vanguard VII Venture Partners, LLC, its general partner

05/14/2012

__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) Shares are held directly by Vanguard VII, L.P. ("V7 LP").
- (2) Shares are held directly by Vanguard VII-A, L.P. ("V7A LP").
- (3) Shares are held directly by Vanguard VII Accredited Affiliates Fund, L.P. ("Accredited").
- (4) Shares are held directly by Vanguard VII Qualified Affiliates Fund, L.P. ("Qualified").

(5) Consists of the option to purchase from Robert Shostak of an aggregate of (i) 103,115 shares of Common Stock and options to purchase 35,488 shares of Common Stock, (ii) 9,795 shares of Common Stock and options to purchase 3,369 shares of Common Stock, (iii) 3,359 shares of Common Stock and options to purchase 1,158 shares of Common Stock, and (iv) 1,531 shares of Common Stock and options to purchase 527 shares of Common Stock by V7 LP, V7A LP, Accredited, and Qualified, respectively, at a per share price of \$17.81 subject to that certain Put and Call Agreement with Dr. Shostak, as amended, as disclosed in the issuer's Form S-1, incorporated herein by reference (the "Put/Call Agreement").

- (6) Consists of the obligation to purchase from Robert Shostak of an aggregate of (i) 103,115 shares of Common Stock and options to purchase 35,488 shares of Common Stock, (ii) 9,795 shares of Common Stock and options to purchase 3,369 shares of Common Stock, (iii) 3,359 shares of Common Stock and options to purchase 1,158 shares of Common Stock, and (iv) 1,531 shares of Common Stock and options to purchase 527 shares of Common Stock by V7 LP, V7A LP, Accredited, and Qualified, respectively, at a per share price of \$17.81 subject to the Put/Call Agreement.
- (7) Immediately exercisable.
 - (8) The stock option grant is fully vested.

Remarks:

This Form 4/A amends the Form 4 filed by the reporting person on April 4, 2012. Such Form 4 omitted transactions pertaining

Donald F. Wood, Dan Eilers, Jack Gill, Tom McConnell, and Bob Ulrich are the managing members of Vanguard VII Venture

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.