

Nada Hany
Form 4
April 05, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nada Hany

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

C/O GGV CAPITAL, 2494 SAND HILL ROAD, SUITE 100

(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

MENLO PARK, CA 94025

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/02/2012		C		20,478	A	11	20,478	I	By Granite Global Ventures, L.P. (2)
Common Stock	04/02/2012		C		1,198,469	A	11	1,198,469	I	By Granite Global Ventures (Q.P.) L.P. (3)

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Common Stock	04/02/2012		C	922	A	Ⓐ	21,400	I	By Granite Global Ventures, L.P. ⁽²⁾
Common Stock	04/02/2012		C	53,988	A	Ⓐ	1,252,457	I	By Granite Global Ventures (Q.P.) L.P. ⁽³⁾
Common Stock	04/02/2012		C	6,013	A	Ⓐ	27,413	I	By Granite Global Ventures, L.P. ⁽²⁾
Common Stock	04/02/2012		C	351,914	A	Ⓐ	1,604,371	I	By Granite Global Ventures (Q.P.) L.P. ⁽³⁾
Common Stock	04/02/2012		X	3,633	A	\$ 17.78	31,046	I	By Granite Global Ventures, L.P. ⁽²⁾
Common Stock	04/02/2012		X	212,601	A	\$ 17.78	1,816,972	I	By Granite Global Ventures (Q.P.) L.P. ⁽³⁾

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 Underlying (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series D Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			20,478	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			1,198,469	<u>(1)</u>	<u>(1)</u>	Common Stock
Series E Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			922	<u>(1)</u>	<u>(1)</u>	Common Stock
Series E Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			53,988	<u>(1)</u>	<u>(1)</u>	Common Stock
Series F Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			6,013	<u>(1)</u>	<u>(1)</u>	Common Stock
Series F Convertible Preferred Stock	<u>(1)</u>	04/02/2012	C			351,914	<u>(1)</u>	<u>(1)</u>	Common Stock
Series E Conv. Pref. Stock Purch. Warrant (Right to Buy)	\$ 6.61	04/02/2012	C			276	<u>(4)</u>	10/19/2015	Series E Convertible Preferred Stock (C)
Common Stock Purchase Warrant	\$ 6.61	04/02/2012	C		276		<u>(4)</u>	10/19/2015	Common Stock

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(Right to Buy)									
Series E Conv. Pref. Stock									Series E Conv. Pref. Stock
Purch. Warrant (Right to Buy)	\$ 6.61	04/02/2012	C		16,196	(4)		10/19/2015	Series E Conv. Pref. Stock
Common Stock Purchase Warrant (Right to Buy)	\$ 6.61	04/02/2012	C	16,196		(4)		10/19/2015	Common Stock
Call Option (Right to Buy)	\$ 17.78	04/02/2012	P	1		04/02/2012	04/03/2012		Common Stock
Call Option (Right to Buy)	\$ 17.78	04/02/2012	P	1		04/02/2012	04/03/2012		Common Stock
Put Option (Obligation to Buy)	\$ 17.78	04/02/2012	S		285,769	04/02/2012	04/03/2012		Common Stock
Put Option (Obligation to Buy)	\$ 17.78	04/02/2012	S		4,883	04/02/2012	04/03/2012		Common Stock
Put Option (Obligation to Buy)	\$ 17.78	04/02/2012	X		285,769	04/02/2012	04/03/2012		Common Stock
Put Option (Obligation to Buy)	\$ 17.78	04/02/2012	X		4,883	04/02/2012	04/03/2012		Common Stock

Stock Option (Right to Buy)	\$ 0.3	04/02/2012	X	41,747	(4)	05/16/2012	Common Stock
Stock Option (Right to Buy)	\$ 0.3	04/02/2012	X	713	(4)	05/16/2012	Common Stock
Stock Option (Right to Buy)	\$ 1.08	04/02/2012	X	31,421	(4)	01/27/2015	Common Stock
Stock Option (Right to Buy)	\$ 1.08	04/02/2012	X	537	(4)	01/27/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nada Hany C/O GGV CAPITAL 2494 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			

Signatures

/s/ Hany M.
Nada

04/04/2012

**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) Each share of Series D, Series E and Series F Convertible Preferred Stock is convertible into one share of common stock upon the completion of the Issuer's initial public offering and has no expiration date.
 - (2) The shares are owned by Granite Global Ventures L.P. ("GGV LP"), which is under common control with Granite Global Ventures (Q.P.) L.P. ("QP LP"). Granite Global Ventures L.L.C. (the "General Partner") serves as the general partner of GGV LP and QP LP and possesses power to direct the voting and disposition of the shares owned by GGV LP and QP LP and may be deemed to have indirect

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beneficial ownership of the shares held by GGV LP and QP LP. The General Partner owns no securities of the Issuer directly. The Reporting Person is a member of the investment committee of the General Partner. As such, the Reporting Person shares voting and investment power over the shares held by GGV LP. The Reporting Person disclaims beneficial ownership of the shares held by GGV LP except to the extent of his proportionate pecuniary interest therein.

The shares are owned by QP LP. The Reporting Person is a member of the investment committee of the General Partner. As such, the

(3) Reporting Person shares voting and investment power over the shares held by QP LP. The Reporting Person disclaims beneficial ownership of the shares held by QP LP except to the extent of his proportionate pecuniary interest therein.

(4) Immediately exercisable.

Consists of the option to purchase from Robert Shostak of an aggregate of (i) 212,601 shares of Common Stock and options to purchase 73,168 share of Common Stock and (ii) 3,633 shares of Common Stock and options to purchase 1,250 share of Common Stock by QP LP and GGV LP, respectively, at a per share price of \$17.78 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").

(5)

Consists of the obligation to purchase from Dr. Shostak of an aggregate of (i) 212,601 shares of Common Stock and options to purchase 73,168 share of Common Stock and (ii) 3,633 shares of Common Stock and options to purchase 1,250 share of Common Stock by QP LP and GGV LP, respectively, at a per share price of \$17.78 subject to the Put/Call Agreement.

(6)

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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