

VOCERA COMMUNICATIONS, INC.

Form S-8

February 22, 2013

As filed with the Securities and Exchange Commission on February 22, 2013

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**VOCERA COMMUNICATIONS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3354663**  
(I.R.S. Employer  
Identification Number)

**Vocera Communications, Inc.**

**525 Race Street**

**San Jose, CA 95126**

**(408) 882-5100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**2012 Equity Incentive Plan**

**2012 Employee Stock Purchase Plan**

(Full title of the plans)

**Robert J. Zollars**

**Chief Executive Officer**

**Vocera Communications, Inc.**

**525 Race Street**

**San Jose, CA 95126**

**(408) 882-5100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**Daniel J. Winnike, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, California 94041**

**(650) 988-8500**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0003 par value				
To be issued under the 2012 Equity Incentive Plan	1,211,467	\$27.99(2)	\$33,908,962	\$4,626
To be issued under the 2012 Employee Stock Purchase Plan	242,293	\$23.79(3)	\$5,764,151	\$787
<b>Total</b>	<b>1,453,760</b>		<b>\$39,673,113</b>	<b>\$5,413</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Registrant's 2012 Equity Incentive Plan or 2012 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on February 19, 2012.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on February 19, 2012, multiplied by 85%. The purchase price of a share for purchasers under the Registrant's 2012 Employee Stock Purchase Plan is 85% of the fair market value of the Registrant's common stock.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers additional shares of the Registrant's common stock under the Registrant's 2012 Equity Incentive Plan (the "EIP"). The number of shares of the Registrant's common stock available for grant and issuance under the EIP is subject to an annual increase on January 1 of each of the calendar years 2013 through 2016 by an amount equal to five percent (5%) of the number of shares of the Registrant's common stock issued and outstanding on each December 31 immediately prior to the date of increase, unless the Registrant's board of directors, in its discretion, determines to make a smaller increase (the provision of the EIP allowing for this annual increase is referred to as the "EIP Evergreen Provision"). On January 1, 2013, the number of shares of the Registrant's common stock available for grant and issuance under the EIP increased by 1,211,467 shares. This Registration Statement registers these additional 1,211,467 shares of the Registrant's common stock, which were available for grant and issuance under the EIP pursuant to the EIP Evergreen Provision as of January 1, 2013.

Additionally, this Registration Statement registers additional shares of the Registrant's common stock under the Registrant's 2012 Employee Stock Purchase Plan (the "ESPP"). The number of shares of the Registrant's common stock reserved for issuance under the ESPP is subject to an annual increase on January 1 of each of the first ten calendar years after March 27, 2012 by the number of shares equal to one percent (1%) of the number of shares of the Registrant's common stock issued and outstanding on each December 31 immediately prior to the date of increase (the provision of the ESPP allowing for this annual increase is referred to as the "ESPP Evergreen Provision"). On January 1, 2013, the number of shares of the Registrant's common stock reserved and available for issuance under the ESPP increased by 242,293 shares. This Registration Statement registers these additional 242,293 shares of the Registrant's common stock, which were reserved and available for issuance under the ESPP pursuant to the ESPP Evergreen Provision as of January 1, 2013.

The additional shares are of the same class as other securities relating to the EIP and ESPP for which the Registrant's registration statement filed on Form S-8 (SEC File No. 333-180417) on March 28, 2012 is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-180417) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's prospectus filed with the Commission on September 7, 2012 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-183546);
- (b) The Registrant's Quarterly Reports on Form 10-Q (File No. 001-35469) filed with the Commission on May 14, 2012, August 14, 2012 and November 13, 2012;
- (c) The Registrant's Current Report on Form 8-K (File No. 001-35469) filed with the Commission on May 9, 2012 (with respect to Item 5.02 only); and
- (b) The description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A (File No. 001-35469) filed with the Commission on March 22, 2012 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for

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purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

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**Item 8. Exhibits.**

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant	S-1	333-183546	3.01	8/24/12	
4.2	Restated Bylaws of the Registrant	S-1	333-183546	3.02	8/24/12	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.2	Consent of Pershing Yoakley & Associates, P.C., independent accountants					X
23.3	Consent of Fenwick & West LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included on the signature page to this Registration Statement)					X
99.1	2012 Employee Stock Purchase Plan	S-1	333-175932	10.04	3/13/2012	
99.2	2012 Equity Incentive Plan and forms of equity award agreements	S-1	333-175932	10.05	3/13/2012	

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 22nd day of February, 2013.

**VOCERA COMMUNICATIONS, INC.**

By: /s/ Robert J. Zollars  
Robert J. Zollars  
Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Robert J. Zollars, William R. Zerella and Jay M. Spitzen, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert J. Zollars	Director, Chairman of the Board and Chief Executive Officer	February 22, 2013
Robert J. Zollars	(Principal Executive Officer)	
/s/ William R. Zerella	Chief Financial Officer	February 22, 2013
William R. Zerella	(Principal Accounting and Financial Officer)	
/s/ Brian D. Ascher	Director	February 22, 2013
Brian D. Ascher		
/s/ John B. Grotting	Director	February 22, 2013
John B. Grotting		
/s/ Jeffrey H. Hillebrand	Director	February 22, 2013
Jeffrey H. Hillebrand		
/s/ Howard E. Janzen	Director	February 22, 2013
Howard E. Janzen		
/s/ John N. McMullen	Director	February 22, 2013



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John N. McMullen

/s/ Hany M. Nada

Director

February 22, 2013

Hany M. Nada

/s/ Sharon L. O Keefe

Director

February 22, 2013

Sharon L. O Keefe

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