

VOCERA COMMUNICATIONS, INC.
Form S-1MEF
September 06, 2012

As filed with the Securities and Exchange Commission on September 6, 2012

Registration No. 333-

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

FORM S-1
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)

3669
(Primary standard industrial
code number)

94-3354663
(I.R.S. employer identification no.)

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)

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Robert J. Zollars

Chairman and 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)

Copies to:

Gordon K. Davidson, Esq.

Jay M. Spitzen, Esq.

Eric C. Jensen, Esq.

Daniel J. Winnike, Esq.

General Counsel and Corporate Secretary

Matthew B. Hemington, Esq.

Fenwick & West LLP

Vocera Communications, Inc.

John T. McKenna, Esq.

801 California Street

525 Race Street

Cooley LLP

Mountain View, CA 94041

San Jose, CA 95126

Five Palo Alto Square

(650) 988-8500

(408) 882-5100

3000 El Camino Real

Palo Alto, CA 94304

(650) 843-5000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-183546

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered⁽¹⁾⁽²⁾ | Proposed Maximum Aggregate Offering Price Per Share | Proposed Maximum Aggregate Offering Price⁽³⁾ | Amount of Registration Fee |
|---|---|--|--|-----------------------------------|
| Common Stock, par value \$0.0003 per share | 373,750 | \$28.75 | \$10,745,313 | \$1,232 |

(1) Includes 48,750 shares that the underwriters have the option to purchase.

(2) The Registrant is registering 373,750 shares pursuant to this Registration Statement, which shares are in addition to the 5,175,000 shares registered pursuant to the Form S-1 Registration Statement (Registration No. 333-183546).

(3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Vocera Communications, Inc., a Delaware corporation (the Company), is filing this Form S-1 Registration Statement to register additional shares of its common stock, par value \$0.0003 per share, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes (i) the registration statement facing page, (ii) this page, (iii) the signature page, (iv) an exhibit index, (v) an opinion of Fenwick & West LLP, the Company's law firm, regarding the legality of the securities being registered and a related consent, (vi) the consent of PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, and (vii) the consent of Pershing Yoakley & Associates, P.C., independent accountants.

This Registration Statement relates to the Company's Form S-1 Registration Statement, as amended (File No. 333-183546), initially filed by the Company on August 24, 2012 and declared effective by the Securities and Exchange Commission on September 6, 2012. The Company is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by certain selling stockholders named in the Company's Form S-1 Registration Statement, as amended (File No. 333-183546), by 373,750 shares, 48,750 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock. Pursuant to Rule 462(b), the contents of the Company's Form S-1 Registration Statement, as amended (File No. 333-183546), including the exhibits and the powers of attorney thereto, are incorporated by reference into this Registration Statement.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on September 6, 2012.

Vocera Communications, Inc.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Name | Title | Date |
|------------------------|---|-------------------|
| /s/ Robert J. Zollars | Chairman of the Board and Chief Executive Officer | September 6, 2012 |
| Robert J. Zollars | <i>(Principal Executive Officer)</i> | |
| /s/ William R. Zerella | Chief Financial Officer | September 6, 2012 |
| William R. Zerella | <i>(Principal Financial and Accounting Officer)</i> | |
| * | Director | September 6, 2012 |
| Brian D. Ascher | | |
| * | Director | September 6, 2012 |
| John B. Grotting | | |
| * | Director | September 6, 2012 |
| Jeffrey H. Hillebrand | | |
| * | Director | September 6, 2012 |
| Howard E. Janzen | | |
| * | Director | September 6, 2012 |
| John N. McMullen | | |
| * | Director | September 6, 2012 |
| Hany M. Nada | | |
| * | Director | September 6, 2012 |

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Sharon O Keefe

* By: /s/ Jay M. Spitzen
Jay M. Spitzen

Attorney-in-fact

Exhibit index

| Exhibit number | Exhibit title |
|-----------------------|--|
| 5.01 | Opinion of Fenwick & West LLP regarding the legality of the securities being registered. |
| 23.01 | Consent of Fenwick & West LLP (included in Exhibit 5.01). |
| 23.02 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm. |
| 23.03 | Consent of Pershing Yoakley & Associates, P.C., independent accountants. |
| 24.01 | Power of Attorney (incorporated by reference to Exhibit 24.01 of the Form S-1 Registration Statement (Registration No. 333-183546)). |