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 *
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)
03/27/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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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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			

				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.

(2) 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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