

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2019
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____
Commission File Number: 001-35469

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 No.)

Vocera Communications, Inc.
525 Race Street
San Jose, CA 95126
(408) 882-5100
(Address and telephone number of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

(Title of class)	(Trading Symbol)	(Name of exchange on which registered)
Common Stock, \$0.0003 par value	VCRA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2019, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$811 million based upon the \$31.92 closing price reported for such date on the New York Stock Exchange. For purposes of this disclosure, shares of common stock held by persons who hold more than 10% of the outstanding shares of common stock and shares held by executive officers and directors of the registrant have been excluded because such persons may be deemed to be affiliates of registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 24, 2020, there were 31,761,283 shares of the registrant's common stock outstanding.

Documents Incorporated by Reference

Portions of the registrant's Proxy Statement for its 2019 Annual Meeting of Stockholders are incorporated by reference in Part III of this report. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2019.



VOCERA COMMUNICATIONS, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE ANNUAL PERIOD ENDED DECEMBER 31, 2019

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PART I

This Annual Report on Form 10-K contains forward-looking statements that are based on our beliefs and assumptions regarding future events and circumstances, including statements regarding our strategies, our opportunities, developments in the healthcare market, acquisitions, our relationships with our customers and contract manufacturer and other matters. These statements are principally contained in Item 1, Business; Item 1A, Risk Factors; Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations; and other sections of this Annual Report on Form 10-K. Forward-looking statements include statements that are not historical facts and can be identified by words such as "project," "believe," "anticipate," "plan," "expect," "estimate," "intend," "seeks", "continue," "should," "would," "could," "potentially," "will" or "may," or other similar words and phrases.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated by these forward-looking statements. These risks, uncertainties and factors include those we discuss in this annual report in Item 1A, Risk Factors. You should read these risk factors and the other cautionary statements made in this Annual Report on Form 10-K as being applicable to all related forward-looking statements wherever they appear in this Annual Report on Form 10-K. It is not possible for us to predict all risks that could affect us, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Moreover, new risks emerge from time to time.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 1. Business

Overview

We are a provider of secure, integrated, intelligent communication and clinical workflow solutions, focused on empowering mobile workers in healthcare, hospitality, retail, energy, education and other mission-critical mobile work environments in the United States and internationally. The significant majority of our business is generated from sales of our solutions in the healthcare market to help our customers enhance quality of care, safety, patient and staff experience, and improve operational efficiency. Care teams at nearly 1,700 healthcare facilities worldwide have selected our solutions to call and text securely, reduce alarm fatigue, enhance workflow and help improve patient experience. Our solutions can also be found in luxury hotels, nuclear power facilities, schools, libraries, retail stores and other environments where mobile workers need to communicate and access resources instantly.

Our communication and collaboration solution, which includes an intelligent enterprise software platform; lightweight, wearable, voice-controlled communication devices; as well as smartphone applications, enables users to connect instantly with other staff simply by saying the name, function or group name of the desired recipient. It also delivers HIPAA-compliant secure text messages, alerts and alarms directly to the Vocera Badge, Vocera Smartbadge, smartphones and other mobile communication devices both inside and outside the hospital in order of priority, replacing legacy pagers and in-building wireless phones.

At the core of this solution is a patent-protected, enterprise-class server software platform. Our software platform is built on a scalable architecture and recognizes more than 100 spoken commands. Users can instantly communicate with others using the Vocera Smartbadge or Vocera Badge, or through client applications for iOS and Android mobile devices. Our platform lets users communicate and collaborate with each other using voice or HIPAA-compliant secure texting, and unlike other solutions, allows users to reach people by their role, room assignment or department, without needing to know a person's name or phone number. The system can also broadcast emergency messages to a single department or to an entire organization. Our solution can be integrated with other clinical systems, including Electronic Health Records (EHR), nurse call, patient monitoring and even some medical devices, to provide critical data, alerts, alarms and clinical context that enables better workflow. Our enterprise-class software platform also features an advanced clinical rules engine that unifies data from multiple sources simultaneously, enables prioritization of notifications, adds patient context, and sends messages to the right care team members on their mobile devices. Our platform allows clinicians to be away from the bedside while staying informed about their patients. Our portfolio of over 150 unique integrations enhances clinical workflow by enabling the interoperability of our solution with a significant number of clinical and operational systems used in hospitals today.

Beyond healthcare, our solutions are used to quickly and contextually connect staff in other mission-critical mobile-worker environments. In the hospitality industry, it is used to enhance guest experience, as well as staff productivity and responsiveness. In the nuclear power industry, our solutions are used to instantly connect people and resources. In education, schools use our solutions to increase security, safety and staff communication and libraries use it to enable their staff to be more mobile and attentive

to patrons. And, in retail, our solutions are used to enhance the customer experience by enabling store personnel to quickly connect in and across various locations.

Over our 20-year history, we have significantly enhanced and added features and functionality to these solutions through ongoing development based on frequent interactions with our customers. In January 2019, we introduced the Vocera Smartbadge which combines smartphone usability with the same wearable, hands-free features as the Vocera Badge. The new Vocera Smartbadge has a 2.4" touchscreen, which enables clinicians to view and send secure text messages as well as receive alerts and notifications with patient context. In September 2019, we announced the release of Vocera Vina, our new smartphone application powered by the Vocera Platform. The customizable communication application presents prioritized patient-centric calls, secure messages and alerts in a unified inbox and provides an intuitive user experience for clinicians inside and outside the hospital.

Vocera Care Experience is a hosted software suite that coordinates and streamlines provider-to-patient and provider-to-provider communication in order to improve quality of care, patient and staff experience, reduce care provider's risk and improve reimbursements. The solution provides personalized patient instructions and education; provides alerts and notifications to physicians and caregivers of patients' changing care plans or status; and tracks patient experience before, during and after hospitalization. In June 2019, we upgraded our Vocera Care Experience solutions suite by incorporating artificial intelligence and machine learning to track satisfaction trends faster and provide sentiment analysis to enable healthcare leaders to quickly understand patient perceptions.

Our Experience Innovation Network, a thought leadership collaborative, is a membership-based program designed to spread the adoption of leading strategies to improve patient experience and staff safety and resiliency.

As of December 31, 2019, our solutions were selected by nearly 1,700 healthcare facilities, including large hospital systems, small and medium-sized local hospitals, clinics, surgery centers and aged-care facilities. We sell our solutions to our healthcare customers primarily through our direct sales force in the United States, with resellers for certain vertical markets as well as our U.S. Government business, and through both direct sales and select distribution channels in international markets.

We were incorporated in Delaware on February 16, 2000. Our corporate headquarters are located at 525 Race Street, San Jose, California 95126, and our main telephone number is (408) 882-5100. We maintain a website at www.vocera.com. The contents of our website are not incorporated into, or otherwise to be regarded as part of, this Annual Report on Form 10-K.

Vocera® is our primary registered trademark in the United States. Other trademarks appearing in this document are the property of their respective holders.

Industry overview

Vocera provides communication and workflow solutions for mobile workers in healthcare, hospitality, retail, energy, education and other industries. Healthcare is our largest vertical market.

Hospital communication is still predominantly conducted through multiple disparate, non-integrated systems, including pagers, overhead paging, portable in-building wireless phones and individuals' personal mobile phones. These non-integrated communication methods are inefficient and often unreliable; lacking "closed loop" communication, workflow standardization, or the scale required by health systems. Further, they often contribute to noisy environments for patients and negatively impact healing, safety, quality of care and operational efficiency.

Broadly, we believe the healthcare industry is placing greater emphasis on the need for better communication and workflow to meet increasing requirements for care quality, patient safety, efficiency and patient satisfaction. Healthcare providers also require greater coordination of care among clinicians as the industry shifts towards population health and paying for value instead of the traditional fee-for-service reimbursement model. This shift to value-based purchasing incorporates financial incentives for hospitals to improve the quality of care and patient satisfaction. A number of non-government organizations, such as The Joint Commission, are also requiring improvements in patient safety and quality of care. These forces are driving hospitals to invest in technology and process improvements to manage their operations more efficiently, improve quality of care, and increase patient satisfaction and staff resiliency. Our solutions help hospitals increase productivity and reduce costs by enhancing workflow and improving patient and staff satisfaction through secure, integrated and intelligent communication.

Our strategy

Our goal is to extend our leadership position as a provider of communication and workflow solutions in the healthcare market and add new customers in non-healthcare markets.

Key elements of our strategy include:

- **Expand our business to new U.S. healthcare customers.** We believe our solutions can provide significant value to health systems, hospitals and smaller healthcare facilities. We plan to continue to add new customers among hospitals of all sizes, and expand to outpatient clinics, aged-care and skilled nursing facilities.
- **Further expand our footprint within our existing installed customer base.** Many of our customers initially deploy our solutions in a few departments of a hospital and gradually expand to additional departments as they come to fully appreciate its value. We have a significant opportunity to up-sell and cross-sell to our existing customers, including into new hospitals that are part of an existing healthcare system customer. Key sales strategies include expanding our footprint at existing customer facilities and capturing additional revenue by cross selling additional solutions. We plan to continue expanding within our existing customers in order to grow our revenue and maintain and improve customer experience.
- **Extend our technology advantage and create new product solutions.** We intend to continue our investment in research and development to enhance the functionality of our solutions and further differentiate them from other competing solutions. As we did with the introduction of the Smartbadge in January 2019, enhancements to the Vocera Care Experience suite in June 2019 and the introduction of the new Vina Smartphone Application in September 2019, we plan to continue to invest in product upgrades, product line extensions and new solutions to enhance our portfolio, including further development of applications for iOS and Android devices.
- **Increase our health system selling efforts.** Our increasingly comprehensive product suite is enabling us to sell to more large health systems. These sales efforts typically involve conversations with more senior decision makers and result in larger deal sizes with complex and elongated sales cycles. We have organized a strategic accounts sales team to pursue more of these opportunities in the future.
- **Invest in partnerships.** In order to gain access to clinical data and patient context needed to create a highly efficient communication and workflow system for the entire care team, we plan to continue to broaden our ecosystem of technology partners, including vendors that provide nurse call systems, patient monitoring systems, analytics and EHRs. We added new partnerships in 2018 and 2019 and will continue to explore new relationships that broaden our overall market presence and accelerate the sales of our offerings.
- **Pursue acquisitions of complementary businesses, technologies and assets.** Over the last several years we have completed a number of acquisitions to help us achieve our strategic vision by enhancing our products and enabling us to enter new markets. Our acquisitions have expanded our solutions, demonstrating that we can successfully source, acquire and integrate complementary businesses, technologies and assets. We intend to continue to pursue acquisition opportunities that we believe can accelerate the growth of our business.
- **Grow our international healthcare presence.** Today, in addition to our core U.S. market, we sell into other English-speaking markets, including Canada, the United Kingdom, Australia, New Zealand, and Middle Eastern countries including the United Arab Emirates, Saudi Arabia, Oman and Qatar. We believe that the rapid pace of investment in new healthcare facilities in these developing international markets provides a significant opportunity for growth. As of December 31, 2019, our solutions were selected by approximately 300 healthcare facilities outside the United States. We plan to utilize both our direct sales force and leverage channel partners to expand our presence into other markets over time.
- **Expand our solutions in non-healthcare markets.** While our primary focus is on the healthcare market, our solutions also provide great value in non-healthcare markets. Our solutions have been selected by facilities in markets beyond healthcare including hospitality, retail, energy, education and other mission critical mobile worker environments. Currently, this is not a material portion of our revenue, but longer term, we believe these markets could represent potential opportunities for growth.

Our products, technology and services

Our solutions include the Vocera Communication and Workflow System, Vocera Care Experience and our Experience Innovation Network, a thought leadership collaborative. To complement our solutions, we provide services, support and education to help our customers optimize the benefits of our solutions.

Vocera Communication and Workflow System

The Vocera Communication and Workflow System is comprised of a unique software platform that connects communication devices, including our hands-free, wearable, voice controlled Smartbadge and Badge, and third-party mobile devices that use our mobile software applications. The system transforms the way mobile workers communicate by enabling them to instantly connect via voice or secure text messaging. With a portfolio of over 150 third-party party clinical integrations, our system also enables

the intelligent delivery of alerts and alarms to a variety of mobile devices, providing real time situation awareness to care providers. Our hands-free voice capability allows mobile workers to connect with the right person simply by saying or selecting the name, function or group name of the person they want to reach, often while remaining at the point-of-care. Our system responds to over 100 spoken commands.

Some examples of common commands are shown below.

Action	Spoken commands
Call by name	Call <i>John Smith</i> .
Call a group member	Call an <i>Anesthesiologist</i> .
Dial a phone number or extension	Dial extension <i>3145</i> .
Initiate a broadcast to a group	Broadcast to <i>Emergency Response Team</i> .
Locate nearest member of a group	Where is the nearest member of <i>Security</i> ?
Send a voice message	Record a message for <i>Pediatric Nursing</i> .

Components of the Vocera Communication and Workflow System include:

- **Vocera Software Platform.** At the heart of our Vocera Communication and Workflow System is a patent-protected, enterprise-class software platform. The intelligence of our client-server system is contained primarily within our server-software. This platform contains an optimized speech recognition engine, intelligent call routing and management functionality, reporting and analytics tools, clinical directories and user profiles. As part of this software platform, the Engage intelligent workflow engine allows routing, escalation and prioritization of communication and alert and alarm notifications that include patient content. In addition, our platform has the ability to integrate with a significant number of third-party clinical systems, including telephony, nurse call, patient monitoring and EHR systems. Our software platform features an advanced clinical rules engine that unifies data from multiple sources simultaneously, enables prioritization of notifications, adds patient context, and sends messages to the right care team members on their mobile devices, helping to improve patient safety and satisfaction and increase operational efficiency. By providing real-time situational awareness about the patients and care teams, we enable healthcare workers to be more effective and suffer less from alarm and alert fatigue. Recognizing the rapidly expanding footprint of care, our scalable software platform can support multiple geographic sites and multiple facilities within a healthcare system to help clinicians stay connected to the current status of their patients.
- **Vocera Smartbadge.** Our Smartbadge, launched in January 2019, is the only wearable communication device purpose-built for patient care. Our Smartbadge is powered by the Vocera Software Platform and operates over customers' industry-standard Wi-Fi networks. The Smartbadge has a 2.4" touchscreen that enables the user to receive prioritized alert and alarm notifications with additional patient context. Additionally, users can make and answer calls hands-free or by holding it up to the ear for privacy, and send and receive secured text messages, using the touchscreen keyboard with no character limit. The Smartbadge also has a dedicated panic button and enhanced "do not disturb" functionality.
- **Vocera Badge.** Our Badge is a smaller and lighter hands-free wearable device that allows the users instant two-way voice conversations without the need to remember a phone number or use a handset. Similar to the Smartbadge, it is powered by the Vocera Software Platform and operates over the customers' industry-standard Wi-Fi networks. It has a small display that provides a concise amount of information and allows the user to receive prioritized alarm and alert notifications with limited context. The Badge has received the FIPS 140-2 certification from the National Institute of Standards and Technology. We have also received an Authority to Operate (ATO) certification from the U.S. Department of Defense. Both of these certifications are requirements to sell our solutions to U.S. government and military hospital and medical facilities.
- **Vocera Smartphone Applications.** Vocera's suite of smartphone applications enable a seamless multi-mode communications and collaboration experience; combining the unique calling, texting, alerting and content distribution capabilities of Vocera into a secure, easy-to-use smartphone application that presents incoming communication in order of importance. Available and certified for use on commercially available iOS and Android devices, our smartphone applications support both personal (bring your own device or BYOD) and shared device usage models. Powered by the Vocera Software Platform, our new Vina Smartphone application delivers relevant context about clinical events, patient status and clinician availability, helping care teams improve safety, quality of care and experience for patients and care teams. The customizable communication application presents prioritized patient-centric calls, secure messages and alerts in a unified inbox and provides an intuitive user experience for clinicians inside and outside the hospital.

- **Choice of Mobile Devices.** We resell the Spectralink Versity Smartphone and Zebra Technologies TC52 Android mobile computer. These devices are offered as a bundled solution with our smartphone applications to provide a complete, turnkey solution for our customers' clinical communication needs. We also deliver our solution on iOS devices. This gives our customers a choice of different devices to access the power of the Vocera software platform.

Vocera Care Experience

Our Care Experience solution is a hosted software suite we developed to improve patient and staff experience, safety and operational quality in near-real time. Vocera Care Experience suite offers caregivers communication solutions that span the entire care continuum - before admission, during treatment and after discharge. This patient-centric solution is designed to enable hospitals and health systems to improve care quality and safety, enhance patient experience and satisfaction, simplify and automate manual tasks and procedures, improve patient satisfaction scores under the Hospital Consumer Assessment of Healthcare Providers and Systems Survey (HCAHPS), and otherwise increase revenue and decrease costs.

Vocera Care Experience includes pre-arrival communications, patient family communications and rounding capabilities.

Services

Our customer-centric strategy is supported by our services and support capabilities, which help customers optimize their use of Vocera solutions and enhance users' experience with our products. Our services organization consists of the following:

- **Professional services.** Our professional services help customers successfully deploy, manage, update and/or expand their Vocera systems in order to gain the full benefits of our solutions. As of December 31, 2019, our professional services team consisted of 114 professionals with expertise in wireless communication, clinical workflow, end-user training, speech science and project management. We offer a full suite of services, including clinical workflow design, wireless assessment, solution configuration, training and project management, enabling customers to integrate our solutions and improve workflow efficiency and staff productivity. We also provide classroom and distance learning curricula for systems administrators, information technology professionals and clinical educators.
- **Software Maintenance and Technical support.** We provide 24x7 technical support to our customers through our support centers in San Jose, California; Fort Wayne, Indiana; Toronto, Canada; Knoxville, Tennessee and Reading, United Kingdom. As of December 31, 2019, our technical support team consisted of 68 technical support professionals with expertise in wireless, telephony, integration, servers and client devices. Our team utilizes remote diagnostic tools to proactively assess the performance of customer systems. We assign technical account management resources to our largest accounts to help them expand the use of our solutions and facilitate adoption of new functionality. Software maintenance entitles customers to unspecified upgrades, bug fixes and patch releases. Additional services, including an annual Remote System Health Assessment and biweekly technical webinar education, are offered as project-based consulting or through our membership collaborative.
- **Experience Innovation Network.** The Experience Innovation Network is a membership program that partners with healthcare provider organizations to further the development of innovations and solutions that improve care team and patient experience as well as clinical and operational performance.
- **Vocera University.** We provide hands-on, interactive educational experience through classroom training, distance learning or customized courseware covering best practices, implementation and use of our solutions. Training courses are provided for systems administrators, IT professionals and industry-specific, end-user educators.

Sales and marketing

Sales

Our sales employees call on hospitals and healthcare systems in the United States, Canada, the United Kingdom, Australia, New Zealand and several countries in the Middle East. As of December 31, 2019, we had 163 sales and account support employees. The sales team is organized to allow us to better serve our customers and to support the different elements of our sales strategy. We supplement our sales organization by utilizing a U.S. government-authorized reseller to facilitate our sales to Veterans Administration and Department of Defense healthcare facilities. We also use resellers in certain vertical markets in the United States, as well as in international markets to supplement our sales efforts. A specialized group of our sales team focuses on the development of new customer relationships with large integrated health systems and government healthcare facilities. We enhance our sales efforts by including in our sales staff individuals with nursing backgrounds to address clinical uses with, and provide utilization advice to, customers and potential customers. We have also staffed our sales team with system engineers who focus on the technical elements of system optimization, particularly wireless, and overall product configuration. We have a small direct sales team to focus on developing our non-healthcare business, including hospitality, energy, education and other mission-critical mobile work environments.

Marketing

Our marketing efforts focus on building awareness and generating demand. We believe that continuing to increase our brand recognition is important for the growth of our business as well as generating demand for our solutions. As of December 31, 2019, we had 33 employees in marketing, product management and business development.

Our customer-centric marketing strategy is important to generating new sales leads as word of mouth promotion and testimonials are some of our most valuable marketing tools. A number of our customers have agreed to participate in video testimonials, white papers and case studies that validate the efficacy and the financial benefits of our solutions. We have been featured in numerous articles and on network television demonstrating increased patient satisfaction, streamlined hospital operations and enhanced employee satisfaction and safety. Additionally, we sponsor numerous customer-led webinars to demonstrate customer success and to let prospective customers hear from their peer group about the positive impact that our solutions have made on their hospitals. Many of our sales leads come from referrals of existing customers or users who have moved from a hospital already using Vocera to a new facility or health system. We also invest in digital outreach to better influence buyers early on in their decision-making.

We have an integrated product management organization that manages the full lifecycle of our products and services; from strategy through execution to end-of-life. Our product roadmaps are driven by current and prospective customers and continually validated using primary and secondary research. We collect customer feedback through surveys and focus groups, customer visits, a customer advisory board, user forums and participation in industry standards organizations. Integral to this team are product managers and user experience designers skilled in clinical and operating workflows, and business development resources that create and manage the ecosystems of clinical and technology system partners.

Customers

Our solutions have been selected by more than 2,100 facilities worldwide. Of these, nearly 1,700 are hospitals and other healthcare facilities, and approximately 300 are outside of the United States. Our healthcare customers include national and international health and hospital systems, large and medium-sized independent and academic hospitals, small hospitals and healthcare facilities, and U.S. governmental hospitals and care facilities. With our diverse customer base, we have very low customer revenue concentration.

During 2019, 2018 and 2017, non-U.S. markets represented approximately 8.7%, 10.2%, and 10.2% of our revenue, respectively. We continue to implement a plan to add incremental sales and marketing resources in our existing international markets.

Competition

We do not believe any single competitor offers a similar intelligent communication system to the healthcare market that allows instant, hands-free communication through voice-activated, role-based and activity-based calling, secure texting, and clinical integrations and workflows, and that features an advanced clinical rules engine that unifies data from multiple sources simultaneously on a combination of dedicated, proprietary devices, as well as third-party smartphones and other devices.

At this time, the primary alternative to our system consists of a combination of traditional communication methods utilizing wired phones, wireless in-building phones, smartphones, pagers and overhead paging systems.

The most significant alternative with which we compete for sales in hospitals are in-building wireless telephones and smartphone applications. While we compete with the providers of these wireless phones in making sales to hospitals, they do not at this time purport to contain the system intelligence, integrated workflow and convenience of our communication and workflow solutions. The market for in-building wireless phones is dominated by large communications companies such as Cisco Systems, Ascom and Spectralink.

Additionally, we compete against Epic and Cerner, both of which have their own smartphone application for secure texting that they continue to enhance. Cerner also offers a middleware application for integrations to clinical systems and medical devices. We differentiate against these Electronic Health Record (EHR) vendors as we enable hands-free communication via our Smartbadge and Badge and a sophisticated rules engine to support more advanced clinical workflow with more than 150 system integrations.

We believe that the use of mobile smartphone apps for healthcare will continue to expand in our target market and may represent a source of competition but this trend also represents an opportunity to expand our communication solutions with our smartphone applications, which enable all members of the patient's care team to connect to our software platform and participate as users on our Communication system.

We believe that the primary competitive factors at work in our market include:

- comprehensiveness of the solution, the features provided and the ability to purchase the complete solution from a single vendor
- product performance and reliability
- the initial cost and ongoing cost of ownership

- customer service and support capabilities

We may face increased competition in the future, including from large, multinational companies or private equity backed organizations with significant resources. Potential competitors may have existing relationships with purchasers of other products and services within the hospital, which may enhance their ability to gain a foothold in our market. In addition, the continuing expansion of our communication and workflow collaboration capabilities may introduce us to a broader set of competitors. These competitors may include companies that provide clinical workflow solutions, enterprise software, cloud-based solutions and electronic health records.

Research and development

Our continued investment in research and development is critical to our business. We have teams of engineers with expertise in various fields, including software, firmware, database design, applications, speech recognition, wireless communication and hardware design. We employ research and development personnel in San Jose, California; Fort Wayne, Indiana; Knoxville, Tennessee; Toronto, Canada and Bangalore, India. There were 197 full-time research and development employees as of December 31, 2019. We also utilize small teams of contractors in India and Ukraine to assist with quality assurance testing and automation, and targeted development efforts. Finally, we have periodically engaged outsourced development firms to help us with the development of certain elements of our software offerings.

Intellectual property

Our success depends, in part, upon our ability to protect our core technology and intellectual property. To accomplish this, we rely on a combination of intellectual property rights, including patents, trade secrets, copyrights and trademarks, as well as customary contractual protections.

We held 29 U.S. patents as of December 31, 2019, including patents on many capabilities of our software platform and wearable devices. The expiration dates of these patents range from 2021 through 2036. One or more utility patents have also been issued in Australia, Canada, India, Japan and the European Patent Office (with validation in Germany, United Kingdom and Netherlands). A European Community design patent has been issued that protects the design in multiple European jurisdictions.

In addition to the foregoing protections, we generally control access to and use of our proprietary software and other confidential information through the use of internal and external controls, including non-disclosure agreements and other statutory and contractual protections applicable to employees, contractors, customers and partners. These protections include U.S. and international copyright laws.

Our solutions include software developed and owned by us as well as software components we have licensed. These non-exclusive licenses are terminable by the licensor for cause. Certain of these licenses are for a contractually specified term and cannot be renewed without the assent of the licensor. In the event one or more of these licenses is terminated or is not renewed, we could be required to redesign substantial portions of our software in order to incorporate software components from alternative sources. An unplanned redesign of our software could materially and adversely affect our business.

Manufacturing operations and suppliers

We outsource the manufacturing of our wearable device products to original design manufacturers and contract manufacturers, including Sercomm and SMTC Corporation (SMTC). Our Vocera Smartbadge is built in Taiwan and our Vocera Badge is made in Mexico using custom tools and test equipment owned by us. Most of our accessories, including batteries, chargers and attachments, are built by original design manufacturers (ODMs) in Asia.

These manufacturers are responsible for procuring all the components included in our products, as specified and approved by us. Some of these components are sole-sourced off-the-shelf and some are custom components built exclusively for our products. In the event we are unable to procure certain components, we could be required to redesign some of our products in order to incorporate technology from alternative sources. An unplanned redesign of our products could materially and adversely affect our business.

We require our suppliers to perform both incoming and outgoing product inspections. In addition, we perform in-house quality control and ongoing reliability testing.

We also resell the Spectralink Versity Smartphone and Zebra Technologies TC52 Android mobile computer. These devices are offered as a bundled solution with our smartphone applications to provide a complete, turnkey solution for our customers' clinical communication needs.

Employees

As of December 31, 2019, we had 665 employees, consisting of 23 in manufacturing and quality operations, 197 in research and development, 196 in sales and marketing, 182 in services and support and 67 in general and administrative. None of our employees are covered by a collective bargaining agreement or are represented by a labor union. We consider current employee relations to be good.

Backlog

Our backlog of undelivered orders was \$75.0 million and \$61.8 million at December 31, 2019 and 2018, respectively. Of the current backlog, all but \$34.1 million is expected to be delivered in 2020.

Government regulations and standards

Substantially all of our revenue is derived from the healthcare industry. The healthcare industry is highly regulated and is subject to changing political, legislative, regulatory and other influences. These factors affect the purchasing practices and operations of healthcare organizations, as well as the behavior and attitudes of our users. Representatives of the U.S. federal legislature and agencies have announced plans to reform or revise aspects of the U.S. healthcare system and we expect these efforts to continue over the next several years. We also expect federal and state legislatures and agencies to continue to consider new programs to reform or revise aspects of the U.S. healthcare system. These programs may contain proposals to increase governmental involvement in healthcare or otherwise change the environment in which healthcare industry participants operate.

HIPAA privacy and security standards

In connection with our healthcare communications business, we access personal health information on behalf of our customers. Accordingly, in the United States, we are subject to the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and its implementing regulations, which established uniform standards for certain “covered entities” (healthcare providers engaged in electronic transactions, health plans and healthcare clearinghouses) governing the conduct of certain electronic healthcare transactions and protecting the security and privacy of protected health information. The American Recovery and Reinvestment Act of 2009 included sweeping expansion of HIPAA’s privacy and security standards as reflected in the Health Information Technology for Economic and Clinical Health Act, (HITECH). Among other things, the new law makes certain HIPAA privacy and security standards directly applicable to “business associates” - independent contractors or agents of covered entities that receive or obtain protected health information in connection with providing a service on behalf of a covered entity. HITECH also increased the civil and criminal penalties that may be imposed against covered entities, business associates and possibly other persons, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorney’s fees and costs associated with pursuing federal civil actions. Most of our customers are covered entities under HIPAA and, to the extent that we access personal health information on their behalf, we are their “business associates” and are subject to HIPAA and associated contractual obligations, as well as comparable state privacy and security laws.

In addition, we are subject to privacy and security regulations in other jurisdictions. For example, the European Union (EU) adopted the Data Protection Directive (DPD) (officially Directive 95/46/EC), imposing strict regulations and establishing a series of requirements regarding the storage of personally identifiable information on computers or recorded on other electronic media. This has been implemented by all EU member states through national laws. DPD provides for specific regulations requiring all non-EU countries doing business with EU member states to provide adequate data privacy protection when receiving personal data from any of the EU member states. In May 2016, the EU formally adopted the General Data Protection Regulation, which applied to all EU member states beginning May 2018 and replaces the current DPD. The regulation introduced new data protection requirements in the EU and substantial fines for breaches of the data protection rules. It increased our responsibility and liability in relation to personal data that we process and we put in place additional mechanisms to enhance our compliance with the new EU data protection rules. Additionally, Canada’s Personal Information and Protection of Electronic Documents Act provides Canadian residents with privacy protections in regard to transactions with businesses and organizations in the private sector and sets out ground rules for how private sector organizations may collect, use and disclose personal information in the course of commercial activities.

These statutes, regulations and contractual obligations impose numerous requirements regarding the use and disclosure of personal health information with which we must comply, and subject us to material liability and other adverse impacts to our business in the event we fail to do so. These include, without limitation, civil fines, criminal sanctions in certain circumstances, contractual liability to our customers, and damage to our brand and reputation. We endeavor to mitigate these risks through measures we believe to be appropriate for the specific circumstances, including storing personal data under our control on password-protected systems in secure facilities, counseling our customers as to best practices in using our solutions, and encrypting such information.

Medical device regulation

The U.S. Food and Drug Administration (FDA) regulates certain products, including software-based products, as “medical devices” based, in part, on the intended use of the product and the risk the device poses to the patient should the device fail to perform properly. We have concluded that our communication products are general-purpose communication solutions and are not subject to FDA regulation. However, either the FDA could disagree with our conclusion or changes in our product or the FDA’s evolving regulations could lead to the imposition of medical device regulation on more of our products. In this event, we would be subject to additional regulatory requirements, including the expense of compliance with Medical Device Reporting and Quality System regulation and the potential of liability for failure to comply, and we could be required to obtain 510(k) clearance or premarket approval of those products from the FDA prior to commercial distribution. Some of the products acquired as a result of the Extension Healthcare and mVisum acquisitions are regulated by the FDA as Class II medical devices under applicable law and FDA regulations. Class II devices are devices classified by the FDA as posing a moderate to high risk and therefore subject to both “general controls” and “special controls,” as such terms are defined in the Food, Drug and Cosmetics Act.

Electrical standards and FCC regulations

Our products emit radio frequency energy in the 2.4 and 5.0 GHz spectrum bands for which licensing by U.S. and other regulatory authorities is not required, provided that the products conform to certain requirements, e.g., maximum power output and tolerance of interference from other devices sharing that spectrum band. We subject our products to testing by independent testing laboratories for compliance with the relevant standards issued by various U.S. and international bodies, including the EU (with respect to the “CE” mark), the International Electrotechnical Commission, the Australian Communications and Media Authority, Underwriters Laboratories and CSA International.

Executive officers

The names of our executive officers, their ages as of February 26, 2020, and their positions are shown below.

Name	Age	Position
Brent D. Lang	52	Chairman and Chief Executive Officer
Justin R. Spencer	48	Executive Vice President and Chief Financial Officer
Douglas A. Carlen	50	Vice President Legal and General Counsel
M. Bridget Duffy, M.D.	60	Chief Medical Officer
Paul T. Johnson	56	Executive Vice President of Sales and Services

The Board chooses executive officers, who then serve at the Board’s discretion. There is no family relationship between any of our directors or executive officers.

Brent D. Lang assumed the role of President and Chief Executive Officer and a board member effective June 1, 2013. He assumed the role of Chairman of the board effective June 2018. Mr. Lang served as our President and Chief Operating Officer from October 2007 through May 2013. From February 2007 to October 2007, he served as our Executive Vice President, from January 2007 to June 2007, he served as our Acting Chief Executive Officer, and from June 2001 through January 2007, he served as our Vice President of Marketing and Business Development. From September 1995 to June 2001, Mr. Lang served as senior director of marketing for 3Com Corporation, a networking company, where he was responsible for 3Com’s digital home products. From June 1991 to June 1993, Mr. Lang worked as a strategy consultant for Monitor Company, Inc., a consulting firm, advising Fortune 500 companies. Mr. Lang earned a B.S. degree in Industrial and Operations Engineering from the University of Michigan and an M.B.A. degree from the Stanford University Graduate School of Business.

Justin R. Spencer has served as our Executive Vice President and Chief Financial Officer since August 2014. From September 2008 to November 2013, he served as Executive Vice President and Chief Financial Officer for Symmetricom, Inc., a provider of precise timekeeping and synchronization solutions, which was acquired by Microsemi Corporation in November 2013. From June 2007 to April 2008, Mr. Spencer served as the Executive Vice President and Chief Financial Officer at Covad Communications Group Inc., a provider of broadband integrated voice and data communications. From November 2002 until May 2007, Mr. Spencer served in various positions at Covad Communications Group Inc., including Interim Chief Financial Officer, Vice President of Finance and Director of Corporate Development. Mr. Spencer served on the Board of Directors of iPass Inc., including as Audit Committee Chair, until its sale in early 2019. Mr. Spencer holds a bachelor’s degree in accounting from the University of Utah and a master’s degree from The Wharton School.

Douglas A. Carlen has served as our General Counsel since July 2016. From August 2012 to June 2016, Mr. Carlen was the Vice President of Legal Affairs at Liquid Robotics, an ocean data services provider and developer of the Wave Glider. Prior to Liquid

Robotics, Mr. Carlen served from August 2010 to August 2012 as Senior Vice President and General Counsel at MegaPath, a provider of data, voice and cloud-based communications services. From September 1999 to August 2010, he worked at Covad Communications in three corporate counsel roles, with the last three years as Senior Vice President and General Counsel. Mr. Carlen also specialized in corporate law and litigation at various firms from 1994 to 1999. Since 2011, Mr. Carlen has been on the board of directors for the Lupus Foundation of Northern California. He earned his bachelor's degree from the University of Southern California and a law degree from Hastings College of the Law.

M. Bridget Duffy, M.D. has served as our Chief Medical Officer since January 2013. Previously, Dr. Duffy was the co-founder of ExperiaHealth, Inc., which became a subsidiary of Vocera in November 2010. Dr. Duffy served as ExperiaHealth, Inc.'s Chief Experience Officer from July 2009 through October 2010, and as its Chief Executive Officer from November 2010 through July 2013. From July 2007 to June 2009, Dr. Duffy served as Chief Experience Officer of the Cleveland Clinic, a non-profit academic medical center. Dr. Duffy earned her Doctor of Medicine in June 1991 from the University of Minnesota and currently holds a Physician and Surgeon license in both the states of Minnesota and California.

Paul T. Johnson has served as our Executive Vice President of Sales and Services since October 2013. From August 2013 to October 2013, Mr. Johnson served as Vice President of Sales at Digital Insight, a provider of online and mobile banking solutions. Mr. Johnson served as Vice President of Sales and Relationship Management at Intuit's Financial Services Division (which was renamed Digital Insight following Intuit's sale of this business in August 2013) from January 2011 to August 2013. From November 2007 to December 2010, he served as the Executive Vice President, North America, Sage Business Solutions for Sage Software, Inc., a provider of business management software and services. In addition, Mr. Johnson previously served in various sales and services functions at International Business Machines Corporation. Mr. Johnson earned his M.B.A and B.S degrees in Business Administration from the University of Southern California.

Available information

We make available our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (Exchange Act), as amended, free of charge on the SEC's website at www.sec.gov and on our website at www.vocera.com, as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (SEC).

The contents of our corporate website are not incorporated into, or otherwise to be regarded as part of, this Annual Report on Form 10-K.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information set forth in this Annual Report on Form 10-K. Our business, financial condition, results of operations or future prospects could be materially and adversely harmed if any of the following risks, or other risks or uncertainties that are not yet identified or that we currently believe are immaterial, actually occur. The trading price of our common stock could decline due to any of these risks or uncertainties, and, as a result, you may lose all or part of your investment.

Risks related to our business and industry

We have incurred significant losses in the past and will likely experience losses in the future.

We have incurred significant losses in the past and reported a net loss of \$18.0 million for the year ended December 31, 2019. As of December 31, 2019, we had an accumulated deficit of \$150.3 million. If we cannot make consistent progress toward future profitability, our business and our stock price may be adversely affected.

Our ability to be profitable in the future depends upon continued demand for our solutions from existing and new customers. Further adoption of our solutions depends upon our ability to improve quality of care, enhance patient and staff satisfaction, increase hospital efficiency and productivity, and bring value to customers outside of healthcare. In addition, our profitability will be affected by, among other things, our ability to execute on our business strategy, the timing and size of orders, the pricing and costs of our solutions, competitive offerings, macroeconomic conditions affecting the health care industry and the extent to which we invest in sales and marketing, research and development and general and administrative resources.

We depend on sales in the healthcare market for the majority of our revenue, and a decrease in sales in the healthcare market would harm our business.

To date, substantially all of our revenue has been derived from sales to the healthcare market and, in particular, hospitals. Sales to the healthcare market accounted for 96%, 97% and 97% of our revenue for the years ended December 31, 2019, 2018 and 2017, respectively. We anticipate that sales to the healthcare market will represent a significant portion of our revenue for the foreseeable future.

Most of our solutions require a substantial upfront investment by new customers. The cost of the initial deployment depends on the number of users and departments involved, the size and age of the hospital and the condition of the existing wireless infrastructure, if any, within the hospital. Even if hospital personnel determine that our solutions provide compelling benefits over their existing communications methods, their hospitals may not have, or may not be willing to spend, the resources necessary to install and maintain wireless infrastructure to initially deploy and support our solutions or expand our solutions to other departments or users. Hospitals face significant budget constraints from unpredictable patient population trends and commercial reimbursements, and increasing demands from, and competition for, patients. In addition, both governmental and commercial hospitals are experiencing lower Medicare reimbursement rates and higher compliance demands, which add to these budget pressures. Also as part of the tax reform law that came into effect in December 2017, the tax penalty for violating the individual health insurance mandate under the Patient Protection and Affordable Care Act of 2010 (ACA) was set to zero effective in 2019, essentially repealing it. There have been attempts to repeal or amend the ACA, as well as continue to undertake other healthcare reforms. As a consequence of these regulatory and other factors, we may experience slowdowns and deferral of orders for our solutions, or customers may choose other less expensive solutions, both of which could negatively impact our sales. We might not be able to sustain or increase our revenue from sales of our solutions, or achieve the growth rates that we envision, if hospitals continue to face significant budgetary constraints and reduce their spending on communications systems.

If we fail to successfully develop and introduce new solutions and features to existing solutions, our revenue, operating results and reputation could suffer.

Our success depends, in part, upon our ability to develop and introduce new solutions and to add features to existing solutions that meet existing and new customer requirements. We may not be able to develop and introduce new solutions or features on a timely basis or in response to customers' changing requirements. Similarly, our new solutions and features may not sufficiently differentiate us from competing solutions such that customers can justify deploying our solutions. We expect to incur costs associated with the development and introduction of new solutions before the anticipated benefits or the returns are realized, if at all. We may experience technical problems and additional costs as we introduce new features to our software platform, deploy future models of our wireless badges (like the new Smartbadge), or deploy new smartphone apps, which can require customers to perform software upgrades to their systems, and integrate new solutions with existing customer clinical systems and workflows. In addition, we may face technical difficulties as we expand into non-English speaking countries and incorporate non-English speech recognition capabilities into our solutions. We also may incur substantial costs or delays in the manufacture of any additional new products or models as we seek to optimize production methods and processes at our contract manufacturers. In addition, we expect that we may at least initially achieve lower gross margins on new models, while endeavoring to reduce manufacturing costs over time. If any of these problems were to arise, our revenue, operating results and reputation could suffer.

If we fail to offer high-quality services and support for any of our solutions, our operating results and our ability to sell those solutions in the future will be harmed.

Our ability to sell our solutions depends on our professional services and technical support teams providing high-quality services and support. Our professional services team assists our customers with their wireless infrastructure assessment, clinical workflow design, communication solution configuration, clinical integration, training and project management during the pre-deployment and deployment stages. Once our solutions are deployed within a customer's facility, the customer typically depends on our technical support team to help resolve technical issues, assist in optimizing the use of our solutions and facilitate adoption of new functionality. If we do not effectively assist our customers in deploying our solutions, succeed in helping our customers quickly resolve technical and other post-deployment issues, or provide effective ongoing support services, our ability to expand the use of our solutions with existing customers and to sell our solutions to new customers will be harmed. If deployment of our solutions is deemed unsatisfactory, we may incur significant costs to attain and sustain customer satisfaction or, in extreme cases, our customers may choose not to deploy our solutions. As we rapidly hire new services and support personnel, we may inadvertently hire underperforming people who will have to be replaced, or fail to effectively train such employees, leading in some instances to slower growth, additional costs and poor customer relations. In addition, the failure of channel partners to provide high-quality services and support in markets outside the United States could also harm sales of our solutions.

As we continue to pursue opportunities for larger deals that have greater technical complexity, including deals that require more complex integrations with our customer's workflows, we may experience a longer time period for our solutions to deploy and as

a result, our revenue recognition for these deals may be delayed. Additionally, as we enter agreements with new and existing customers for larger and more complex deals across multiple sites, we have been, and may continue to be, required to agree to customer acceptance and cancellation clauses. With acceptance clauses, delays may occur in obtaining customer acceptance regardless of the quality of our products and services, and may cause us to defer revenue recognition where such acceptance provisions are substantive in nature, or they may require us to incur additional professional services or other costs in an effort to obtain such customer acceptance. Cancellation clauses may result in a customer canceling an order for our hardware, software and services, which could impact our revenue.

Our sales cycle can be lengthy and unpredictable, which may cause our revenue and operating results to fluctuate significantly.

Our sales cycles can be lengthy and unpredictable. Our sales efforts involve educating our customers about the use and benefits of our solutions, including the technical capabilities of our solutions and the potential cost savings and productivity gains achievable by deploying them. Customers typically undertake a significant evaluation process, which frequently involves not only our solutions but also their existing communications methods and those of our competitors, and can result in a lengthy sales cycle that sometimes exceeds twelve months. With our introduction of the Smartbadge, it may take our customers additional time to evaluate this new device and compare it with our Badge and other solutions. This may also result in delays and reductions in orders for our existing Badge. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will produce sales. Similarly, our increasing dependence on larger, hospital-wide deployments may increase fluctuations in our revenue and operating results because the failure to complete a significant sale, or the loss of a large customer, will have a greater impact on those results. In addition, purchases of our solutions are frequently subject to budget constraints and shifts, multiple approvals, and unplanned administrative, processing and other delays. We have experienced and may continue to experience elongated sales cycles due to ongoing uncertainty surrounding past and future healthcare reform legislation, the impact of shifting federal government budgets, changes to Medicare and Medicaid reimbursement and potential future statutes and rulemaking.

Our business has gone through cycles of expansion, relative stability and contraction, and if we are not able to manage such cycles effectively, our operating results may suffer.

We have experienced periods of expansion, relative stability and contraction in our revenues and operations in the past. Such fluctuations have placed, and may continue to place, strains on our management systems, infrastructure and other resources. Especially during growth periods, we hire additional direct sales, professional services and marketing personnel domestically and internationally, acquire complementary businesses, technologies or assets, and increase our investment in research and development. Our future operating results depend to a large extent on our ability to successfully implement such plans and manage such investments. To do so successfully we must, among other things:

- manage our expenses in line with our operating plans and current business environment;
- maintain and enhance our operational, financial and management controls, reporting systems and procedures;
- integrate acquired businesses, technologies or assets;
- manage operations in multiple locations and time zones; and
- develop and deliver new solutions and enhancements to existing solutions efficiently and reliably.

We expect to incur costs associated with the investments made to support our business strategy before the anticipated benefits or the returns are realized, if any. If we are unable to grow our business or manage our future growth effectively, we may not be able to take advantage of market opportunities or develop new solutions or enhancements to existing solutions. We may also fail to satisfy customer requirements, maintain quality, execute our business plan or respond to competitive pressures, which could result in lower revenue and a decline in the share price of our common stock.

Our revenue and operating results have fluctuated, and are likely to continue to fluctuate, making our quarterly results difficult to predict, which may cause us to miss analyst expectations and may cause the price of our common stock to decline.

Our operating results have been and may continue to be difficult to predict, even in the near term, and are likely to fluctuate as a result of a variety of factors, many of which are outside of our control.

Comparisons of our revenue and operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. Each of the following factors, among others, could cause our operating results to fluctuate from quarter to quarter:

- the financial health of our healthcare customers and budgetary constraints on their ability to upgrade their communications;
- the availability of government funding for healthcare facilities operated by the United States federal, state and local governments;
- changes in customer purchasing patterns or sales cycles;

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- market acceptance of our Smartbadge and its impact on orders for our existing Badge and related software;
- changes in the regulatory environment affecting our healthcare customers, including impediments to their ability to obtain reimbursement for their services;
- our ability to expand our sales and marketing operations;
- our ability to successfully integrate acquired businesses, technologies or assets;
- the announcement of new significant contracts or relationships;
- the procurement and deployment cycles of our healthcare customers and the length of our sales cycles;
- changes in how healthcare operating and capital budgets are administered within the enterprise;
- changes in customer deployment timelines;
- variations in the amount of orders booked in a prior quarter but not delivered until later quarters;
- our mix of solutions and the varying revenue recognition rules that apply;
- pricing, including discounts by us or our competitors;
- our ability to expand into non-healthcare markets;
- our ability to develop significant new reseller relationships and maintain existing reseller relationships;
- the financial health of our resellers;
- our ability to successfully deploy our solutions in a timely manner;
- our ability to sell and integrate third-party products and services, and our customer's satisfaction with those third-party products and services;
- our ability to forecast demand and manage lead times for the manufacture of our solutions;
- our ability to develop and introduce new solutions and features to existing solutions that achieve market acceptance;
- the announcement of a new product, which may cause sales cycles to lengthen;
- federal government shutdowns;
- occurrence of health epidemics or contagious diseases, such as the novel coronavirus, and potential effects on our business and manufacturing operations;
- fluctuations in foreign currencies in the international markets in which we operate; and
- future accounting pronouncements and changes in accounting policies.

We primarily compete in the rapidly evolving and competitive healthcare market, and if we fail to effectively respond to competitive pressures, our business and operating results could be harmed.

We believe that the primary competition for our solutions has consisted of traditional methods using wired and wireless phones, pagers and overhead intercoms. While we believe that our system is superior to these legacy methods, our solutions require a significant infrastructure investment by a hospital and many hospitals' spending is severely constrained by other priorities.

Manufacturers and distributors of product categories such as cellular phones, smartphone applications, pagers, mobile radios and in-building wireless telephones also sell their products to hospitals as components of communication solutions. Of these product categories, in-building wireless telephones and pagers represent the most significant current competition for the sale of our solutions. The market for in-building wireless phones is dominated by communications companies such as Cisco Systems, Ascom and Spectralink. In addition, the growing proliferation of smartphones and related applications, including cloud-based applications, represents another category of competitive offerings. Although our customers value secure text-messaging using smartphones from vendors such as Epic and Cerner, we do not believe most of our potential customers would consider that feature alone an adequate substitute for a comprehensive multi-mode communication solution. Some customers may choose solutions that are not HIPAA-compliant, given their budget constraints. Furthermore, in clinical integrations and middleware, we compete with companies including Connexall, Ascom and Philips Healthcare.

We believe currently there is no directly comparable single competitor that provides a solution for the healthcare market as richly-featured as ours, but we could face such competition in the future. Potential competitors in the healthcare or communications markets include large, multinational companies with significantly more resources to dedicate to product development and sales and marketing. These companies, which may include electronic health record vendors or other large software companies, may have existing relationships within the hospital, which may enhance their ability to gain a foothold in our market. For example, some of the electronic health record vendors have started to offer secure text messaging as an additional service and have said they plan to expand these offerings to complete more directly with us. Additionally, there has been some recent merger and acquisition activity in the healthcare market. These companies may choose to more tightly integrate their offerings. Customers may prefer to purchase a more highly integrated or bundled solution from a single provider or an existing supplier rather than a new supplier, regardless of performance or features. Accordingly, if we fail to effectively respond to competitive pressures, we could experience pricing pressure, reduced profit margins, higher sales and marketing expenses, lower revenue and the loss of market share, any of which would harm our business, operating results or financial condition.

If we do not achieve the anticipated strategic or financial benefits from our acquisitions or if we cannot successfully integrate them, our business and operating results could be harmed.

We have acquired, and in the future may acquire, complementary businesses, technologies or assets that we believe to be strategic. We may not achieve the anticipated strategic or financial benefits, or be successful in integrating any acquired businesses, technologies or assets. If we cannot effectively integrate the acquired business and products into our business, we may not achieve market acceptance for, or derive significant revenue from, these new solutions.

Integrating newly acquired businesses, technologies and assets could strain our resources, could be expensive and time consuming, and might not be successful. Our recent acquisitions expose us, and we will be further exposed, if we acquire or invest in additional businesses, technologies or assets, to a number of risks, including that we may:

- experience technical issues as we integrate acquired businesses, technologies or assets into our existing solutions;
- encounter difficulties leveraging our existing sales and marketing organizations, and direct sales channels, to increase our revenue from acquired businesses, technologies or assets;
- find that the acquisition does not further our business strategy, we overpaid for the acquisition or the economic conditions underlying our acquisition decision have changed;
- have difficulty retaining key personnel of acquired businesses;
- suffer disruption to our ongoing business and diversion of our management's attention as a result of transition or integration issues and the challenges of managing geographically or culturally diverse enterprises;
- experience unforeseen and significant problems or liabilities associated with quality, technology and legal contingencies relating to the acquisition, such as intellectual property or employment matters; and
- incur substantial costs to integrate the acquired business.

If we were to proceed with one or more additional significant acquisitions in which the consideration included cash, we could be required to use a substantial portion of our available cash. To the extent we issue shares of capital stock or other rights to purchase capital stock, including options and warrants, the ownership of existing stockholders would be diluted. In addition, acquisitions may result in the incurrence of debt, contingent liabilities, large write-offs, or other unanticipated costs, events or circumstances, any of which could harm our operating results.

In addition, from time to time we may enter into negotiations for acquisitions that are not ultimately consummated. These negotiations could result in significant diversion of management time, as well as substantial out-of-pocket costs.

We could be required to record adjustments to our recorded asset balance for intangible assets, including goodwill, that could significantly impact our operating results.

Our balance sheet includes significant intangible assets, including goodwill and other acquired intangible assets. The determination of related estimated useful lives and whether these assets have been impaired involves significant judgment and is subject to certain factors and events over which we have no control. The introduction of new competitive products or services into our markets could impair the value of our intangible assets if they create market conditions that adversely affect the competitiveness of our products and services. Further, declines in our market capitalization may be an indicator that our intangible assets or goodwill carrying values exceed their fair values, which could lead to potential impairment charges that could impact our operating results.

Developments in the healthcare industry and governing regulations have negatively affected and may continue to negatively affect our business.

Substantially all of our revenue is derived from customers in the healthcare industry, in particular, hospitals. The healthcare industry is highly regulated and is subject to changing political, legislative, regulatory and other influences. Developments generally affecting the healthcare industry, including new regulations or new interpretations of existing regulations, could adversely affect spending on information technology and capital equipment by reducing funding, changing healthcare pricing or delivery or creating impediments for obtaining healthcare reimbursements, which together with declining admission trends, could cause our sales to decline and negatively impact our business. For example, the margins of our hospital customers are modest, and potential decreases in reimbursement for healthcare costs may reduce the overall solvency of our customers or cause further deterioration in their financial or business condition.

In the past bills were signed into law that impact the U.S. healthcare system, including the Affordable Care Act (ACA). Uncertainty surrounding the status of the ACA and its regulations may impact the spending of our healthcare customers, and we cannot predict the effect on our business of any new legislation and regulations that may be adopted if the ACA is significantly changed or repealed or of additional regulations.

Federal budget activities also impact our customers. Our customers include healthcare facilities run by the Department of Defense and the U.S. Department of Veterans Affairs. During the years ended December 31, 2019, 2018 and 2017, we generated approximately 17%, 18% and 18%, respectively of our revenue from these customers. Our reseller to the Department of Defense and the U.S. Department of Veterans Affairs represented 19% and 26% of our accounts receivable as of December 31, 2019 and 2018, respectively. These customers have been and may continue to be impacted by budgetary and legislative actions.

In the past certain departments of the U.S. federal government temporarily stopped operating as a result of failure by the legislative and executive branches of the government to pass bills to keep them operating. There is a risk that the government could be shut down again. Any past or future shutdown may impact our US government customers' spending decisions, as well as those of our non-US government customers. Any reduction or delay in our customers', or potential customers' spending decisions may result in a delay, or reduction, to our revenue.

In addition, many state governments are changing or expanding their healthcare laws, adding additional complexity to understanding the potential impacts.

We are unable to predict the full impact of these new and changing rules on our hospital customers and others in the healthcare industry. Impacts of these rules have affected and could continue to affect materially our customers' ability to budget for or purchase our products. The healthcare industry has changed significantly in recent years and we expect that significant changes will continue to occur. We cannot provide assurance that the markets for our solutions will continue to exist at current levels or that we will have adequate technical, financial and marketing resources to react to changes in those markets.

If we fail to increase market awareness of our brand and solutions, and expand our sales and marketing operations, our business could be harmed.

We intend to continue to add personnel and resources in sales and marketing as we focus on expanding awareness of our brand and solutions and capitalize on sales opportunities with new and existing customers. Our efforts to improve sales of our solutions will result in an increase in our sales and marketing expense and general and administrative expense, and these efforts may not be successful. Some newly hired sales and marketing personnel may subsequently be determined to be unproductive and have to be replaced, resulting in operational and sales delays and incremental costs. If we are unable to significantly increase the awareness of our brand and solutions or effectively manage the costs associated with these efforts, our business, financial condition and operating results could be harmed.

Failure to protect our information technology infrastructure against cyber-based attacks, network security breaches, service interruptions, or data corruption could significantly disrupt our operations and adversely affect our business and operating results.

We rely on information technology and telephone networks and systems, including the Internet, to process and transmit sensitive electronic information and to manage or support a variety of business processes and activities, including sales, billing, customer service, procurement and our supply chain. We use enterprise information technology systems to record, process, and summarize financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal, and tax requirements. Our information technology systems, some of which are managed by third-parties, may be susceptible to damage, disruptions or shutdowns due to computer viruses, attacks by computer hackers, failures during the process of upgrading or replacing software, databases or components thereof, power outages, hardware failures, telecommunication failures, user errors or catastrophic events. Although we have developed systems and processes that are designed to protect confidential information and prevent data loss and other security breaches, including systems and processes designed to reduce the impact of a security breach at a third-party vendor, such measures cannot provide absolute security. If our systems are breached or suffer severe damage, disruption or shutdown and we are unable to effectively resolve the issues in a timely manner, our business and operating results may significantly suffer and we may be subject to litigation, government enforcement actions or potential liability. Security breaches could also cause us to incur significant remediation costs, result in product development delays, disrupt key business operations, adversely impact customer relationships, damage our reputation and divert attention of management and key information technology resources.

We depend on a number of sole source and limited source suppliers, and if we are unable to source our components from them, our business and operating results could be harmed.

We depend on sole and limited source suppliers for several hardware components of our solutions, including our batteries and integrated circuits. We purchase inventory generally through individual purchase orders. Any of these suppliers could cease production of our components, cease to provide the necessary levels of support for our use of their components, experience capacity constraints, material shortages, work stoppages, epidemics or contagious diseases, such as the coronavirus outbreak, that negatively impact them and their suppliers, financial difficulties, cost increases or other reductions or disruptions in output, cease operations

or be acquired by or enter into exclusive arrangements with, a competitor. These suppliers typically rely on purchase orders rather than long-term contracts with their suppliers, and as a result, the supplier may not be able to secure sufficient materials at reasonable prices or of acceptable quality to build our components in a timely manner. Any of these circumstances could cause interruptions or delays in the delivery of our solutions to our customers, and this may force us to seek components from alternative sources, which may not have the required specifications, or be available in time to meet demand or on commercially reasonable terms, if at all. Any of these circumstances may also force us to redesign our solutions if a component becomes unavailable in order to incorporate a component from an alternative source.

Our solutions incorporate multiple software components obtained from licensors on a non-exclusive basis, such as voice recognition software, software supporting the runtime execution of our software platform, and database and reporting software. Our license agreements can be terminated for cause. In many cases, these license agreements specify a limited term and are only renewable beyond that term with the consent of the licensor. If a licensor terminates a license agreement for cause, objects to its renewal or conditions renewal on modified terms and conditions, we may be unable to obtain licenses for equivalent software components on reasonable terms and conditions, including licensing fees, warranties or protection from infringement claims. Some licensors may discontinue licensing their software to us or support of the software version used in our solutions. In such circumstances, we may need to redesign our solutions with substantial cost and time investment to incorporate alternative software components or be subject to higher royalty costs. Any of these circumstances could adversely affect the cost and availability of our solutions.

Third-party licensors generally require us to incorporate specific license terms and conditions in our agreements with our customers. If we are alleged to have failed to incorporate these license terms and conditions, we may be subject to claims by these licensors, incur significant legal costs defending ourselves against such claims and, if such claims are successful, be subject to termination of licenses, monetary damages, or an injunction against the continued distribution of one or more of our solutions.

Because we depend on contract manufacturers and original design manufacturers, our operations could be harmed and we could lose sales if we encounter problems with these manufacturers.

We do not have internal manufacturing capabilities and rely upon two contract manufacturers, Sercomm and SMTC, to make our wearable devices. We have entered into manufacturing agreements with Sercomm and SMTC that are terminable by either party with advance notice and may also be terminated for a material uncured breach. We expect to enter into additional contract manufacturing agreements as we expand our business. We also rely on original design manufacturers, or ODMs, to produce accessories, including batteries, chargers and attachments. Any of these suppliers could cease production of our components, cease to provide the necessary levels of support for our use of their components, experience capacity constraints, material shortages, work stoppages, epidemics or contagious diseases that negatively impact them and their suppliers, financial difficulties, cost increases or other reductions or disruptions in output, cease operations or be acquired by, or enter into exclusive arrangements with, a competitor. If Sercomm, SMTC, or another contract manufacturer or an ODM is unable or unwilling to continue manufacturing components of our solutions in the volumes and timeframes that we require, fails to meet our quality specifications or significantly increases its prices, we may not be able to deliver our solutions to our customers with the quantities, quality and performance that they expect in a timely manner. As a result, we could lose sales and our operating results could be harmed.

Sercomm, SMTC, other contract manufacturers or ODMs may experience problems that could impact the quantity and quality of hardware components of our solution, including disruptions in their manufacturing operations due to equipment breakdowns, labor strikes or shortages, component or material shortages and cost increases. Sercomm, SMTC, other contract manufacturers and these ODMs generally rely on purchase orders rather than long-term contracts with their suppliers, and as a result, may not be able to secure sufficient components or other materials at reasonable prices or of acceptable quality to build components of our solutions in a timely manner. The majority of the hardware components of our solution are manufactured in Asia or Mexico, and adverse changes in political or economic circumstances, or health related issues such as epidemics or contagious diseases, in those locations could also disrupt our supply and quality of components of our solutions. In addition, U.S. government officials have recently changed and proposed additional changes in trade, tariffs, fiscal or tax policies, and any such changes in the U.S. or in other countries from which we source components of our products could adversely affect our business.

Companies occasionally encounter unexpected difficulties in ramping up production of new products, and we may experience such difficulties with future generations of our products. Sercomm, SMTC, other contract manufacturers and our ODMs also manufacture products for other companies. Generally, our orders represent a relatively small percentage of the overall orders received by Sercomm, SMTC, other contract manufacturers and these ODMs from their customers; therefore, fulfilling our orders may not be a priority in the event Sercomm, SMTC, other contract manufacturers or an ODM is constrained in its ability to fulfill all of its customer obligations. In addition, if Sercomm, SMTC, other contract manufacturers or an ODM is unable or unwilling to continue manufacturing components of our solutions, we may have to identify one or more alternative manufacturers. The process of identifying and qualifying a new contract manufacturer or ODM can be time consuming, and we may not be able to substitute suitable alternative manufacturers in a timely manner or at an acceptable cost. Additionally, transitioning to a new manufacturer may cause us to incur additional costs and delays if the new manufacturer has difficulty manufacturing components of our solutions to our specifications or quality standards.

If we fail to forecast our manufacturing requirements accurately or fail to properly manage our inventory with our contract manufacturer, we could incur additional costs or experience manufacturing delays that could impact the timing of our revenue recognition and adversely affect our operating results.

We place orders with our contract manufacturers, including Sercomm and SMTC, and we and our contract manufacturers place orders with suppliers based on forecasts of customer demand. Because of our international low-cost sourcing strategy, our lead times are long and cause substantially more risk to forecasting accuracy than would result were lead times shorter. Our forecasts are based on multiple assumptions, each of which may introduce errors into our estimates affecting our ability to meet our customers' demands for our solutions. We also may face additional forecasting challenges due to new product introductions, product transitions in the components of our solutions, or to our suppliers discontinuing production of materials and subcomponents required for our solutions. If demand for our solutions increases significantly, we may not be able to meet demand on a timely basis, and we may need to expend a significant amount of time working with our customers to allocate limited supply and maintain positive customer relations, or we may incur additional costs in order to source additional materials and subcomponents to produce components of our solutions or to expedite the manufacture and delivery of additional inventory. If we underestimate customer demand, our contract manufacturer may have inadequate materials and subcomponents on hand to produce components of our solutions, which could result in manufacturing interruptions, shipment delays, deferral or loss of revenue, and damage to our customer relationships. Conversely, if we overestimate customer demand, we and our contract manufacturers may purchase more inventory than required for actual customer orders, resulting in excess or obsolete inventory, thereby increasing our costs and harming our operating results.

If hospitals do not have and are not willing to install, upgrade and maintain the wireless infrastructure required to effectively operate our solutions, then they may experience technical problems or not purchase our solutions at all.

The effectiveness of our solutions depends upon the quality and compatibility of the communications environment that our healthcare customers maintain. Our solutions require voice-grade wireless (Wi-Fi) installed through large enterprise environments, which can vary from hospital to hospital and from department to department within a hospital. Many hospitals have not installed a voice-grade wireless infrastructure. If potential customers do not have a wireless network that can properly and fully interoperate with our solutions, then such a network must be installed, or an existing Wi-Fi network must be upgraded or modified, for example, by adding access points in stairwells, for our solutions to be fully functional. The additional costs of installing or upgrading a Wi-Fi network may dissuade potential customers from installing our solutions. Furthermore, if changes to a customer's physical or information technology environment cause integration issues or degrade the effectiveness of our solutions, or if the customer fails to upgrade or maintain its environment as may be required for software releases or updates or to ensure our solution's effectiveness, the customer may not be able to fully utilize our solutions or may experience technical problems, or these changes may impact the performance of other wireless equipment being used. If such circumstances arise, prospective customers may not purchase or existing customers may not expand their use of or deploy upgraded versions of our solutions, thereby harming our business and operating results.

If we fail to achieve and maintain certification for certain U.S. federal standards, our sales to U.S. government customers will suffer.

We believe that a significant opportunity exists to continue to sell our products to healthcare facilities in the Veterans Administration and Department of Defense (DoD). These customers require independent certification of compliance with specific requirements relating to encryption, security, interoperability and scalability, including Federal Information Processing Standard (FIPS) 140-2 and, as to DoD, certification by its Joint Interoperability and Test Command and under its Information Assurance Certification and Accreditation Process. We have received certification under certain of these standards for military-specific configurations of our solution incorporating our Badge, but we do not have these certifications for our new Smartbadge. We continue to carry out further compliance activities and recertifications, as required. A failure on our part to achieve and maintain compliance and to respond to new threats and vulnerabilities, both as to current products and as to new product versions, could adversely impact our revenue.

Our efforts to sell our solutions in non-healthcare markets may not be successful.

In recent years, we have actively engaged in sales efforts to customers outside the healthcare markets, including hospitality, retail, energy, education and other mobile work environments. We may not be successful in further penetrating the non-healthcare markets upon which we are initially focusing, or other new markets. To date, our solutions have been selected by over 270 customers in non-healthcare markets. Total revenue from non-healthcare customers accounted for 4%, 3% and 3% of our revenue for the years ended December 31, 2019, 2018 and 2017, respectively. If we cannot maintain these customers by providing solutions that meet their requirements, if we cannot successfully expand our solutions in non-healthcare markets, or if adoption of our solutions remains slow, we may not obtain significant revenue from these markets. We may experience challenges as we expand in non-

healthcare markets, including pricing pressure on our solutions and technical issues as we adapt our solutions for the requirements of new markets. Our solutions also may not contain the functionality required by these non-healthcare markets or may be too expensive or may not sufficiently differentiate us from competing solutions such that customers can justify deploying our solutions.

We generally recognize revenue from maintenance and support contracts and subscription arrangements over the contract term, and changes in sales may not be immediately reflected in our operating results.

We generally recognize revenue from our customer maintenance and support contracts, extended warranty contracts and subscription arrangements ratably over the contract term, which is typically 12 months, in some cases subject to an early termination right. Revenue from our maintenance and support contracts accounted for 38%, 35% and 32% of our revenue for the years ended December 31, 2019, 2018 and 2017, respectively. A portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to maintenance and support contracts entered into during previous quarters. Consequently, a decline in new or renewed maintenance and support, extended warranty contracts or subscription agreements by our customers in any one quarter may not be immediately reflected in our revenue for that quarter. Such a decline, however, will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services and potential changes in our rate of renewals may not be fully reflected in our operating results until future periods.

Our success depends upon our ability to attract, integrate and retain key personnel, and our failure to do so could harm our ability to grow our business.

Our success depends, in part, on the continuing services of our senior management and other key personnel, and our ability to continue to attract, integrate and retain highly skilled personnel, particularly in engineering, sales and marketing. Competition for highly skilled personnel is intense, particularly in the Silicon Valley where our headquarters are located. If we fail to attract, integrate and retain key personnel, our ability to grow our business could be harmed.

The members of our senior management and other key personnel are at-will employees and may terminate their employment at any time without notice. If one or more members of our senior management terminate their employment, we may not be able to find qualified individuals to replace them on a timely basis or at all, and our senior management may need to divert their attention from other aspects of our business. Former employees may also become employees of a competitor. We may also have to pay additional compensation to attract and retain key personnel. We also anticipate hiring additional engineering, marketing and sales, and services personnel to grow our business. Often, significant amounts of time and resources are required to train these personnel. We may incur significant costs to attract, integrate and retain them, and we may lose them to a competitor or another company before we realize the benefit of our investments in them.

Our international operations subject us, and may increasingly subject us in the future, to operational, financial, economic and political risks abroad.

Although we derive a relatively small portion of our revenue from customers outside the United States, we believe that non-U.S. customers could represent an increasing share of our revenue in the future. During the years ended December 31, 2019, 2018 and 2017, we generated 8.7%, 10.2% and 10.2% of our revenue, respectively, from customers outside of the United States, including Canada, the United Kingdom, Australia, New Zealand and Middle Eastern countries including the United Arab Emirates, Saudi Arabia and Qatar. In 2014, we opened a new innovation center in India and a sales office in Dubai, United Arab Emirates. Accordingly, we are subject to risks and challenges that we would not otherwise face if we conducted our business solely in the United States, including:

- challenges incorporating non-English speech recognition capabilities into our solutions as we expand into non-English speaking jurisdictions;
- difficulties integrating our solutions with wireless infrastructures with which we do not have experience;
- difficulties integrating local dialing plans and applicable PBX standards;
- challenges associated with delivering support, training and documentation in several languages;
- difficulties in staffing and managing personnel and resellers;
- the need to comply with a wide variety of foreign laws and regulations, including increasingly stringent data privacy regulations, requirements for export controls for encryption technology, employment laws, changes in tax laws and tax audits by government agencies;
- political and economic instability in, or foreign conflicts that involve or affect, the countries of our customers;
- the impacts associated with epidemics or contagious diseases, such as the novel coronavirus;
- adverse effects on us directly, or on our customers and suppliers, of changes in trade, fiscal or tax policies, including the imposition of tariffs;
- difficulties in collecting accounts receivable and longer accounts receivable payment cycles;
- exposure to competitors who are more familiar with local markets;

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- risks associated with the Foreign Corrupt Practices Act and local anti-bribery law compliance;
- difficulties associated with resolving contract disputes in foreign countries with varied legal systems;
- limited or unfavorable intellectual property protection in some countries; and
- currency exchange rate fluctuations, which could affect the price of our solutions relative to locally produced solutions.

Any of these factors could harm our existing international business, impair our ability to expand into international markets or harm our operating results.

Our solutions are highly complex and may contain software or hardware defects that could harm our reputation and operating results.

Our solutions incorporate complex technology, are deployed in a variety of complex hospital environments and must interoperate with many different types of devices and hospital systems. While we test the components of our solutions for defects and errors prior to release, we or our customers may not discover a defect or error until after we have deployed our solution, integrated it into the hospital environment and our customer has commenced general use of the solution. In addition, our solutions in some cases are integrated with hardware and software offered by “middleware” vendors in order to interoperate with nurse call systems, device alarms and other hospital systems. Our software may be partnered with third party software to provide for potential joint solutions with such third party. Our software may also be deployed on third party devices, including devices we resell, which creates additional complexity because we share control of the customer experience. If we cannot successfully integrate our solutions with these vendors as needed or if any hardware or software of these vendors contains any defect or error, then our solutions may not perform as designed, or may exhibit a defect or error.

Any defects or errors in, or which are attributed to our solutions, or to products or services we resell, could result in:

- delayed market acceptance of our affected solutions;
- loss of revenue or delay in revenue recognition;
- loss of customers or inability to attract new customers;
- diversion of engineering or other resources for remedying the defect or error;
- damage to our brand and reputation;
- delay in delivery of information;
- increased service and warranty costs, including potential replacement costs for product recalls or returns; and
- legal actions by our customers and hospital patients, including product liability claims.

If any of these occur, our operating results and reputation could be harmed.

We face potential liability related to the privacy and security of personal information collected through our solutions.

In connection with our healthcare business, we handle and have access to “Protected Health Information” or “PHI” subject in the United States to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) as amended and supplemented by the Health Information Technology for Economic and Clinical Health Act of 2009 (“HITECH”), regulations issued pursuant to these statutes, state privacy and security laws and regulations, and associated contractual obligations as a “business associate” of healthcare providers. These statutes, regulations and contractual obligations impose numerous requirements regarding the use and disclosure of PHI with which we must comply. Among other things, HITECH made certain aspects of HIPAA’s rules, notably the “HIPAA Security Rule,” directly applicable to business associates, independent contractors or agents of covered entities that create, receive, maintain or transmit PHI in connection with providing a function on behalf of, or a service to, a covered entity (e.g., health care communication solutions). HITECH also created four new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates and gave state attorneys general new authority to file civil actions for damages or injunctions in federal court to enforce the federal HIPAA regulation and seek attorney’s fees and costs associated with pursuing federal civil actions. The U.S. Department of Health & Human Services Office for Civil Rights (“OCR”) has increased its focus on compliance and continues to train state attorneys general for enforcement purposes. The OCR has recently increased both its efforts to audit HIPAA compliance and its level of enforcement, with one recent penalty exceeding \$16 million. Our failure to accurately anticipate the application or interpretation of these statutes, regulations and contractual obligations as we develop our solutions, a failure by us to comply with their requirements (e.g., evolving encryption and security requirements) or an allegation that defects in our products have resulted in noncompliance by our customers could create material civil and/or criminal liability for us, resulting in adverse publicity and negatively affecting our business.

In addition, the use and disclosure of personal health information is subject to laws and regulations in other jurisdictions in which we do business or expect to do business in the future. Any developments stemming from enactment or modification of these laws and regulations, or the failure by us to comply with their requirements or to accurately anticipate the application or interpretation of these laws could create material liability to us, result in adverse publicity and negatively affect our business.

For example, the European Union previously adopted the Data Protection Directive (DPD), imposing strict regulations and establishing a series of requirements regarding the storage of personally identifiable information on computers or recorded on other electronic media. This has been implemented by all EU member states through national laws. DPD provides for specific regulations requiring all non-EU countries doing business with EU member states to provide adequate data privacy protection when receiving personal data from any of the EU member states. In May 2016, the EU formally adopted the General Data Protection Regulation (GDPR), which applied to all EU member states starting in May 2018 and replaced the DPD. The GDPR introduces new data protection requirements in the EU and substantial fines for breaches of the data protection rules. It increased our responsibility and liability in relation to personal data that we process, and we were required to put in place additional mechanisms ensuring compliance with the new EU data protection rules. Moreover, in June 2016, United Kingdom voters approved an exit from the EU, or Brexit, which could also lead to further legislative and regulatory changes. While the Data Protection Act of 2018, that “implements” and complements the GDPR, has achieved Royal Assent on May 23, 2018 and is now effective in the United Kingdom, it is still unclear whether transfer of data from the EEA to the United Kingdom will remain lawful under GDPR. We may incur liabilities, expenses, costs, and other operational losses under GDPR and applicable EU Member States and the United Kingdom privacy laws in connection with any measures we take to comply with them. Additionally, Canada’s Personal Information and Protection of Electronic Documents Act, as well as a variety of provincial statutes, provides Canadian residents with privacy protections in regard to transactions with businesses and organizations in the private sector and sets out ground rules for how private sector organizations may collect, use and disclose personal information in the course of commercial activities. A finding that we have failed to comply with applicable laws and regulations regarding the collection, use and disclosure of personal information could create liability for us, result in adverse publicity and negatively affect our business.

Any legislation or regulation in the area of privacy and security of personal information could affect the way we operate our services and could harm our business. For example, the GDPR imposes strict rules on the transfer of personal data out of the EU to the United States. These obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other requirements or our practices. In addition, these rules are consistently under scrutiny. For example, following a decision of the Court of Justice of the EU in October 2015, the transfer of personal data to U.S. companies that had certified as members of the U.S. Safe Harbor Scheme (“Safe Harbor Scheme”) was declared invalid. In July 2016, the European Commission adopted the EU-U.S. Privacy Shield Framework (“Privacy Shield Framework”) which replaced the Safe Harbor Scheme. The Privacy Shield Framework is reviewed by European authorities annually, and there is currently litigation challenging other EU mechanisms for adequate data transfers. It is uncertain whether the Privacy Shield Framework or the standard contractual clauses might similarly be invalidated by European courts. Additionally, other countries (e.g., Australia and Japan) have adopted certain legal requirements for cross-border transfers of personal information. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our solutions or increase the costs associated with selling our solutions, and may affect our ability to invest in or jointly develop solutions in the United States and in foreign jurisdictions. Further, we cannot assure you that our privacy and security policies and practices will be found sufficient to protect us from liability or adverse publicity relating to the privacy and security of personal information.

In the U.S., California enacted the California Consumer Privacy Act, or the CCPA, on June 28, 2018, which took effect on January 1, 2020 and will be enforceable by the California Attorney General six months after the publication of the final regulations or July 1, 2020. Although the CCPA includes limited exceptions from its prescriptions, including exceptions for PHI collected by covered entities or business associates subject to HIPAA, among others, the CCPA may regulate or impact our processing of personal information depending on the context. It remains unclear what, if any, modifications will be made to this legislation or how it will be interpreted. Some observers have noted that the CCPA could mark the beginning of a trend toward more stringent privacy legislation in the U.S., and, indeed, a number of state legislatures are considering privacy and/or data protection laws, which could increase our potential liability and adversely affect our business. The interplay of federal and state laws (e.g., in addition to California, Massachusetts and Nevada have adopted laws requiring the implementation of certain security measures to protect personal information, and all 50 states and the District of Columbia, Puerto Rico and Guam, have adopted breach notification laws) may be subject to varying interpretations by courts and government agencies, creating complex compliance issues for us and our customers and potentially exposing us to additional expense, adverse publicity and liability. Further, as regulatory focus on privacy, security and data use issues continues to increase and laws and regulations concerning the protection of personal information expand and become more complex, these potential risks to products and services could intensify.

If our efforts to protect the security of information collected by our customers are unsuccessful, we could become subject to costly government enforcement actions and private litigation, and our sales and reputation could suffer.

The nature of our business involves the receipt and storage of information about our customers. We have implemented programs to detect and alert us to data security incidents. However, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. Companies are increasingly subject to a wide variety of security incidents, cyber-attacks and other attempts to gain unauthorized access. These threats can come from a variety of

sources, ranging in sophistication from an individual hacker to malfeasance by employees, consultants or other service providers to state-sponsored attacks. Cyber threats may be generic, or they may be custom-crafted against our information systems. In recent times, cyber-attacks have become more prevalent and much harder to detect and defend against. Our network and storage applications may be vulnerable to cyber-attack, malicious intrusion, malfeasance, loss of data privacy or other significant disruption and may be subject to unauthorized access by hackers, employees, consultants or other service providers. In addition, hardware, software or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Unauthorized parties may also attempt to gain access to our systems or facilities through fraud, trickery or other forms of deceiving our employees, contractors and temporary staff. If we experience significant data security breaches or fail to detect and appropriately respond to significant data security breaches, we could be exposed to government enforcement actions and private litigation, as well as potentially incur significant costs and diversion of resources to comply with our contractual obligations to notify our customers of such security breaches, particularly with respect to any protected health information affected. In addition, our customers could lose confidence in our ability to protect their information, which could cause them to discontinue using our products or purchasing from us altogether.

The failure of our equipment lease customers to pay us under leasing agreements with them that we do not sell to third party lease finance companies could harm our revenue and operating results.

In 2012, we began offering our solutions to our customers through multi-year equipment lease agreements. We sell the bulk of these leases, including the related accounts receivables, to third party lease finance companies on a non-recourse basis. We retain unsold leases in-house, which exposes us to the creditworthiness of such lease customers over the lease term. For the leases that we retain in-house, our ability to collect payments from a customer or to recognize revenue for the sale could be impaired if the customer fails to meet its obligations to us such as in the case of its bankruptcy filing or deterioration in its financial position, or has other creditworthiness issues, any of which could harm our revenue and operating results.

Our use of open source and non-commercial software components could impose risks and limitations on our ability to commercialize our solutions.

Our solutions contain software modules licensed under open source and other types of non-commercial licenses, including the GNU Public License, the Apache License and others. We also may incorporate open source and other licensed software into our solutions in the future. Use and distribution of such software may entail greater risks than use of third-party commercial software, as licenses of these types generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some of these licenses require the release of our proprietary source code to the public if we combine our proprietary software with open source software in certain manners. This could allow competitors to create similar products with lower development effort and time and ultimately result in a loss of sales for us.

The terms of many open source and other non-commercial licenses have not been judicially interpreted, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. In such event, in order to continue offering our solutions, we could be required to seek licenses from alternative licensors, which may not be available on a commercially reasonable basis or at all, to re-engineer our solutions or to discontinue the sale of our solutions in the event we cannot obtain a license or re-engineer our solutions on a timely basis, any of which could harm our business and operating results. In addition, if an owner of licensed software were to allege that we had not complied with the conditions of the corresponding license agreement, we could incur significant legal costs defending ourselves against such allegations. In the event such claims were successful, we could be subject to significant damages, be required to disclose our source code, or be enjoined from the distribution of our solutions.

Claims of intellectual property infringement could harm our business.

Vigorous protection and pursuit of intellectual property rights has resulted in protracted and expensive litigation for many companies in our industry. Although claims of this kind have not materially affected our business to date, there can be no assurance of the absence of such claims in the future. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources, or require us to enter into royalty or licensing agreements, any of which could harm our business and operating results.

Intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, and we cannot be certain that we will be successful in defending ourselves against intellectual property claims. In addition, we currently have a limited portfolio of issued patents compared to many other industry participants, and therefore may not be able to effectively utilize our intellectual property portfolio to assert defenses or counterclaims in response to patent infringement claims or litigation brought against us by third parties. Further, litigation may involve patent holding companies or other adverse patent owners who have no relevant products and against whom our potential patents may provide little or no deterrence.

Many potential litigants have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, a successful claimant could secure a judgment that requires us to pay substantial damages or prevents us from distributing certain solutions or performing certain services. We might also be required to seek a license and pay royalties for the use of such intellectual property, which may not be available on commercially acceptable terms or at all. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and may ultimately not be successful.

If we are unable to protect our intellectual property rights, our competitive position could be harmed, or we could be required to incur significant expenses to enforce our rights.

Our success depends, in part, on our ability to protect our proprietary technology. We protect our proprietary technology through patent, copyright, trade secret and trademark laws in the United States and similar laws in other countries. We also protect our proprietary technology through licensing agreements, nondisclosure agreements and other contractual provisions. These protections may not be available in all cases or may be inadequate to prevent our competitors from copying, reverse engineering or otherwise obtaining and using our technology, proprietary rights or solutions in an unauthorized manner. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. In addition, third parties may seek to challenge, invalidate or circumvent our patents, trademarks, copyrights and trade secrets, or applications for any of the foregoing. Our competitors may independently develop technologies that are substantially equivalent, or superior, to our technology or design around our proprietary rights. In each case, our ability to compete could be significantly impaired.

To prevent unauthorized use of our intellectual property rights, it may be necessary to prosecute actions for infringement or misappropriation of our proprietary rights. Any such action could result in significant costs and diversion of our resources and management's attention, and there can be no assurance that we will be successful in such action. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce their intellectual property rights than us. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing or misappropriating our intellectual property. While we plan to continue to protect our intellectual property with, among other things, patent protection, there can be no assurance that:

- current or future U.S. or foreign patent applications will be approved;
- our issued patents will protect our intellectual property and not be held invalid or unenforceable if challenged by third parties;
- we will succeed in protecting our technology adequately in all key jurisdictions in which we develop technology, or we or our competitors operate; or
- others will not independently develop similar or competing products or methods or design around any patents that may be issued to us.

Our failure to obtain patents with claims of a scope necessary to cover our technology, or the invalidation of our patents, or our inability to protect any of our intellectual property, may weaken our competitive position and harm our business and operating results. We might be required to spend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may harm our business, operating results and financial condition.

Product liability or other liability claims could cause us to incur significant costs, adversely affect the sales of our solutions and harm our reputation.

Our solutions are utilized by healthcare professionals and others in the course of providing patient care. As a result, patients, family members, physicians, nurses or others may allege we are responsible for harm to patients or healthcare professionals due to defects in, the malfunction of, the characteristics of, or the operation of, our solutions. Any such allegations could harm our reputation and ability to sell our solutions.

Our solutions utilize lithium-ion batteries and electronic components that may overheat or otherwise malfunction as a result of physical or environmental damage. Components of our solutions emit radio frequency (RF) emissions which have been alleged, in connection with cellular phones, to have adverse health consequences. Magnets in our badges may emit electromagnetic radiation and may be alleged to interfere with implanted medical or other devices. While these components of our solutions comply with applicable guidelines, some may allege that these components of our solutions cause adverse health consequences. Also, applicable guidelines may change making these components of our solutions non-compliant. Any such allegations or non-compliance, or any regulatory developments, could negatively impact the sales of our solutions, require costly modifications to our solutions, and harm our reputation.

Although our customer agreements contain terms and conditions, including disclaimers of liability, that are intended to reduce or eliminate our potential liability, we could be required to spend significant amounts of management time and resources to defend ourselves against product liability, tort, warranty or other claims. If any such claims were to prevail, we could be forced to pay damages, comply with injunctions or stop distributing our solutions. Even if potential claims do not result in liability to us, investigating and defending against these claims could be expensive and time consuming and could divert management's attention away from our business. We maintain general liability insurance coverage, including coverage for errors and omissions; however, this coverage may not be sufficient to cover large claims against us or otherwise continue to be available on acceptable terms. Further, the insurer could attempt to disclaim coverage as to any particular claim.

We may require additional capital to support our business growth, and such capital may not be available.

We intend to continue to make investments to support business growth and may require additional funds to respond to business challenges, which include the need to develop new solutions or enhance existing solutions, enhance our operating infrastructure, expand our sales and marketing capabilities, expand into non-healthcare markets, and acquire complementary businesses, technologies or assets. Accordingly, we may need to engage in additional equity or debt financing to secure funds. Equity and debt financing, however, might not be available when needed or, if available, might not be available on terms satisfactory to us. If we raise additional funds through equity financing, our stockholders may experience dilution. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt. If we are unable to obtain adequate financing or financing on terms satisfactory to us in the future, our ability to continue to support our business growth and to respond to business challenges could be significantly limited as we may have to delay, reduce the scope of or eliminate some or all of our initiatives, which could harm our operating results.

Some of our solutions are, and others could become, subject to regulation by the U.S. Food and Drug Administration or similar foreign agencies, which could increase our operating costs.

We provide certain products that are, and others that may become, subject to regulation by the Food and Drug Administration (FDA) and similar agencies in other countries, or the jurisdiction of these agencies could be expanded in the future to include our solutions. The FDA regulates certain products, including software-based products, as "medical devices" based, in part, on the intended use of the product and the risk the device poses to the patient should the device fail to perform properly. For example, the clinical alert notification solution we acquired as part of our acquisition of Extension Healthcare and the clinical communications product we acquired from mVisum are regulated by the FDA as Class II medical devices. Although we have concluded that our wireless badge is a general-purpose communications device not subject to FDA regulation, the FDA could disagree with our conclusion, or changes in our solutions or the FDA's evolving regulation could lead to FDA regulation of our solutions. Canada and many other countries in which we sell or may sell our solutions could also have similar regulations applicable to our solutions, some of which may be subject to change or interpretation. We may incur substantial operating costs if we are required to register our solutions or components of our solutions as regulated medical devices under U.S. or foreign regulations, obtain premarket approval from the FDA or foreign regulatory agencies, and satisfy the extensive reporting requirements. In addition, failure to comply with these regulations could result in enforcement actions and monetary penalties.

Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, and to interruption by man-made problems such as power disruptions or terrorism.

Our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity, and many critical components of our solutions are sourced in Asia and Mexico, regions known to suffer natural disasters and epidemics or contagious diseases. A significant natural disaster, such as an earthquake, fire or a flood, or epidemic or contagious disease, such as the coronavirus outbreak, occurring at our headquarters, our other facilities or where our contract manufacturer or its suppliers are located, could harm our business, operating results and financial condition. In addition, acts of terrorism could cause disruptions in our business, the businesses of our customers and suppliers, or the economy as a whole. We also rely on information technology systems to communicate among our workforce located worldwide, and in particular, our senior management, general and administrative, and research and development activities that are coordinated with our corporate headquarters in the San Francisco Bay Area. Any disruption to our internal communications, whether caused by a natural disaster, an epidemic or contagious disease, or by man-made problems, such as power disruptions, in the San Francisco Bay Area, Asia or Mexico could delay our research and development efforts, cause delays or cancellations of customer orders or delay deployment of our solutions, which could harm our business, operating results and financial condition.

If we do not maintain effective internal control over financial reporting or disclosure controls and procedures in the future, the accuracy and timeliness of our financial reporting may be adversely affected.

The Sarbanes-Oxley Act requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually and disclosure controls and procedures quarterly. In particular, we must obtain confidence in our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act. To the extent we find a material weakness or other deficiency in our internal control over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.

Multiple negative consequences could ensue if a material weakness in our internal control over financial reporting is identified in the future, or we are not able to comply with the requirements of Section 404 in a timely manner, or we do not maintain effective controls. For example, our reported financial results could be materially misstated or could be restated, we could receive an adverse opinion regarding our controls from our independent registered public accounting firm, or we could be subject to investigations or sanctions by regulatory authorities. All of these outcomes would require additional financial and management resources, and the market price of our stock could decline.

We will continue to incur substantial costs as a result of operating as a public company and our management devotes substantial time to public company compliance obligations.

As a public company, we incur substantial legal, accounting and other expenses. The Sarbanes-Oxley Act, Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and rules subsequently implemented by the SEC and our stock exchange, impose various requirements on public companies, including certain corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance requirements. Moreover, these rules and regulations, along with compliance with accounting principles and regulatory interpretations of such principles, as amended by the JOBS Act, have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time-consuming and costly.

We face risks related to securities litigation that could result in significant legal expenses and settlement or damage awards.

We have in the past been, and may in the future become, subject to claims and litigation alleging violations of the securities laws or other related claims, which could harm our business and require us to incur significant costs. Regardless of the outcome, these matters or future litigation may require significant attention from management and could result in significant legal expenses, settlement costs or damage awards that could have a material impact on our financial position, results of operations and cash flows.

Environmental and social (E&S) regulations, policies and provisions, as well as customer demand, may make our supply chain more complex and may adversely affect our relationships with customers.

There is an increasing focus on the governance of environmental and social risks in our industry. A number of our customers have adopted, or may adopt, procurement policies that include E&S provisions that their suppliers must comply with, or they may seek to include such provisions in their procurement terms and conditions. An increasing number of participants in the industry are also joining voluntary E&S initiatives, such as the Responsible Business Alliance. These E&S provisions and initiatives are subject to change, can be unpredictable, and may be difficult and expensive for us to comply with, given the complexity of our supply chain and our outsourced manufacturing. If we are unable to comply, or are unable to cause our suppliers or contract manufacturers to comply, with such policies or provisions, a customer may stop purchasing products from us, and may take legal action against us, which could harm our reputation, revenue and results of operations.

In addition, as part of their E&S programs, an increasing number of customers are seeking to source products that do not contain minerals sourced from areas where proceeds from the sale of such minerals are likely to be used to fund armed conflict, such as in the Democratic Republic of the Congo. This could adversely affect the sourcing, availability and pricing of minerals used in the manufacture of our equipment. Since our supply chain is complex, we are not currently able to definitively ascertain the origins of all of the minerals and metals used in our products. As a result, we may face difficulties in satisfying these customers' demands, which may harm our sales and operating results.

Risks Related to the Notes

We have indebtedness in the form of convertible senior notes.

As a result of the Notes offering, we incurred \$143.75 million principal amount of indebtedness, the principal amount of which we may be required to pay at maturity in 2023. Holders of the Notes will have the right to require us to repurchase their Notes upon the occurrence of a "fundamental change" (as defined in the indenture governing the Notes) at a purchase price equal to

100% of the principal amount of the Notes to be purchased, plus accrued and unpaid interest, if any. In addition, the indenture for the Notes provides that we are required to repay amounts due under the indenture in the event that there is an event of default for the Notes that results in the principal, premium, if any, and interest, if any, becoming due prior to maturity date of the Notes. There can be no assurance that we will be able to repay this indebtedness when due, or that we will be able to refinance this indebtedness on acceptable terms or at all. In addition, this indebtedness could, among other things:

- heighten our vulnerability to adverse general economic conditions and heightened competitive pressures;
- require us to dedicate a larger portion of our cash flow from operations to interest payments, limiting the availability of cash for other purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes.

In addition, our ability to purchase the Notes or repay prior to maturity any accelerated amounts under the Notes upon an event of default or pay cash upon conversions of the Notes may be limited by law, by regulatory authority or by agreements governing our indebtedness outstanding at the time. Our failure to repurchase Notes at a time when the repurchase is required by the indenture (whether upon a fundamental change or otherwise under the indenture) or pay cash payable on future conversions of the Notes (unless we elect to deliver solely shares of our common stock to settle such conversion) as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing any future indebtedness. If the repayment of any related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness, repurchase the Notes or make cash payments upon conversions thereof.

Provisions in the indenture for the Notes may deter or prevent a business combination that may be favorable to you.

If a fundamental change occurs prior to the maturity date of the Notes, holders of the Notes will have the right, at their option, to require us to repurchase all or a portion of their Notes. In addition, if a make-whole fundamental change occurs prior to the maturity date, we will in some cases be required to increase the conversion rate for a holder that elects to convert its notes in connection with such make-whole fundamental change. Furthermore, the indenture for the Notes prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the Notes. These and other provisions in the indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to our stockholders.

The accounting method for convertible debt securities that may be settled in cash, such as the Notes, could have a material effect on our reported financial results.

Under Accounting Standards Codification 470-20, Debt with Conversion and Other Options (ASC 470-20), an entity must separately account for the liability and equity components of the convertible debt instruments (such as the Notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the Notes is that the equity component is required to be included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet at the issuance date and the value of the equity component would be treated as debt discount for purposes of accounting for the debt component of the Notes. We are required to record a non-cash interest expense for the amortization of this debt discount for the term of the Notes which will adversely affect our financial results while the Notes are outstanding.

In addition, under certain circumstances, convertible debt instruments (such as the Notes) that may be settled entirely or partly in cash may be accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of such Notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of such Notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable, or otherwise elect not to, use the treasury stock method in accounting for the shares issuable upon conversion of the Notes, then our diluted earnings per share could be adversely affected.

The capped call transactions may affect the value of the Notes and our common stock.

In connection with the issuance of the Notes, we entered into capped call transactions with certain financial institutions (the option counterparties). The capped call transactions are expected generally to reduce the potential dilution upon any conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount upon conversion of the Notes, with such reduction and/or offset subject to a cap. In connection with establishing their initial hedges of the capped call transactions,

the option counterparties and/or their respective affiliates purchased shares of our common stock and/or entered into various derivative transactions with respect to our common stock. This activity could have increased (or reduced the size of any decrease in) the market price of our common stock or the Notes at that time. In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock in secondary market transactions (and are likely to do so during any observation period related to a conversion of notes or following any repurchase of notes by us on any fundamental change repurchase date or otherwise). This activity could also cause or avoid an increase or a decrease in the price of our common stock or the Notes. The potential effect, if any, of these transactions and activities on the price of our common stock or the Notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our common stock.

Risks related to our common stock

The market price of our common stock has been, and may continue to be, volatile, and your investment in our stock could suffer a decline in value.

There has been significant volatility in the market price and trading volume of equity securities, which is often unrelated or disproportionate to the financial performance of the companies issuing the securities. These broad market fluctuations may negatively affect the market price of our common stock. The market price of our common stock could fluctuate significantly in response to the factors described in this “Risk Factors” section and elsewhere in this Form 10-K and other factors, many of which are beyond our control, including:

- actual or anticipated variation in anticipated operating results of us or our competitors;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new solutions, new or terminated significant contracts, commercial relationships or capital commitments;
- changes in the regulatory environment affecting our healthcare customers, including impediments to their ability to obtain reimbursement for their services, and other actual or anticipated legal or regulatory developments in the United States or foreign countries;
- actual or anticipated developments in our competitors’ businesses or the competitive landscape generally;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- commencement of, or our involvement in, litigation;
- announced or completed acquisitions of businesses, technologies or assets by us or our competitor;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- price and volume fluctuations attributable to inconsistent trading volume levels of our common stock;
- our decision to seek additional equity or debt financing;
- our public float relative to the total number of shares of our common stock that are issued and outstanding;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- rumors and market speculation involving us or other companies in our industry;
- the dissemination of adverse or misleading reports or opinions about our business;
- any major change in our management;
- unfavorable economic conditions and slow or negative growth of our markets; and
- other events or factors, including those resulting from war, incidents of terrorism or health epidemics or contagious diseases.

If securities or industry analysts issue an adverse or misleading opinion regarding our stock or do not publish research or reports about our business, our stock price could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us and our business. We do not control these analysts or the content and opinions included in their reports. The price of our common stock could decline if one or more analysts downgrade our common stock or if those analysts issue other unfavorable commentary or cease publishing reports about us or our business. If one or more analysts cease coverage of our company or fail to regularly publish reports about our company, we could lose visibility in the financial market, which in turn could cause our stock price to decline. Further, securities or industry analysts may elect not to provide research coverage of our common stock and such lack of research coverage may adversely affect the market price of our common stock.

We have never paid cash dividends on our capital stock, and we do not anticipate paying any dividends in the foreseeable future.

We have never paid cash dividends on any of our capital stock and currently intend to retain our future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our common stock will be the sole source of gain for the foreseeable future.

Our charter documents and Delaware law could discourage, delay or prevent a change of control of our company or change in our management that stockholders consider favorable and cause our stock price to decline.

Certain provisions of our restated certificate of incorporation and restated bylaws and Delaware law could discourage, delay or prevent a change of control of our company or change in our management that the stockholders of our company consider favorable. These provisions:

- authorize the issuance of “blank check” preferred stock that our board of directors could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- prohibit stockholder action by written consent, requiring all stockholder actions to be taken at a meeting of stockholders;
- establish advance notice procedures for nominating candidates to our board of directors or proposing matters that can be acted upon by stockholders at stockholder meetings;
- limit the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholders from cumulating their votes for the election of directors;
- permit newly created directorships resulting from an increase in the authorized number of directors or vacancies on our board of directors to be filled only by majority vote of our remaining directors, even if less than a quorum is then in office;
- provide that our board of directors is expressly authorized to make, alter or repeal our bylaws;
- establish a classified board of directors so that not all members of our board are elected at one time;
- provide that our directors may be removed only for “cause” and only with the approval of the holders of at least 66 2/3rds percent of our outstanding stock; and
- require super-majority voting to amend certain provisions in our certificate of incorporation and bylaws.

Section 203 of the Delaware General Corporation Law may also discourage, delay or prevent a change of control of our company.

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

We do not currently own any of our facilities. The following table sets forth the location, approximate size, primary use and lease expiration dates of our material leased facilities. Our facilities are in good operating condition and adequately serve our business needs.

Location	Approximate square feet	Primary use	Lease expiration date
San Jose, California	70,000	Corporate headquarters and product warehousing	March 31, 2022
Fort Wayne, Indiana	27,860	Development, sales and support	February 28, 2023
San Francisco, California	3,054	Vocera Care Experience offices	June 30, 2022
Toronto, Canada	4,578	Development, sales and support	April 30, 2021
Reading, United Kingdom	1,366	Sales and support	June 6, 2022
Bangalore, India	20,734	Development	July 24, 2022
Bangalore, India	20,734	Development	July 1, 2024
Dubai, United Arab Emirates	1,905	Sales and support	December 20, 2022
Queensland, Australia	1,100	Sales and support	June 23, 2021

Item 3. Legal Proceedings

We are currently, and may from time to time be, involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters which arise in the ordinary course of business.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock has been listed on the New York Stock Exchange under the symbol “VCRA” since March 28, 2012.

Holders of Common Stock

As of February 24, 2020, we had 36 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividend policy

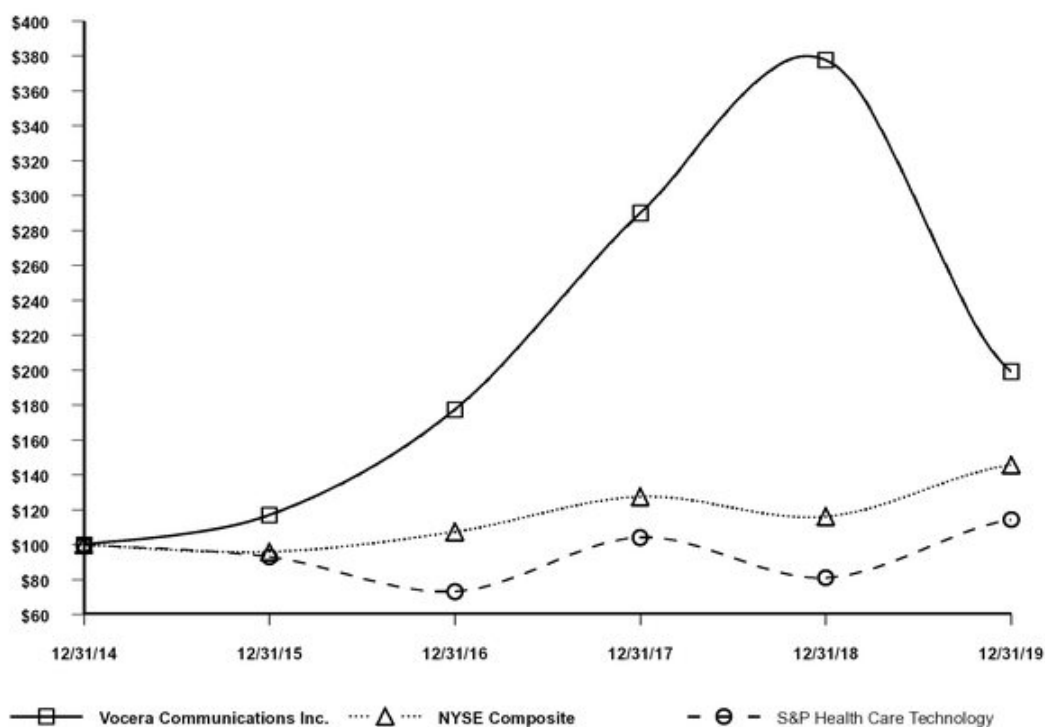
We have never declared or paid any cash dividends on our capital stock, and we do not currently intend to pay any cash dividends on our common stock for the foreseeable future. We expect to retain future earnings, if any, to fund the development and growth of our business. Any future determination to pay dividends on our common stock will be at the discretion of our board of directors and will depend upon, among other factors, our financial condition, operating results, current and anticipated cash needs, plans for expansion and other factors that our board of directors may deem relevant.

Stock Performance

This stock performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Vocera Communications, Inc. under the Securities Act or the Exchange Act.

The following stock performance graph compares the cumulative total return provided to holders of the common stock of Vocera Communications, Inc. relative to the cumulative total returns of the New York Stock Exchange Composite Index and the Standard & Poor’s 1500 Health Care Technology Index over a five year period. An investment of \$100 is assumed to have been made in our common stock and in each of the indexes on December 31, 2014, including reinvestment of dividends, and its relative performance is tracked through December 31, 2019.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN



	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18	12/31/19
Vocera Communications Inc.	100.00	117.08	177.45	290.02	377.64	199.23
NYSE Composite	100.00	95.91	107.36	127.46	116.06	145.66
S&P Health Care Technology	100.00	93.06	73.26	104.22	81.10	114.37

Purchases of Equity Securities by the Issuer and Affiliated Purchases

During the three months ended December 31, 2019, we did not repurchase any of our securities.

Securities Authorized for Issuance under Equity Compensation Plans

The information required for this Item is incorporated by reference from our Proxy Statement to be filed for our 2020 Annual Meeting of Stockholders.

Recent Sales of Unregistered Securities

None.

Item 6. Selected Financial Data

The following selected consolidated financial data should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and related notes included in Item 8, “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K. The selected consolidated financial data in this section are not intended to replace the consolidated financial statements and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

We derived the consolidated statement of operations data for the years ended December 31, 2019, 2018 and 2017 and the consolidated balance sheet data as of December 31, 2019 and 2018 from our audited financial statements included elsewhere in this report. We derived the consolidated statement of operations data for the years ended December 31, 2016 and 2015 and the consolidated balance sheet data as of December 31, 2017, 2016 and 2015 from our audited consolidated financial statements that do not appear in this report. Our historical results are not necessarily indicative of the results to be expected in the future.

Financial data for the years ended December 31, 2015 has not been adjusted to reflect the adoption of ASC 606 in 2018.

(in thousands, except per share data)	Years ended December 31,				
	2019	2018	2017	2016	2015
Consolidated statements of operations data:					
Total revenue	\$ 180,501	\$ 179,630	\$ 165,989	\$ 132,026	\$ 95,421
Gross profit	109,099	111,887	101,062	82,951	58,185
Net loss	(17,980)	(9,674)	(10,897)	(11,400)	(28,297)
Net loss attributable to common stockholders	<u>\$ (17,980)</u>	<u>\$ (9,674)</u>	<u>\$ (10,897)</u>	<u>\$ (11,400)</u>	<u>\$ (28,297)</u>
Net loss per share attributable to common stockholders					
Basic and diluted	<u>\$(0.57)</u>	<u>\$(0.32)</u>	<u>\$(0.38)</u>	<u>\$(0.42)</u>	<u>\$(1.12)</u>
Weighted average shares used to compute net loss per share attributable to common stockholders					
Basic and diluted	<u>31,273</u>	<u>30,041</u>	<u>28,655</u>	<u>26,859</u>	<u>25,329</u>

(in thousands)	As of December 31,				
	2019	2018	2017	2016	2015
Consolidated balance sheet data:					
Cash, cash equivalents and short-term investments	\$ 229,868	\$ 221,170	\$ 81,233	\$ 74,066	\$ 116,774
Total assets	370,455	352,098	204,973	192,495	162,261
Long-term debt	117,178	110,540	—	—	—
Total stockholders’ equity	163,825	162,867	128,000	119,146	104,431

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and related notes included in Item 8, "Financial Statements and Supplementary Data" included in this Annual Report on Form 10-K. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, such as statements of our plans, objectives, expectations and intentions. The cautionary statements made in this Annual Report on Form 10-K should be read as applying to all related forward-looking statements wherever they appear in this Annual Report on Form 10-K. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those set forth under Item 1A, "Risk factors" and elsewhere in this Annual Report on Form 10-K.

Business overview

We are a provider of secure, integrated, intelligent communication solutions, focused on empowering mobile workers in healthcare, hospitality, retail, energy, education and other mission-critical mobile work environments, in the United States and internationally. The significant majority of our business is generated from sales of our solutions in the healthcare market to help our customers enhance quality of care, safety, patient and staff experience. As of December 31, 2019, care teams at approximately 1,700 healthcare facilities worldwide have selected our solutions.

We primarily sell products, software maintenance and professional services directly to end users. Total revenue increased 0.5% to \$180.5 million in 2019 from \$179.6 million in 2018, and our 2018 revenue increased 8.2% from \$166.0 million in 2017. For the year ended December 31, 2019, we recorded a net loss of \$18.0 million compared to a net loss of \$9.7 million for the year ended December 31, 2018.

Our diverse customer base ranges from large hospital systems to small local hospitals, as well as other healthcare facilities and customers in non-healthcare markets. We do not rely on any one customer for a substantial portion of our revenue. While we have international customers in other English-speaking countries such as Canada, the United Kingdom, Australia, New Zealand and parts of the Middle East, most of our customers are located in the United States. International customers represented 8.7% and 10.2% of our revenue in 2019 and in 2018, respectively. We believe certain international markets represent attractive growth opportunities. We are exploring plans to expand our presence in other English-speaking markets and enter non-English speaking markets.

We outsource the manufacturing of our hardware products. Our outsourced manufacturing model allows us to scale our business without the significant capital investment and on-going expenses required to establish and maintain manufacturing operations. We work closely with our contract manufacturers, including Sercomm Corporation and SMTC Corporation, and key suppliers to manage the procurement, quality and cost of components. We seek to maintain an optimal level of finished goods inventory to meet our forecast for sales and unanticipated shifts in sales volume and mix.

A discussion and analysis of our financial condition and results of operations for the year ended December 31, 2017 is included in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on February 27, 2019.

Convertible Senior Notes

In May 2018, we issued \$143.75 million aggregate principal amount of 1.50% Convertible Senior Notes due 2023, including \$18.75 million aggregate principal amount of such notes pursuant to the exercise in full of options granted to the initial purchasers, collectively the "Notes." The total net proceeds from the offering, after deducting initial purchase discounts and debt issuance costs, were approximately \$138.9 million.

In connection with the pricing of the Notes, we entered into privately negotiated capped call transactions with certain counterparties, the "Capped Calls." The Capped Calls each have an initial strike price of approximately \$32.25 per share, subject to certain adjustments, which correspond to the initial conversion price of the Notes. The Capped Calls have initial cap prices of \$38.94 per share, subject to certain adjustments. The Capped Calls cover, subject to anti-dilution adjustments, approximately 4.5 million shares of our common stock. We used proceeds of \$8.9 million to purchase the Capped Calls, which were recorded as a reduction to additional paid-in capital. For further discussion on the Capped Calls, please refer to Note 8 of the Notes to the Consolidated Financial Statements.

We expect to use the remaining net proceeds for general corporate purposes, which may include funding research and development, increasing working capital, acquisitions or investments in complementary businesses, products or technologies and capital expenditures.

Components of operating results

Revenue. We generate revenue from the sale of products and services. As discussed further in the section titled “Critical accounting policies and estimates—Revenue recognition”, revenue is recognized utilizing a five-step approach which depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Revenue is comprised of the following:

- **Product.** Our solutions include both hardware and software. We refer to hardware revenue as device revenue, which includes revenue from sales of our communication badges and badge accessories, which include batteries, battery chargers, lanyards, clips and other ancillary badge components as well as revenue from the resale of third-party devices and related accessories. Software revenue is derived primarily from the sale of perpetual licenses to our Vocera Communication and Workflow System. We derive additional software revenue from the sale of term licenses and cloud-based subscriptions, which can be renewed on a subscription basis. Product revenue is generally recognized upon shipment of hardware and perpetual licenses and, in the case of subscription software, ratably over the applicable term.
- **Service.** We receive service revenue from sales of software maintenance, extended hardware warranties and professional services. Software maintenance is typically invoiced annually in advance, recorded as deferred revenue, and recognized as revenue ratably over the service period. Our professional services revenue is based on both time and materials, and fixed price contracts, and is recognized as the services are provided. Extended warranties are invoiced in advance, recorded as deferred revenue, and recognized ratably over the extended warranty period.

Cost of revenue. Cost of revenue is comprised of the following:

- **Cost of product.** Cost of product is comprised primarily of materials costs, software license costs, provisions for excess and obsolete inventory, warranty, and manufacturing overhead costs for test engineering, material requirements planning and our shipping and receiving functions. These overhead costs also include facilities, equipment depreciation, amortization of developed technology and stock-based compensation expenses. We expect material costs to vary with the product life cycle of our devices.

Cost of service. Cost of service is comprised primarily of employee wages, benefits and related personnel expenses of our technical support team, our professional consulting personnel and our training teams. Cost of service also includes facility and information technology costs. We expect our cost of service will increase as we continue to invest in support services to meet the needs of our customer base.

Operating expenses. Operating expenses are comprised of the following:

- **Research and development.** Research and development expenses consist primarily of employee wages, benefits and related personnel expenses, hardware materials, and consultant fees and expenses related to the design, development, testing and enhancements of our solutions. We intend to continue to invest in improving the functionality of our solutions and the development of new solutions.
- **Sales and marketing.** Sales and marketing expenses consist primarily of employee wages, benefits and related personnel expenses, as well as trade shows, marketing programs and collateral and public relations programs.
- **General and administrative.** General and administrative expenses consist primarily of employee wages, benefits and related personnel expenses, consulting, accounting fees, legal fees and other general corporate expenses.

Interest income and other income (expense), net.

- **Interest income.** Interest income consists primarily of interest income earned on our cash, cash equivalent and short-term investment balances. Our interest income will vary each reporting period depending on our average cash, cash equivalent and short-term investment balances during the period and market interest rates.
- **Interest expense.** Interest expense consists of amortization of debt discount and debt issuance costs as well as the contractual interest incurred of the issuance of the Convertible Senior Notes which are discussed in further detail in Note 8 of the Notes to Consolidated Financial Statements.
- **Other income (expense), net.** Other income (expense), net consists primarily of foreign exchange gains and losses.

Provision for income taxes. We are subject to income taxes in the countries where we sell our solutions. We anticipate that in the future as we expand our sale of solutions to customers outside the United States, we will become subject to taxation based on the foreign statutory rates in the countries where these sales took place and our effective tax rate could fluctuate accordingly. Currently, each of our international subsidiaries is operating under cost plus agreements where the U.S. parent company reimburses the international subsidiary for its costs plus an arm's length profit.

Income taxes are computed using the asset and liability method, under which deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances have been established to reduce deferred tax assets to the amount reasonably expected to be realized. Changes in valuation allowances are reflected as a component of provision for income taxes.

At December 31, 2019, we held a \$40.4 million valuation allowance against our deferred tax assets. We review on a quarterly basis our conclusions about the appropriate amount of our deferred income tax asset valuation allowance.

Results of operations

The following table is a summary of our consolidated statements of operations for the years ended December 31, 2019, 2018 and 2017.

(in thousands, except percentages)	Years ended December 31,					
	2019		2018		2017	
	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue
Consolidated statements of operations data:						
Revenue						
Product	\$ 92,561	51.3 %	\$ 97,447	54.2 %	\$ 91,585	55.2 %
Service	87,940	48.7	82,183	45.8	74,404	44.8
Total revenue	180,501	100.0	179,630	100.0	165,989	100.0
Cost of revenue						
Product	29,039	16.1	27,425	15.3	27,244	16.4
Service	42,363	23.5	40,318	22.4	37,683	22.7
Total cost of revenue	71,402	39.6	67,743	37.7	64,927	39.1
Gross profit	109,099	60.4	111,887	62.3	101,062	60.9
Operating expenses						
Research and development	34,280	19.0	30,879	17.2	27,685	16.7
Sales and marketing	63,168	35.0	62,214	34.6	60,107	36.2
General and administrative	25,774	14.3	25,099	14.0	23,970	14.4
Total operating expenses	123,222	68.3	118,192	65.8	111,762	67.3
Loss from operations	(14,123)	(7.8)	(6,305)	(3.5)	(10,700)	(6.4)
Interest income	5,110	2.8	3,044	1.6	604	0.3
Interest expense	(8,789)	(4.8)	(5,241)	(2.9)	—	—
Other expense, net	(158)	(0.1)	(1,523)	(0.8)	(42)	—
Loss before income taxes	(17,960)	(10.0)	(10,025)	(5.6)	(10,138)	(6.1)
Provision for income taxes	(20)	—	351	0.2	(759)	(0.5)
Net loss	\$ (17,980)	(10.0)%	\$ (9,674)	(5.4)%	\$ (10,897)	(6.6)%

Year ended December 31, 2019 compared to year ended December 31, 2018
Revenue:

(in thousands, except percentages)	Years ended December 31,		Change	
	2019	2018	Amount	%
	Amount	Amount		
Product Revenue				
Device	\$ 61,224	\$ 60,130	\$ 1,094	1.8 %
Software	31,337	37,317	(5,980)	(16.0)
Total product revenue	92,561	97,447	(4,886)	(5.0)
Service revenue				
Maintenance and support	68,846	62,267	6,579	10.6
Professional services and training	19,094	19,916	(822)	(4.1)
Total service revenue	87,940	82,183	5,757	7.0
Total revenue	\$ 180,501	\$ 179,630	\$ 871	0.5 %

Total revenue increased \$0.9 million, or 0.5%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. The increase in total revenue was a result of an increase in services revenue, partially offset by a decrease in product revenue.

Product revenue decreased \$4.9 million, or 5.0%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. Device revenue increased \$1.1 million, or 1.8%, and software revenue decreased \$6.0 million, or 16.0%, for the year ended December 31, 2019, compared to the year ended December 31, 2018. The increase in device revenue was driven primarily by an increase in unit sales of badges and related hardware and accessories to new customers making initial purchases and existing customers expanding deployments within their facilities to departments and users. The decrease in software revenue was due to a shift in mix among our various software offerings and the timing of our backlog roll out.

Service revenue increased \$5.8 million, or 7.0%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. Software maintenance and support revenue increased \$6.6 million, or 10.6%, and professional services and training revenue decreased \$0.8 million, or 4.1%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. The increase in software maintenance and support revenue was primarily a result of having a larger customer base. The decrease in professional services and training revenue was due to a decrease of implementation services for our solutions.

Cost of revenue:

(in thousands, except percentages)	Years ended December 31,		Change	
	2019	2018	Amount	%
	Amount	Amount		
Cost of revenue				
Product	\$ 29,039	\$ 27,425	\$ 1,614	5.9%
Service	42,363	40,318	2,045	5.1
Total cost of revenue	\$ 71,402	\$ 67,743	\$ 3,659	5.4%
Gross margin				
Product	68.6%	71.9%	(3.3)%	
Service	51.8	50.9	0.9	
Total gross margin	60.4%	62.3%	(1.9)%	

Cost of product revenue increased \$1.6 million, or 5.9%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. The cost of product revenue increased primarily due to an increase in third-party sales and a higher volume of badge units shipped. Product gross margin as a percentage of product revenue decreased in the year ended December 31, 2019 compared to the year ended December 31, 2018 due to a lower mix of software revenue and a higher mix of third-party smartphone

sales.

Cost of service revenue increased \$2.0 million, or 5.1%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. The cost of service revenue increased primarily due to an increase in compensation and benefits associated with headcount. Service gross margin as a percentage of service revenue increased for the year ended December 31, 2019 compared to the year ended December 31, 2018 primarily due to an increase in software maintenance and support revenue which typically yields higher margins.

Operating expenses:

(in thousands, except percentages)	Years ended December 31,		Change	
	2019	2018	Amount	%
	Amount	Amount	Amount	%
Operating expenses:				
Research and development	\$ 34,280	\$ 30,879	\$ 3,401	11.0%
Sales and marketing	63,168	62,214	954	1.5
General and administrative	25,774	25,099	675	2.7
Total operating expenses	\$ 123,222	\$ 118,192	\$ 5,030	4.3%

Research and development expense. Research and development expense increased \$3.4 million, or 11.0%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. This increase was primarily due to a \$3.3 million increase in compensation, benefits and hiring costs as a result of increased headcount and a \$0.6 million increase in research and development equipment. This increase was partially offset by a \$0.7 million reduction in outside services and development.

Sales and marketing expense. Sales and marketing expense increased \$1.0 million, or 1.5%, for the year ended December 31, 2019 compared to the year ended December 31, 2018. This was primarily due to a \$0.5 million increase in marketing development costs, a \$0.6 million increase in travel expense and a \$0.3 million increase in equipment. These increases were partially offset by a \$0.4 million decrease in outside services.

General and administrative expense. General and administrative expense increased \$0.7 million, or 2.7%, from the year ended December 31, 2019 compared to the year ended December 31, 2018. This was primarily due to an increase in standard compensation, benefits and hiring costs as a result of increased headcount and equipment which was offset by a decrease in incentive compensation and outside services.

(in thousands, except percentages)	Years ended December 31,		Change
	2019	2018	
Non-operating income (expense) elements:			
Interest income	\$ 5,110	\$ 3,044	\$ 2,066
Interest expense	(8,789)	(5,241)	(3,548)
Other expense, net	(158)	(1,523)	1,365
Income taxes:			
Benefit from (provision for) income taxes	(20)	351	(371)
Loss before income taxes	(17,960)	(10,025)	(7,935)
Effective tax rate %	(0.1)%	3.5%	(3.6)%

Interest income. Interest income increased \$2.1 million for the year ended December 31, 2019, compared to the year ended December 31, 2018. This increase was due to higher cash, cash equivalents and short-term investment balances.

Interest expense. Interest expense increased \$3.5 million for the year ended December 31, 2019, compared to the year ended December 31, 2018. The increase was due to timing of the issuance of the Notes in May 2018 and the related increase in the amortization of debt discount and debt issuance costs and the contractual interest incurred on the issuance of the Notes.

Other expense, net. The change in other expense, net for the year ended December 31, 2019, compared to the year ended December 31, 2018, was primarily due to foreign exchange fluctuations.

Benefit from (provision for) income taxes. The \$20 thousand provision on \$18.0 million of loss before income taxes in 2019 represented an effective tax rate of 0.1%. The effective tax rate for 2019 was due primarily to income taxes on our foreign operations and tax amortization of the goodwill, partially offset by the tax benefit related to the gain in other comprehensive income. The \$0.4 million benefit on \$10.0 million of loss before income taxes in 2018 represented an effective tax rate of 3.5%. The tax benefit for 2018 was due primarily to tax losses benefited against deferred tax liabilities as a result of the enactment of the Tax Cuts and Jobs Act, partially offset by income taxes on our foreign operations.

Liquidity and capital resources

(in thousands)	Years ended December 31,	
	2019	2018
Consolidated statements of cash flow data:		
Net cash provided by operating activities	\$ 15,778	\$ 14,298
Net cash used in investing activities	(20,536)	(139,533)
Net cash provided by (used in) financing activities	(3,814)	130,785
Net (decrease) increase in cash and cash equivalents	\$ (8,572)	\$ 5,550

As of December 31, 2019, we had cash and cash equivalents and short-term investments of \$229.9 million.

In May 2018, we issued Convertible Senior notes with a 1.5% interest rate for an aggregate principal amount of \$143.75 million. There are no required principal payments prior to the maturity of the Notes. For additional information, see Note 8 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

During 2019, 2018 and 2017, our purchases of property and equipment were \$4.6 million, \$4.9 million and \$2.8 million, respectively. The expenditures in 2019 primarily related to leasehold improvements, computer equipment and manufacturing tools and equipment. The expenditures in 2018 primarily related to leasehold improvements and computer equipment. The expenditures in 2017 primarily related to leasehold improvements and computer equipment.

We believe that our existing sources of liquidity will satisfy our anticipated working capital and capital requirements for at least the next twelve months. Our future liquidity and capital requirements will depend upon numerous factors, including our rate of growth, the rate at which we add personnel to generate and support future growth, and potential future acquisitions.

In the future, we may seek to sell additional equity securities or borrow funds. The sale of additional equity or convertible securities may result in additional dilution to our stockholders. If we raise additional funds through the issuance of debt securities or other borrowings, these securities or borrowings could have rights senior to those of our common stock and could contain covenants that could restrict our operations. Any required additional capital may not be available on reasonable terms, if at all.

Operating activities

Cash provided by operating activities was \$15.8 million in 2019, due in part to non-cash items such as stock-based compensation of \$23.9 million, amortization of debt discount and issuance costs of \$6.6 million, a decrease in lease-related performance liabilities of \$1.2 million and depreciation and amortization of \$7.3 million for property and equipment and acquired intangible assets, partially offset by the 2019 net loss of \$18.0 million. With respect to changes in assets and liabilities, we experienced an increase in accounts receivable of \$2.4 million, an increase of \$2.1 million in other receivables, an increase of \$0.3 million in inventories, an increase of \$0.9 million in prepaid expenses and other assets, an increase in deferred commissions of \$0.2 million, an increase of \$1.5 million in accounts payable, an increase of \$2.4 million in accrued payroll and other liabilities and a \$2.8 million increase in deferred revenue.

Cash provided by operating activities was \$14.3 million in 2018, due in part to non-cash items such as stock-based compensation of \$21.0 million, amortization of debt discount and issuance costs of \$3.9 million and depreciation and amortization of \$7.7 million for property and equipment and acquired intangible assets, partially offset by the 2018 net loss of \$9.7 million. With respect to changes in assets and liabilities, cash was provided through an increase of \$1.5 million in accounts payable and an increase of \$3.5 million in deferred revenue. These factors were partially offset by certain cash outflows, including an increase in accounts receivable of \$5.0 million, an increase in other receivables of \$2.8 million, an increase in inventory of \$1.9 million, an increase in prepaid expenses and other assets of \$0.6 million, a decrease of \$4.1 million in accrued payroll and other liabilities.

Investing activities

Cash used in investing activities was \$20.5 million in 2019, which was primarily attributable to \$137.5 million in purchases of short-term investments, offset by \$121.5 million in short-term investment maturities. An additional \$4.6 million of cash was used for the purchase of property and equipment and leasehold improvements.

Cash used in investing activities was \$139.5 million in 2018, which was primarily attributable to \$206.8 million in purchases of short-term investments, offset by \$72.2 million in short-term investment maturities. An additional \$4.9 million of cash was used for the purchase of property and equipment and leasehold improvements.

Financing activities

Cash used in financing activities was \$3.8 million in 2019, primarily attributable to \$2.4 million of proceeds from stock option exercises, \$3.5 million of proceeds from issuance of common stock from the employee stock purchase plan and \$1.7 million of cash from lease-related performance obligations. These items were offset by a \$11.5 million decrease for employee taxes paid on net share settlement on the vesting of restricted stock awards.

Cash provided by financing activities was \$130.8 million in 2018, attributable to \$138.9 million in proceeds from issuance of the Notes, net of issuance costs, \$7.3 million of proceeds from stock option exercises, \$3.3 million of proceeds from issuance of common stock from the employee stock purchase plan and \$0.3 million of cash from lease-related performance obligations. These items were partially offset by \$8.9 million in cash paid for the capped call that we purchased at the time of the issuance of the Notes and \$10.1 million cash paid for employee taxes paid on net share settlement.

Contractual obligations

The following table summarizes our contractual obligations as of December 31, 2019:

(in thousands)	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Principal amount payable on convertible senior notes ⁽¹⁾	\$ 143,750	\$ —	\$ —	\$ —	\$ 143,750
Non-cancelable purchase commitments ⁽²⁾	9,747	9,747	—	—	—
Total	\$ 153,497	\$ 9,747	\$ —	\$ 143,750	\$ —

(1) For additional information regarding our convertible senior notes, refer to Note 8 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

(2) Consists of minimum purchase commitments with our independent contract manufacturers and other vendors.

As of December 31, 2019, we had \$0.5 million of net deferred tax liabilities and \$0.2 million from uncertain tax positions, both recorded within other long-term liabilities. The timing and amounts of any payments that could result from the net deferred tax liabilities and unrecognized tax benefits will depend upon a number of factors. Accordingly, the timing and amounts of any eventual payment cannot be estimated for inclusion in the table above. We do not expect a significant tax payment related to these obligations to occur within the next 12 months. Such tax contingencies are separately disclosed and discussed in Note 12 of the notes to our consolidated financial statements.

Off-balance sheet arrangements

During 2019, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical accounting policies and estimates

The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We evaluate our estimates on an ongoing basis, including those related to product warranties, goodwill and intangible assets, revenue recognition, stock-based compensation, accounting for business combinations and the provision for income taxes. We base our estimates and judgments on our historical experience, knowledge of factors affecting our business and our belief as to what could occur in the future considering available information and assumptions that we believe to be reasonable under the circumstances.

The accounting estimates we use in the preparation of our consolidated financial statements will change as events occur, more experience is acquired, additional information is obtained and our operating environment changes. Changes in estimates are made when circumstances warrant. Such changes in estimates and refinements in estimation methodologies are reflected in our reported results of operations and, if material, the effects of changes in estimates are disclosed in the notes to our consolidated financial statements. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty and actual results could differ materially from the amounts reported based on these estimates.

While our significant accounting policies are more fully described in Note 1 of the “Notes to our consolidated financial statements” included in Item 8, “Financial Statements and Supplementary Data,” we believe the following reflects our critical accounting policies and our more significant judgments and estimates used in the preparation of our financial statements.

Revenue Recognition

Some of our contracts with customers contain multiple performance obligations. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price (SSP) basis. If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. For performance obligations that we routinely sell separately, such as support and maintenance on our core offerings, we determine SSP by evaluating the standalone sales over the trailing 12 months. For those that are not sold routinely, we determine SSP based on our overall pricing trends and objectives, taking into consideration market conditions and other factors, including the value of our contracts, the products sold and geographic locations.

Standard product warranties

We provide for the estimated costs of product warranties at the time the related revenue is recognized. Costs are estimated based on historical and projected product failure rates, historical and projected repair costs, and knowledge of specific product failures (if any). The specific product warranty includes parts and labor over a period generally ranging from one to three years. We generally do not provide performance warranties for software. We regularly assess our estimates to evaluate the adequacy of the recorded warranty liabilities and adjust the amounts as necessary. The total warranty expense under our standard warranty in 2019 was \$0.2 million, compared to \$0.1 million in 2018 and \$0.1 million in 2017. The key drivers to the warranty reserve calculation are the installed base of products under standard warranty, the estimated return rate of the installed base of products under standard warranty, and the availability of refurbished units to fulfill expected warranty claims.

Stock-based compensation

Restricted Stock Units

We record all stock-based awards, which consist restricted stock units, at fair value as of the grant date and recognize the expense over the requisite service period (generally over the vesting period of the award). The restricted stock units generally vest one third on the first anniversary of the grant, one third on the second anniversary of the grant and one third upon the third anniversary of the grant. The grant date fair value of the RSUs is the closing market price on the date of grant; this amount is charged to expense ratably over the requisite service period.

Goodwill and intangible assets

We allocate the purchase price of any acquisitions to tangible assets and liabilities and identifiable intangible assets acquired. Any residual purchase price is recorded as goodwill. The allocation of the purchase price requires management to make significant estimates in determining the fair values of assets acquired and liabilities assumed, especially with respect to intangible assets. These estimates are based on information obtained from management of the acquired companies and historical experience. These estimates can include, but are not limited to, the cash flows that an asset is expected to generate in the future, and the cost savings expected to be derived from acquiring an asset. These estimates are inherently uncertain and unpredictable, and if different estimates were used the purchase price for the acquisition could be allocated to the acquired assets and liabilities differently from the allocation that we have made. In addition, unanticipated events and circumstances may occur which affect the accuracy or validity of such estimates, and if such events occur we may be required to record a charge against the value ascribed to an acquired asset or an increase in the amounts recorded for assumed liabilities.

Goodwill

Goodwill is tested for impairment at the reporting unit level at least annually, or more often if events or changes in circumstances indicate the carrying value may not be recoverable. Our annual assessment date is October 1st and the results of our assessment performed as of October 1st indicated no impairment had been incurred. No impairment was recorded in 2019, 2018 or 2017. As of December 31, 2019, no changes in circumstances indicate that goodwill carrying values may not be recoverable. Application of the goodwill impairment test requires judgment. Circumstances that could affect the valuation of goodwill include, among other

things, a significant change in our business climate and the buying habits of our customers along with changes in the costs to provide our products and services.

Intangible assets

Intangible assets are amortized over their estimated useful lives. Upon completion of development, acquired in-process research and development assets are generally considered amortizable, finite-lived assets and are amortized over their estimated useful lives.

Finite-lived intangible assets consist of customer relationships, developed technology, trademarks, backlog and non-compete agreements. We evaluate our intangible assets for impairment at the asset group level, which means the intangibles grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Management has concluded that our asset groups align with our reporting units. The intangible assets are allocated to the Product and Services asset groups, given that the Product and Services asset groups are the lowest level for which discrete cash flow information are identifiable, independent from other assets. We assess the recoverability of these assets whenever adverse events or changes in circumstances or business climate indicate that expected undiscounted future cash flows related to such intangible assets may not be sufficient to support the net book value of such assets. An impairment is recognized in the period of identification to the extent the carrying amount of an asset exceeds the fair value of such asset. No impairment of intangible assets was recorded in 2019, 2018 or 2017.

Significant judgments required in assessing the impairment of goodwill and intangible assets include the identification of reporting units, identifying whether events or changes in circumstances require an impairment assessment, estimating future cash flows, determining appropriate discount and growth rates and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value as to whether an impairment exists and, if so, the amount of that impairment.

Income taxes

We use the asset and liability method of accounting for income taxes. Under this method, we record deferred income taxes based on temporary differences between the financial reporting and tax bases of assets and liabilities and use enacted tax rates and laws that we expect will be in effect when we recover those assets or settle those liabilities, as the case may be, to measure those taxes. In cases where the expiration date of tax carryforwards or the projected operating results indicate that realization is not likely, we provide for a valuation allowance. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

We have deferred tax assets, resulting from deductible temporary differences that may reduce taxable income in future periods. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we estimate future taxable income, considering the feasibility of ongoing tax-planning strategies and the realizability of tax loss carryforwards. Valuation allowances related to deferred tax assets can be impacted by changes in tax laws, changes in statutory tax rates and future taxable income levels. If we were to determine that we would be able to realize our deferred tax assets in the future in excess of the net carrying amounts, we would decrease the recorded valuation allowance through an increase to income in the period in which that determination is made. Due to the amount of net operating losses available for income tax purposes through December 31, 2019, we had a full valuation allowance against our deferred tax assets. We continue to evaluate the realizability of our U.S. and Canadian deferred tax assets. If our financial results improve, we will reassess the need for a full valuation allowance each quarter and, if we determine that it is more likely than not the deferred tax assets will be realized, we will adjust the valuation allowance.

At December 31, 2019, we had a valuation allowance against net deferred tax assets of \$40.4 million. We review on a quarterly basis our conclusions about the appropriate amount of our deferred tax asset valuation allowance. There is inherent uncertainty in evaluating the sustainability of the income tax positions we take on our tax returns. We assess our income tax positions and record tax benefits for all years subject to examination based upon our management's evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the highest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be realizable, no tax benefit has been recognized in our financial statements.

We include interest and penalties with income taxes on the accompanying statement of operations. Our tax years after 2012 are subject to tax authority examinations. Additionally, our net operating losses and research credits are subject to tax authority adjustment.

Recently issued accounting guidance

See “Note 1. The Company and Summary of Significant Accounting Policies” of the Notes to Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” for a full description of recent accounting pronouncements including the respective expected dates of adoption and estimated effects, if any on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing risk. To achieve this objective, historically we have invested in money market funds. With the proceeds from our two public offerings in 2012 and our Notes offering in 2018, we have invested in a broader portfolio of high credit quality short-term securities. To minimize the exposure due to an adverse shift in interest rates, we maintain an average portfolio duration of one year or less.

Our primary exposure to market risk is interest income and expense sensitivity, which is affected by changes in the general level of the interest rates in the United States. However, because of the short-term nature of our interest-bearing securities, a 10% change in market interest rates would not be expected to have a material impact on our consolidated financial condition or results of operations.

Historically our operations have consisted of research and development and sales activities in the United States. As a result, our financial results have not been materially affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We are developing plans to expand our international presence. Accordingly, we expect that our exposure to changes in foreign currency exchange rates and economic conditions may increase in future periods.

Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Vocera Communications, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Vocera Communications, Inc. and subsidiaries (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2020, expressed an unqualified opinion on the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for leases effective January 1, 2019 using a modified retrospective approach due to adoption of Accounting Standard Update 2016-02, *Leases (Topic 842) (ASC 842)*.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition - Refer to Note 1 in the accompanying financial statements

Critical Audit Matter Description

As described in Note 1, the Company recognizes revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company offers products and services including its proprietary communication badges, perpetual software licenses, cloud-based subscription, professional services, maintenance and support services, and extended hardware warranties. Product revenue was \$92.6 million and service revenue was \$87.9 million for the year ended December 31, 2019.

Significant judgment is exercised by the Company in determining revenue recognition for the Company's customer contracts, and includes the following:

- Identification and evaluation of terms and conditions within contracts that impact revenue recognition
- Determination of whether promised goods or services, such as hardware and software licenses, are capable of being distinct and are distinct in the context of the Company's customer contracts which leads to whether they should be accounted for as individual or combined performance obligations
- Determination of stand-alone selling prices for each distinct performance obligation and for products and services that are not sold separately
- Determination of transaction price and allocation of transaction price to identified performance obligations

We identified revenue recognition as a critical audit matter because of these significant judgments required by management. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate whether revenue was recognized to depict the transfer of promised products or services to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

How the Critical Audit Matter Was Addressed in the Audit

Our principal audit procedures related to the Company's revenue recognition for these customer agreements included the following:

- We tested the effectiveness of controls related to the identification and evaluation of terms and conditions in contracts, determination of distinct performance obligations, determination of the standalone selling prices, determination of transaction price, allocation of the transaction price to the performance obligations in the contract, and recognition of revenue when, or as, the Company satisfies a performance obligation.
- We evaluated management's significant accounting policies related to revenue recognition for reasonableness.
- We selected a sample of recorded revenue transactions and performed the following procedures:
 - Obtained and read customer purchase orders and the underlying contract for each selection, including master agreements and related amendments to evaluate if relevant contractual terms have been appropriately considered by management.
 - Evaluated management's application of their accounting policy and tested revenue recognition for specific performance obligations by comparing management's conclusions to the underlying master agreement and any related amendments.
 - Tested the mathematical accuracy of management's calculations of revenue and the associated timing of revenue recognized in the financial statements.
- We evaluated the reasonableness of management's estimate of standalone selling prices for products and services that are not sold separately by performing the following:
 - Assessed the appropriateness of the Company's methodology and mathematical accuracy of the determined standalone selling prices.
 - Tested the completeness and accuracy of the source data utilized in management's calculations.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 26, 2020

We have served as the Company's auditor since 2014.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Vocera Communications, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Vocera Communications, Inc. and subsidiaries (the “Company”) as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2019, of the Company and our report dated February 26, 2020, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 26, 2020

Vocera Communications, Inc.
Consolidated Balance Sheets
(In Thousands, Except Share and Par Amounts)

	December 31,	
	2019	2018
Assets		
Current assets		
Cash and cash equivalents	\$ 25,704	\$ 34,276
Short-term investments	204,164	186,894
Accounts receivable, net	42,547	40,127
Other receivables	6,312	4,148
Inventories	4,576	4,350
Prepaid expenses and other current assets	5,149	4,691
Total current assets	288,452	274,486
Property and equipment, net	8,661	7,468
Intangible assets, net	5,461	9,070
Goodwill	49,246	49,246
Deferred commissions	10,477	10,303
Other long-term assets	8,158	1,525
Total assets	\$ 370,455	\$ 352,098
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 6,036	\$ 4,217
Accrued payroll and other current liabilities	14,757	12,885
Deferred revenue, current	50,033	44,053
Total current liabilities	70,826	61,155
Deferred revenue, long-term	11,442	14,579
Convertible senior notes, net	117,178	110,540
Other long-term liabilities	7,184	2,957
Total liabilities	206,630	189,231
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock, \$0.0003 par value - 5,000,000 shares authorized as of December 31, 2019 and December 31, 2018; zero shares issued and outstanding	—	—
Common stock, \$0.0003 par value - 100,000,000 shares authorized as of December 31, 2019 and December 31, 2018; 31,660,709 and 30,708,138 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively	9	9
Additional paid-in capital	313,963	295,647
Accumulated other comprehensive income (loss)	179	(443)
Accumulated deficit	(150,326)	(132,346)
Total stockholders' equity	163,825	162,867
Total liabilities and stockholders' equity	\$ 370,455	\$ 352,098

The accompanying notes are an integral part of these consolidated financial statements.

Vocera Communications, Inc.
Consolidated Statements of Operations
(In Thousands, Except Per Share Amounts)

	Years ended December 31,		
	2019	2018	2017
Revenue			
Product	\$ 92,561	\$ 97,447	\$ 91,585
Service	87,940	82,183	74,404
Total revenue	<u>180,501</u>	<u>179,630</u>	<u>165,989</u>
Cost of revenue			
Product	29,039	27,425	27,244
Service	42,363	40,318	37,683
Total cost of revenue	<u>71,402</u>	<u>67,743</u>	<u>64,927</u>
Gross profit	<u>109,099</u>	<u>111,887</u>	<u>101,062</u>
Operating expenses			
Research and development	34,280	30,879	27,685
Sales and marketing	63,168	62,214	60,107
General and administrative	25,774	25,099	23,970
Total operating expenses	<u>123,222</u>	<u>118,192</u>	<u>111,762</u>
Loss from operations	<u>(14,123)</u>	<u>(6,305)</u>	<u>(10,700)</u>
Interest income	5,110	3,044	604
Interest expense	(8,789)	(5,241)	—
Other expense, net	(158)	(1,523)	(42)
Loss before income taxes	<u>(17,960)</u>	<u>(10,025)</u>	<u>(10,138)</u>
Benefit from (provision for) income taxes	(20)	351	(759)
Net loss	<u><u>(17,980)</u></u>	<u><u>(9,674)</u></u>	<u><u>(10,897)</u></u>
Net loss per share:			
Basic and diluted	<u><u>\$(0.57)</u></u>	<u><u>\$(0.32)</u></u>	<u><u>\$(0.38)</u></u>
Weighted average shares used to compute net loss per share:			
Basic	<u><u>31,273</u></u>	<u><u>30,041</u></u>	<u><u>28,655</u></u>
Diluted	<u><u>31,273</u></u>	<u><u>30,041</u></u>	<u><u>28,655</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

Vocera Communications, Inc.
Consolidated Statements of Comprehensive Loss
(In Thousands)

	Years ended December 31,		
	2019	2018	2017
Net loss	\$ (17,980)	\$ (9,674)	\$ (10,897)
Other comprehensive loss, net:			
Change in unrealized gain (loss) on investments, net of tax	622	(252)	(122)
Comprehensive loss	<u>\$ (17,358)</u>	<u>\$ (9,926)</u>	<u>\$ (11,019)</u>

The accompanying notes are an integral part of these consolidated financial statements.

Vocera Communications, Inc.
Consolidated Statements of Stockholders' Equity
(In Thousands, except share amounts)

	Common stock		Additional paid-in capital	Accum. other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity
	Shares	Amount				
Balance at January 1, 2017	27,568,103	\$ 8	\$ 230,605	\$ (69)	\$ (111,398)	\$ 119,146
Exercise of stock options	1,085,041	1	7,916	—	—	7,917
RSUs released net of shares withheld for tax settlement	599,440	—	(8,990)	—	—	(8,990)
Common stock issued under employee stock purchase plan	159,532	—	2,750	—	—	2,750
Effect of change in accounting principle related to stock-based compensation	—	—	377	—	(377)	—
Employee stock-based compensation expense	—	—	18,196	—	—	18,196
Net loss	—	—	—	—	(10,897)	(10,897)
Other comprehensive loss	—	—	—	(122)	—	(122)
Balance at December 31, 2017	29,412,116	9	250,854	(191)	(122,672)	128,000
Exercise of stock options	531,788	—	7,334	—	—	7,334
RSUs released net of shares withheld for tax settlement	606,808	—	(10,082)	—	—	(10,082)
Common stock issued under employee stock purchase plan	157,426	—	3,270	—	—	3,270
Equity component of convertible senior notes, net	—	—	23,307	—	—	23,307
Employee stock-based compensation expense	—	—	20,964	—	—	20,964
Net loss	—	—	—	—	(9,674)	(9,674)
Other comprehensive loss	—	—	—	(252)	—	(252)
Balance at December 31, 2018	30,708,138	9	295,647	(443)	(132,346)	162,867
Exercise of stock options	187,174	—	2,439	—	—	2,439
RSUs released net of shares withheld for tax settlement	610,024	—	(11,460)	—	—	(11,460)
Common stock issued under employee stock purchase plan	155,373	—	3,472	—	—	3,472
Employee stock-based compensation expense	—	—	23,865	—	—	23,865
Net loss	—	—	—	—	(17,980)	(17,980)
Other comprehensive gain	—	—	—	622	—	622
Balance at December 31, 2019	31,660,709	\$ 9	\$ 313,963	\$ 179	\$ (150,326)	\$ 163,825

The accompanying notes are an integral part of these consolidated financial statements

Vocera Communications, Inc.
Consolidated Statements of Cash Flows
(In Thousands)

	Years ended December 31,		
	2019	2018	2017
Cash flows from operating activities			
Net loss	\$ (17,980)	\$ (9,674)	\$ (10,897)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	7,289	7,662	7,643
Inventory provision	67	362	380
Change in lease-related performance obligations	(1,173)	(998)	(864)
Stock-based compensation expense	23,865	20,964	18,196
Amortization of debt discount and issuance costs	6,638	3,899	—
Other	1,016	22	26
Changes in assets and liabilities			
Accounts receivable	(2,420)	(5,017)	(10,963)
Other receivables	(2,064)	(2,810)	(120)
Inventories	(293)	(1,898)	1,361
Prepaid expenses and other assets	(880)	(592)	(866)
Deferred commissions	(174)	(2)	121
Accounts payable	1,475	1,527	(611)
Accrued payroll and other liabilities	(2,431)	(2,629)	(1,104)
Deferred revenue	2,843	3,482	5,434
Net cash provided by operating activities	<u>15,778</u>	<u>14,298</u>	<u>7,736</u>
Cash flows from investing activities			
Payment for purchase of property and equipment	(4,576)	(4,892)	(2,834)
Purchase of short-term investments	(137,508)	(206,824)	(67,426)
Maturities of short-term investments	121,548	72,183	53,831
Net cash used in investing activities	<u>(20,536)</u>	<u>(139,533)</u>	<u>(16,429)</u>
Cash flows from financing activities			
Cash from lease-related performance obligations	1,735	340	693
Proceeds from issuance of the convertible senior notes, net of issuance costs	—	138,854	—
Payments for purchase of capped costs	—	(8,907)	—
Proceeds from issuance of common stock from the employee stock purchase plan	3,472	3,269	2,750
Proceeds from exercise of stock options	2,440	7,327	7,917
Tax withholdings paid on behalf of employees for net share settlement	(11,461)	(10,098)	(8,974)
Net cash provided by (used in) financing activities	<u>(3,814)</u>	<u>130,785</u>	<u>2,386</u>
Net increase (decrease) in cash and cash equivalents	<u>(8,572)</u>	<u>5,550</u>	<u>(6,307)</u>
Cash and cash equivalents at beginning of period	34,276	28,726	35,033
Cash and cash equivalents at end of period	<u>\$ 25,704</u>	<u>\$ 34,276</u>	<u>\$ 28,726</u>
Supplemental cash flow information			
Cash paid for interest	\$ 2,156	\$ 1,066	\$ —
Cash paid for income taxes	\$ 345	\$ 216	\$ 342
Supplemental disclosure of non-cash investing and financing activities			
Property and equipment in accounts payable and accrued liabilities	\$ 458	\$ 114	\$ 102

The accompanying notes are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements

1. The Company and Summary of Significant Accounting Policies

Background

Vocera Communications, Inc. and its subsidiaries (collectively, the Company) is a provider of secure, integrated, intelligent communication and clinical workflow solutions, focused on empowering mobile workers in healthcare, hospitality, retail, energy, education and other mission-critical mobile work environments, in the United States and internationally. The significant majority of the Company's business is generated from sales of its solutions in the healthcare market to help its customers improve quality of care, safety, patient and staff experience and increase operational efficiency.

The Vocera communication and collaboration solution includes: an intelligent enterprise software platform; a lightweight, wearable, voice-controlled communication badge and newly introduced Smartbadge; and smartphone applications. The solution enables users to connect instantly with other staff simply by saying the name, function or group name of the desired recipient. It also delivers HIPAA-compliant secure text messages, alerts and alarms directly to a range of smartphones or the Smartbadge both inside and outside the hospital, replacing legacy pagers and in-building wireless phones.

The Company was incorporated in Delaware on February 16, 2000. The Company formed wholly-owned subsidiaries Vocera Communications UK Ltd and Vocera Communications Australia Pty Ltd. in 2005, Vocera Canada, Ltd. in 2010, Vocera Communications India Private Ltd. in 2013, Vocera Communications Middle East FZ LLC in 2014 and acquired Extension, LLC in 2016.

Since its inception, the Company has incurred significant losses and, as of December 31, 2019, had an accumulated deficit of \$150.3 million. The Company has funded its operations primarily with customer payments for its products and services, proceeds from the issuance of common stock in connection with its initial public offering (IPO) and follow-on offering and proceeds from the issuance of convertible senior notes. As of December 31, 2019, the Company had cash, cash equivalents and short-term investments of \$229.9 million.

The Company believes that its existing sources of liquidity will satisfy its working capital and capital requirements for at least the next twelve months.

Basis of presentation

The consolidated financial statements include the accounts of Vocera Communications, Inc. and its wholly owned subsidiaries. All inter-company transactions and balances have been eliminated in consolidation. The accompanying notes are prepared in accordance with accounting principles generally accepted in the United States (GAAP).

Use of estimates and reclassifications

The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting periods. The estimates include, but are not limited to, revenue recognition, warranty reserves, inventory reserves, bonuses, goodwill and intangible assets, stock-based compensation expense, provisions for income taxes and contingencies. Actual results could differ from these estimates, and such differences could be material to the Company's financial position and results of operations.

Cash, cash equivalents and short-term investments

The Company's cash equivalents and short-term investments consist of money market funds, commercial paper, U.S. government agency notes, U.S. Treasury notes and corporate debt. These investments are classified as available-for-sale securities and are carried at fair value with the unrealized gains and losses reported as a component of stockholders' equity. Management determines the appropriate classification of its investments at the time of purchase and re-evaluates the available-for-sale designations as of each balance sheet date. Investments with an original purchase maturity of three months or less are classified as cash equivalents, all those with longer maturities are classified as short-term investments, which are available-for-sale.

Allowance for doubtful accounts

The allowance for doubtful accounts reflects the Company's best estimate of probable losses inherent in the Company's receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available evidence. The Company has not experienced significant credit losses from its accounts receivable. The Company performs a regular review of its customers' payment histories and associated credit risks as it does not require collateral from its customers.

No allowance for doubtful accounts was recorded in the years ended December 31, 2019, 2018 or 2017.

Inventories

Inventories are valued at the lower of standard cost (which approximates actual cost on a first-in, first-out basis) or market (net realizable value or replacement cost). The Company assesses the valuation of inventory and periodically writes down the value for estimated excess and obsolete inventory based upon assumptions about future demand and market conditions.

Concentration of credit risk and other risks and uncertainties

Financial instruments that subject the Company to concentration of credit risk consist primarily of cash, cash equivalents and short-term investments. The Company's cash and cash equivalents are primarily deposited with high quality financial institutions and in money market funds. Deposits at these institutions and funds may, at times, exceed federally insured limits. Management believes that these financial institutions and funds are financially sound and, accordingly, that minimal credit risk exists. The Company has not experienced any losses on its deposits of cash and cash equivalents. Marketable securities are stated at fair value and accounted for as available-for-sale within short-term investments. The counterparties to the agreements relating to the Company's investment securities consist of major corporations, financial institutions and government agencies of high credit standing.

The primary hardware components of the Company's products are currently manufactured by third-party contractors in Mexico and Taiwan. A significant disruption in the operations of these contractors may impact the production of the Company's products for a substantial period of time, which could harm the Company's business, financial condition and results of operations.

Concentration of credit risk with respect to trade accounts receivable is considered to be limited due to the diversity of the Company's customer base and geographic sales areas. At December 31, 2019 and 2018, no customer accounted for 10% or more of accounts receivable. At December 31, 2019 and 2018, one reseller represented 19.3% and 26.4%, respectively of accounts receivable. For the years ended December 31, 2019, 2018 and 2017, no customer represented 10% or more of revenue.

Property and equipment

Property and equipment are stated at cost and depreciated on a straight-line basis over the estimated useful economic lives of the assets. Assets generally have useful economic lives of three years except for leasehold improvements, which are amortized using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the related assets. Purchased software also generally has a useful economic life of three years, except for major ERP implementations, for which the Company assumes a useful economic life of five years. Upon retirement or sale, the cost and related accumulated depreciation and amortization are removed from the consolidated balance sheet and the resulting gain or loss is reflected in operations. Maintenance and repairs which are not considered improvements and do not extend the useful life of the assets are charged to operations as incurred.

The Company periodically reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset is impaired or the estimated useful lives are no longer appropriate. Fair value is estimated based on undiscounted future cash flows. If indicators of impairment exist and the undiscounted projected cash flows associated with such assets are less than the carrying amount of the asset, an impairment loss is recorded to write the asset down to its estimated fair values. To date, the Company has not recorded any impairment charges.

Internal-use software development costs

For internal-use software, the Company capitalizes certain internal and external costs incurred in its acquisition and creation. Capitalized internal-use software is included in property and equipment amortized on a straight-line basis over the estimated useful life of the related asset, generally three years. Based on the authoritative guidance, costs incurred either before or after the period satisfying the capitalization criteria, together with costs incurred for training and maintenance, are expensed as incurred. For the years ended December 31, 2019, 2018 and 2017, the Company capitalized costs of \$0.6 million, \$0.7 million and \$0.3 million, respectively.

Goodwill and intangible assets

The Company allocates the purchase price of any acquisitions to tangible assets and liabilities and identifiable intangible assets acquired. Any residual purchase price is recorded as goodwill.

Goodwill

Goodwill is tested for impairment at the reporting unit level at least annually, or more often if events or changes in circumstances indicate the carrying value may not be recoverable. The Company has identified two operating segments (Product and Service) which management also considers to be reporting units. In testing for goodwill impairment, the Company may elect to utilize a qualitative assessment to evaluate whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If such qualitative assessment indicates that goodwill impairment is more likely than not, the Company performs a two-

step impairment test. The Company performed its goodwill impairment assessment on October 1, 2019 using a qualitative assessment and determined that no impairment existed as of the date of the impairment test because the fair value of each reporting unit more likely than not exceeded its carrying value. As of December 31, 2019, no changes in circumstances indicate that goodwill carrying values may not be recoverable.

Intangible assets

Intangible assets are amortized over their estimated useful lives. Upon completion of development, acquired in-process research and development assets are generally considered amortizable, finite-lived assets and are amortized over their estimated useful lives. Finite-lived intangible assets consist of customer relationships, developed technology, trademarks, backlog and non-compete agreements. The Company evaluates intangible assets for impairment by assessing the recoverability of these assets whenever adverse events or changes in circumstances or business climate indicate that expected undiscounted future cash flows related to such intangible assets may not be sufficient to support the net book value of such assets. An impairment is recognized in the period of identification to the extent the carrying amount of an asset exceeds the fair value of such asset. No impairment of intangible assets was recorded in the years ended December 31, 2019, 2018 or 2017.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in other long-term assets, accrued payroll and other current liabilities and other long-term liabilities on the consolidated balance sheets. Sales-type leases are included in other receivables, accrued payroll and other current liabilities and other long-term liabilities on the consolidated balance sheets.

The Company has elected an accounting policy to not recognize short-term leases (one year or less) on the consolidated balance sheet. The Company also elected the package of practical expedients which applies to leases that commenced before the adoption date. By electing the package of practical expedients, the Company did not need to reassess whether any existing contracts are or contained a lease or the lease classification for any existing leases.

Operating lease right-of-use assets and operating lease liabilities are recognized based on the present value of the lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, the incremental borrowing rate is used based on the information available at commencement date in determining the present value of future payments. For those leases that existed as of January 1, 2019, we used our incremental borrowing rate based on information available at that date. We apply a portfolio approach for determining the incremental borrowing rate based on the applicable lease terms and the current economic environment and we utilize available information regarding our borrowing rates. The operating lease right-of-use asset also includes any lease payments made and excludes lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The Company accounts for lease components and nonlease components as a single lease component.

Revenue recognition

The core principle of ASC 606 is to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This principle is achieved through applying the following five-step approach:

- *Identification of the contract, or contracts, with a customer* - A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for goods or services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer. Customer payments received by the Company are non-refundable.
- *Identification of the performance obligations in the contract* - Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are capable of being both: a) functionally distinct, whereby the customer can benefit from the goods or service either on their own or together with other resources that are readily available from third parties or from the Company, and b) contractually distinct, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, the Company applies judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised goods or services are accounted for as a combined performance obligation.
- *Determination of the transaction price* - The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods or services to the customer.

- *Allocation of the transaction price to the performance obligations in the contract* - If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price, (SSP) basis. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.
- *Recognition of revenue when, or as, the Company satisfies a performance obligation* - The Company satisfies performance obligations either over time or at a point in time as discussed in further detail below. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Device revenue - In transactions where the Company delivers hardware, the Company considers itself to be the principal in the transaction and records revenue and costs of goods sold on a gross basis. Hardware revenue is generally recognized upon transfer of control to the customer.

Software revenue - Revenue from the Company's software products is generally recognized upon transfer of control to the customer. Additional software revenue is derived from the sale of term licenses and cloud-based subscriptions, which can be renewed on a subscription basis. Revenue is generally recognized upon shipment of hardware and perpetual licenses and, in the case of subscription software, ratably over the applicable term.

Maintenance and support revenue - The Company generates maintenance and support revenue primarily from post contract support (PCS) contracts, and, to a lesser extent, from sales of extended warranties on the Vocera Badge. The majority of software sales are in conjunction with PCS contracts, which generally have one-year terms. The Company recognizes revenue from PCS contracts ratably over the contractual service period. The service period typically commences upon transfer of control of the corresponding software products to the customer. The Company recognizes revenue from extended warranty contracts ratably over their contractual service period, which is primarily two years. This period starts one year from the date on which the transfer of control on the underlying hardware occurs because the hardware generally carries a one-year warranty.

Professional services and training revenue - Professional services and training revenue is generated when the Company installs and configures its software and devices at new or existing customer sites. The Company recognizes revenue related to professional services as they are performed.

Contracts with multiple performance obligations - Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative stand-alone selling price basis. For deliverables that are routinely sold separately, such as maintenance and support on the core offerings, the Company determines SSP by evaluating renewals over the trailing 12-months. For those that are not sold routinely, the Company determines SSP based on its overall pricing trends and objectives, taking into consideration market conditions and other factors, including the value of the contracts and the products sold.

Contract balances - The timing of revenue recognition may differ from the timing of invoicing to customers. Accounts receivable are recorded at the invoiced amount and in the period the Company delivers goods or provides services or when the Company's right to consideration is unconditional. Payment terms on invoiced amounts are typically 30 days. The balance of accounts receivable, net of allowance for doubtful accounts, as of December 31, 2019 and 2018 is presented in the accompanying consolidated balance sheets. In situations where revenue recognition occurs before invoicing, an unbilled receivable is created, which represents a contract asset. As of December 31, 2019 and 2018 contract assets totaling \$4.3 million and \$2.4 million, respectively, were included in other receivables in the consolidated balance sheet.

Revenue from sales-type leases

A portion of the Company's sales are made through multi-year lease agreements with customers. When these arrangements are considered sales-type leases, upon delivery of leased products to customers, the Company recognizes revenue for such products in an amount equal to the net present value of the minimum lease payments. Unearned income is recognized as part of product revenue under the effective interest method. The Company recognizes revenue related to certain executory costs, including maintenance and extended warranty, ratably over the term of the underlying arrangements. The Company recognizes revenue related to battery refresh executory costs when such executory costs are incurred.

Proceeds from transfers of sales-type leases to third-party financial companies are allocated between the net investment in sales-type leases and the executory cost component for remaining service obligations based on relative present value. The difference

between the amount of proceeds allocated to the net investment in lease and the carrying value of the net investment in lease is included in product revenue. Proceeds allocated to the executory cost component are accounted for as financing liabilities.

For the year ended December 31, 2019, the Company transferred \$3.5 million of lease receivables, recording a net loss of \$0.3 million and \$1.7 million of new financing liabilities for future performance of executory service obligations. For the year ended December 31, 2018, the Company transferred \$0.4 million of lease receivables, recording an immaterial net loss and \$0.3 million of new financing liabilities for future performance of executory service obligations.

For lease receivables retained as of December 31, 2019 and 2018, the Company recorded \$0.9 million and \$0.7 million, respectively, of net investment in sales-type leases, equivalent to the minimum lease payments for the delivered product.

Shipping and handling costs

Shipping and handling costs charged to customers are included in revenue and the associated expense is recorded in cost of revenue in the consolidated statements of operations for all periods presented.

Research and development expenditures

Research and development costs are charged to operations as incurred. Software development costs incurred for external products prior to the establishment of technological feasibility are included in research and development and are expensed as incurred. After technological feasibility is established, material software development costs up to general availability of the software will be capitalized and amortized on a straight-line basis over the estimated product life, or based on the ratio of current revenues to total projected product revenue, whichever is greater. To date, the time between the establishment of technological feasibility and general availability has been very short and therefore no significant costs have been incurred. Accordingly, the Company has not capitalized any software development costs related to research and development expenditures.

Advertising costs

Advertising costs are included in sales and marketing expense and are expensed as incurred. Advertising costs for the years ended December 31, 2019, 2018 and 2017 were immaterial.

Product warranties

The Company offers warranties on certain products and records a liability for the estimated future costs associated with warranty claims, which is based upon historical experience and the Company's estimate of the level of future costs. The Company provides for the estimated costs of hardware warranties at the time the related revenue is recognized. Costs are estimated based on historical and projected product failure rates, historical and projected repair costs, and knowledge of specific product failures (if any). The specific hardware warranty includes parts and labor over a period generally ranging from one to three years. The Company provides no warranty for software. The Company regularly re-evaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjust the amounts as necessary. Warranty costs are reflected in the consolidated statement of operations as cost of revenue.

Stock-based compensation

Stock-based compensation is measured at grant date based on the fair value of the award using the grant date closing stock price and is expensed on a straight-line basis over the requisite service period.

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, the Company records deferred income taxes based on temporary differences between the financial reporting and tax bases of assets and liabilities and use enacted tax rates and laws that the Company expects will be in effect when they recover those assets or settle those liabilities, as the case may be, to measure those taxes. In cases where the expiration date of tax carryforwards or the projected operating results indicate that realization is not likely, the Company provides for a valuation allowance. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company has deferred tax assets, resulting from net operating losses, research and development credits and temporary differences that may reduce taxable income in future periods. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company estimates future taxable income, considering the feasibility of ongoing tax-planning strategies and the realizability of tax loss carryforwards. Valuation allowances related to deferred tax assets can be impacted by changes in tax laws, changes in statutory tax rates and future taxable income levels. If the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of the net carrying amounts, it would decrease the recorded valuation allowance through an increase to income in the period in which that determination is made. Due to the history of losses the Company has generated in the past, the Company believes that it is not more likely than not that all of the deferred tax assets in the U.S. and Canada can be realized as

of December 31, 2019 and 2018, respectively. Accordingly, the Company has recorded a full valuation allowance on its deferred tax assets for these years.

At December 31, 2019, the Company had a valuation allowance against net deferred tax assets of \$40.4 million.

There is inherent uncertainty in evaluating the sustainability of the income tax positions the Company takes on its tax returns. The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, the Company has recorded the highest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be realizable, no tax benefit has been recognized in the financial statements.

The Company includes interest and penalties with income taxes in the accompanying statement of operations. All of the Company's net operating losses and research credit carryforwards are subject to adjustment by tax authorities and all years after 2012 are still subject to tax authority examinations. The Company is currently not subject to any income tax audit examinations by tax authorities in any jurisdictions including U.S. federal, state and local or foreign countries.

Foreign currency translation

The functional currency of the Company's foreign subsidiaries is the U.S. dollar. Accordingly, monetary assets and liabilities in non-functional currency of these subsidiaries are remeasured using exchange rates in effect at the end of the period. Revenues and costs in local currency are remeasured using average exchange rates for the period, except for costs related to those consolidated balance sheet items that are remeasured using historical exchange rates. The resulting remeasurement gains and losses are included in the Company's consolidated statements of operations. Translation gains and losses have not been significant to date.

Segments

Operating segments are components of an enterprise for which separate financial information is available and is evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is the Chief Executive Officer. The Company has two operating segments which are both reportable business segments: (i) Product; and (ii) Service.

Comprehensive loss

For the years ended December 31, 2019, 2018 and 2017, the only component of other comprehensive loss was unrealized (losses) gains on available-for-sale securities.

Related party transactions

During the years ended December 31, 2019, 2018 and 2017, the Company had revenue transactions with a related party, the University of Chicago Medical Center (UCMC), for \$1.3 million, \$0.4 million and \$0.4 million, respectively, relating to consulting services and technology solutions. One of the Company's board members is the President of UCMC.

Recently adopted accounting pronouncement

In February 2016, the FASB amended lease accounting requirements to begin recording assets and liabilities arising from leases on the balance sheet. The new guidance requires significant additional disclosures about the amount, timing and uncertainty of cash flows from leases. We adopted this new guidance effective January 1, 2019 using a modified retrospective approach. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply.

The Company elected the package of practical expedients permitted under the transition guidance within the new standard. The adoption of the standard resulted in recognition of right-of-use assets, which includes the impact of existing deferred rents and tenant improvement allowances of \$5.1 million and lease liabilities of \$6.7 million as of January 1, 2019. The standard did not affect our consolidated net earnings or cashflows.

In February 2018, the FASB issued new guidance which allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act and required certain disclosures about stranded tax effects. We adopted this standard effective January 1, 2019 on a prospective basis. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, Disclosure Update and Simplification, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements on the analysis of stockholders' equity for interim financial statements. Under the amendments, an analysis of changes in each caption of stockholders' equity presented in the balance sheet must be provided in a

note or separate statement. The analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. This final rule was effective on November 5, 2018. The Company adopted this guidance in the first quarter of fiscal year 2019. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

Recent accounting pronouncements

In June 2016, the FASB issued new guidance related to the accounting for credit losses on instruments for both financial services and non-financial services entities. The new guidance introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration since their origination. The guidance will be effective for us beginning January 1, 2020. Early adoption is permitted. The Company is currently evaluating the impact of this new guidance on its consolidated financial statements.

In January 2017, the FASB issued new guidance to simplify the accounting for goodwill impairment. The guidance simplifies the measurement of goodwill impairment by removing step 2 of the goodwill impairment test, which requires the determination of the fair value of individual assets and liabilities of a reporting unit. The new guidance requires goodwill impairment to be measured as the amount by which a reporting unit's carrying value exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments should be applied on a prospective basis. The new standard is effective for fiscal years beginning after December 15, 2019 with early adoption permitted for interim or annual goodwill impairment tests performed after January 1, 2017. The Company is evaluating the impact of this new accounting guidance on its consolidated financial statements.

2. Revenue, deferred revenue and deferred commissions

Disaggregation of Revenue

A typical sales arrangement involves multiple arrangements, such as sales of the Company's proprietary communication device ("Vocera Badge"), perpetual software licenses, professional services, and maintenance and support services which entitle customers to unspecified upgrades, patch releases and telephone-based support. The following table depicts the disaggregation of revenue according to revenue type and is consistent with how the Company evaluates its financial performance:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Revenue			
Product			
Device	\$ 61,224	\$ 60,130	\$ 61,746
Software	31,337	37,317	29,839
Total product	92,561	97,447	91,585
Service			
Maintenance and support	68,846	62,267	52,342
Professional services and training	19,094	19,916	22,062
Total service	87,940	82,183	74,404
Total revenue	\$ 180,501	\$ 179,630	\$ 165,989

Costs to obtain and fulfill a contract

The Company capitalizes certain incremental contract acquisition costs consisting primarily of commissions paid and the related payroll taxes when customer contracts are signed. The Company determines whether costs should be deferred based on its sales compensation plans, if the commissions are incremental and would not have been incurred absent the execution of the customer contract. Sales commissions for renewals of customer contracts are not commensurate with the commissions paid for the acquisition of the initial contract given the substantive difference in commission rates in proportion to their respective contract values. Commissions paid upon the initial acquisition of a contract are amortized over the estimated period of benefit, which may exceed the term of the initial contract. Accordingly, amortization of deferred costs is recognized on a systematic basis that is consistent with the pattern of revenue recognition allocated to each performance obligation and is included in sales and marketing expense in the consolidated statements of operations. The Company determines its estimated period of benefit, up to five years, by evaluating the expected renewals of its customer contracts, the duration of its relationships with its customers and other factors. Deferred

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costs are periodically reviewed for impairment. Changes in the balance of total deferred commissions (contract asset) during the year ended December 31, 2019 and 2018 are as follows:

(in thousands)	December 31, 2018		Additions	Commissions Recognized	December 31, 2019	
Deferred commissions	\$	10,303	\$ 7,761	\$ (7,587)	\$	10,477

(in thousands)	December 31, 2017		Additions	Commissions Recognized	December 31, 2018	
Deferred commissions	\$	10,301	\$ 8,327	\$ (8,325)	\$	10,303

Of the \$10.5 million total deferred commissions balance as of December 31, 2019, the Company expects to recognize approximately 49.0% as commission expense over the next 12 months and the remainder thereafter.

Deferred revenue

The Company records deferred revenue when cash payments are received in advance of the performance under the contract. The current portion of deferred revenue represents the amounts that are expected to be recognized as revenue within one year of the consolidated balance sheet date. Changes in the balance of total deferred revenue (contract liability) during the years ended December 31, 2019 and 2018 are as follows:

(in thousands)	December 31, 2018		Additions	Revenue Recognized	December 31, 2019	
Deferred revenue	\$	58,632	\$ 82,042	\$ (79,199)	\$	61,475

(in thousands)	December 31, 2017		Additions	Revenue Recognized	December 31, 2018	
Deferred revenue	\$	55,151	\$ 77,969	\$ (74,488)	\$	58,632

Revenue recognized during the year ended December 31, 2019 from deferred revenue balances as of December 31, 2018 was \$48.6 million. Revenue recognized during the year ended December 31, 2018 from deferred revenue balances as of December 31, 2017 was \$42.6 million.

The “contracted but not recognized” performance obligations represent the Company’s deferred revenue and non-cancelable backlog amounts. This balance as of December 31, 2019 was \$123.5 million, of which the Company expects to recognize approximately 66% of the revenue over the next 12 months and the remainder thereafter.

3. Fair value of financial instruments

The carrying values of the Company’s cash and cash equivalents and short-term investments approximate their fair value due to their short-term nature. As a basis for determining the fair value of its assets and liabilities, the Company utilizes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. For the years ended December 31, 2019, 2018 and 2017, there have been no transfers between Level 1 and Level 2 fair value instruments and no transfers in or out of Level 3.

The Company's money market funds are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The fair value of the Company's Level 2 fixed income securities are obtained from independent pricing services, which may use quoted market prices for identical or comparable instruments or model-driven valuations using observable market

data or other inputs corroborated by observable market data. The Company does not have any financial instruments which are valued using Level 3 inputs.

In addition to its cash, cash equivalents and short-term investments, the Company measures the fair value of its Convertible Senior Notes on a quarterly basis for disclosure purposes. The Company considers the fair value of the Convertible Senior Notes at December 31, 2019 to be a Level 2 measurement due to limited trading activity of the Convertible Senior Notes. Refer to Note 8 to the consolidated financial statements for further information.

The table below summarizes the Company's assets that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of December 31, 2019 and 2018, respectively.

(in thousands)	December 31, 2019			December 31, 2018		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets						
Money market funds	\$ 4,086	\$ —	\$ 4,086	\$ 3,737	\$ —	\$ 3,737
Commercial paper	—	12,854	12,854	—	16,570	16,570
U.S. government agency securities	—	3,000	3,000	—	3,325	3,325
Corporate debt securities	—	188,310	188,310	—	166,759	166,759
Total assets measured at fair value	\$ 4,086	\$ 204,164	\$ 208,250	\$ 3,737	\$ 189,384	\$ 193,121

The financial accounts that are not subject to recurring fair value measurement include trade and other receivables, prepaid expenses and other current assets, total current liabilities and deferred revenues, both current and long-term. Due to their short maturities, the carrying amounts of these accounts approximate their fair values.

4. Cash, Cash Equivalents and Short-Term Investments

The following tables display gross unrealized gains and losses for cash, cash equivalents and available-for-sale investments for the periods presented:

(in thousands)	December 31, 2019			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair value
Cash and cash equivalents:				
Demand deposits and other cash	\$ 21,618	\$ —	\$ —	\$ 21,618
Money market funds	4,086	—	—	4,086
Total cash and cash equivalents	25,704	—	—	25,704
Short-Term Investments:				
Commercial paper	12,861	—	(7)	12,854
U.S. government agency securities	3,000	—	—	3,000
Corporate debt securities	187,866	499	(55)	188,310
Total short-term investments	203,727	499	(62)	204,164
Total cash, cash equivalents and short-term investments	\$ 229,431	\$ 499	\$ (62)	\$ 229,868

December 31, 2018

(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair value
Cash and cash equivalents:				
Demand deposits and other cash	\$ 28,049	\$ —	\$ —	\$ 28,049
Money market funds	3,737	—	—	3,737
Commercial paper	2,491	—	(1)	2,490
Corporate debt securities	—	—	—	—
Total cash and cash equivalents	<u>34,277</u>	<u>—</u>	<u>(1)</u>	<u>34,276</u>
Short-Term Investments:				
Commercial paper	14,091	—	(11)	14,080
U.S. government agency securities	3,339	—	(14)	3,325
U.S. Treasury securities	2,740	—	(10)	2,730
Corporate debt securities	167,110	28	(379)	166,759
Total short-term investments	<u>187,280</u>	<u>28</u>	<u>(414)</u>	<u>186,894</u>
Total cash, cash equivalents and short-term investments	<u>\$ 221,557</u>	<u>\$ 28</u>	<u>\$ (415)</u>	<u>\$ 221,170</u>

The Company has determined that the unrealized losses on its short-term investments as of December 31, 2019 and 2018 do not constitute an "other than temporary impairment". The unrealized losses for the short-term investments as of December 31, 2019 and 2018 have all been in a continuous unrealized loss position for less than twelve months. The Company's conclusion of no "other than temporary impairment" is based on the high credit quality of the securities, their short remaining maturity and the Company's intent and ability to hold such loss securities until maturity.

Classification of the cash, cash equivalent and short-term investments by contractual maturity was as follows:

(in thousands)	One year or shorter	Between 1 and 2 years	Total
Balances as of December 31, 2019			
Cash and cash equivalents (1)	\$ 25,704	\$ —	\$ 25,704
Short-term investments	113,010	91,154	204,164
Cash, cash equivalents and short-term investments	<u>\$ 138,714</u>	<u>\$ 91,154</u>	<u>\$ 229,868</u>
Balances as of December 31, 2018			
Cash and cash equivalents (1)	\$ 34,276	\$ —	\$ 34,276
Short-term investments	109,451	77,443	186,894
Cash, cash equivalents and short-term investments	<u>\$ 143,727</u>	<u>\$ 77,443</u>	<u>\$ 221,170</u>

(1) Includes demand deposits and other cash, money market funds and other cash equivalent securities, all with 0-90 day maturity at purchase.

5. Net loss per share

The following table presents the calculation of basic and diluted net loss per share:

(in thousands, except for share and per share amounts)	Years ended December 31,		
	2019	2018	2017
Numerator:			
Net loss	\$ (17,980)	\$ (9,674)	\$ (10,897)
Denominator:			
Weighted-average shares used to compute net loss per common share - basic and diluted	31,273	30,041	28,655
Net loss per share			
Basic and diluted	\$(0.57)	\$(0.32)	\$(0.38)

For the years ended December 31, 2019, 2018 and 2017, the following securities were not included in the calculation of diluted shares outstanding as the effect would have been anti-dilutive:

(in thousands)	December 31,		
	2019	2018	2017
Options to purchase common stock	523	1,085	1,365
Restricted stock units	1,461	1,925	2,046

6. Goodwill and intangible assets

Goodwill

The Company had \$49.2 million of goodwill as of December 31, 2019 and 2018, respectively. Goodwill is tested for impairment at the reporting unit level at least annually or more often if events or changes in circumstances indicate the carrying value may not be recoverable. The Company has two reporting units: Product and Service. As of December 31, 2019, \$41.2 million of the Company's goodwill resides in the Product reporting unit and \$8.0 million resides in the Service reporting unit. The Company performed an impairment assessment in 2018 which determined that no impairment existed. For the years ended December 31, 2019 and 2018, the Company used the qualitative assessment permitted under authoritative accounting guidance. Among the qualitative factors considered were changes since the prior impairment test in the following: industry and competitive environment, business strategy, product mix, buyer and supplier bargaining power, potential market size, consistency in operating margins and cash flows, change in reporting unit or product life cycle stage and earnings quality and sustainability. No impairment was recorded in the years ended December 31, 2019, 2018 or 2017.

Intangible assets

The fair values for acquired intangible assets were determined by management with consideration of, in part, valuations performed by independent valuation specialists. Acquisition-related intangible assets are amortized over the life of the assets on an accelerated basis that approximates the expected economic benefit of the assets. This assumption results in amortization that is higher in earlier periods of the useful life. The estimated useful lives and carrying value of acquired intangible assets are as follows:

(in thousands)	Weighted average useful life (years)	December 31, 2019			December 31, 2018		
		Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Intangible assets:							
Customer relationships	7 to 9	\$ 10,920	\$ 5,819	\$ 5,101	\$ 10,920	\$ 4,645	\$ 6,275
Developed technology	3 to 7	10,050	9,803	247	10,050	7,731	2,319
Trademarks	3 to 7	1,110	1,110	—	1,110	831	279
Backlog	3	1,400	1,287	113	1,400	1,203	197
Non-compete agreements	2 to 4	460	460	—	460	460	—
Intangible assets, net book value		\$ 23,940	\$ 18,479	\$ 5,461	\$ 23,940	\$ 14,870	\$ 9,070

Amortization of intangible assets was \$3.6 million, \$4.5 million and \$4.6 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Amortization of acquired intangible assets is reflected in the cost of revenues for developed technology and backlog and in operating expenses for the other intangibles. The estimated future amortization of acquired intangible assets as of December 31, 2019 was as follows:

(in thousands)	Future amortization	
2020	\$	1,356
2021		1,130
2022		1,050
2023		1,050
2024		875
Future amortization expense	\$	<u>5,461</u>

7. Consolidated balance sheet components

Inventories

(in thousands)	December 31,	
	2019	2018
Raw materials	\$ 831	\$ 197
Finished goods	3,745	4,153
Total inventories	<u>\$ 4,576</u>	<u>\$ 4,350</u>

Property and equipment, net

(in thousands)	December 31,	
	2019	2018
Computer equipment and software	\$ 13,596	\$ 10,433
Furniture, fixtures and equipment	2,430	2,246
Leasehold improvements	5,283	5,183
Manufacturing tools and equipment	2,435	2,371
Construction in process	582	520
Property and equipment, at cost	24,326	20,753
Less: Accumulated depreciation	(15,665)	(13,285)
Property and equipment, net	<u>\$ 8,661</u>	<u>\$ 7,468</u>

Depreciation and amortization expense for property and equipment for the years ended December 31, 2019, 2018 and 2017 was \$3.7 million, \$3.2 million and \$3.0 million, respectively.

Net investment in sales-type leases

The Company has sales-type leases with terms of 3 to 4 years. Sales-type lease receivables are collateralized by the underlying equipment. The components of the net investment in sales-type leases are as follows:

(in thousands)	December 31,	
	2019	2018
Minimum payments to be received on sales-type leases	\$ 2,078	\$ 2,111
Less: Unearned interest income and executory revenue portion	(1,190)	(1,387)
Net investment in sales-type leases	888	724
Less: Current portion	(452)	(427)
Non-current net investment in sales-type leases	\$ 436	\$ 297

Sales-type lease activity recognized in the consolidated statement of operations are as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Lease revenue	\$ 6,394	\$ 2,697	\$ 2,932
Less: Cost of lease shipments	(1,670)	(212)	(306)
Gross profit	\$ 4,724	\$ 2,485	\$ 2,626
Interest income (expense), net on lease receivable	\$ (18)	\$ (6)	\$ 9
Initial direct cost incurred	\$ 277	\$ 140	\$ 167

There were no allowances for doubtful accounts on these leases as of December 31, 2019 and 2018. There is no guaranteed or unguaranteed residual value on the leased equipment. The current and non-current net investments in sales-type leases are reported as components of the consolidated balance sheet captions "other receivables" and "other long-term assets", respectively.

The minimum lease payments expected for future years under sales-type leases as of December 31, 2019 were as follows:

(in thousands)	Future lease payments
2020	\$ 998
2021	615
2022	387
2023	78
Total	\$ 2,078

Accrued payroll and other current liabilities

(in thousands)	December 31,	
	2019	2018
Payroll and related expenses	\$ 6,053	\$ 7,241
Accrued payables	2,674	2,115
Operating lease liabilities, current portion	2,323	—
Lease financing, current portion	1,033	956
Product warranty	420	376
Customer prepayments	631	629
Sales and use tax payable	599	379
Other	1,024	1,189
Total accrued payroll and other current liabilities	\$ 14,757	\$ 12,885

A reconciliation of the changes in the Company's warranty reserve for the years ended December 31, 2019, 2018 and 2017 is as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Warranty balance at the beginning of the period	\$ 376	\$ 353	\$ 596
Warranty expense accrued for shipments during the period	435	468	503
Changes in estimate related to pre-existing warranties	(192)	(223)	(450)
Warranty settlements made	(199)	(222)	(296)
Total product warranty	\$ 420	\$ 376	\$ 353

Leases

The Company has operating leases for office space at its headquarters and subsidiaries under non-cancelable operating leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet; lease expense for these leases is recognized on a straight-line basis over the lease term. The Company's leases have remaining lease terms of approximately one to five years. Operating lease cost, including short-term operating leases was \$2.7 million, \$2.7 million and \$2.6 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Supplemental balance sheet information related to leases was as follows:

(in thousands)	December 31, 2019
Other long-term assets	\$ 6,251
Accrued payroll and other current liabilities	2,323
Other long-term liabilities	4,866
Total operating lease liabilities	\$ 7,189

Other information related to leases was as follows:

(in thousands)	Year ended December 31, 2019
<i>Supplemental Cash Flow Information</i>	
Cash paid for amounts included in the measurement of lease liabilities	\$ 2,689
Right-of-use assets obtained in exchange for lease obligations	\$ 2,830
Weighted average remaining lease term	2.90 years
Weighted average discount rate	8%

Maturities of lease liabilities as of December 31, 2019 are as follows:

(in thousands)	Operating leases
2020	\$ 2,852
2021	3,043
2022	1,385
2023	442
2024	353
Total maturities of lease liabilities	8,075
Less imputed interest	\$ (886)
Total	\$ 7,189

As previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and under the previous lease accounting standard ASC 840, the aggregate future non-cancelable minimum rental payments on our operating leases, as of December 31, 2018, are as follows:

(in thousands)	Operating leases
2019	\$ 2,224
2020	2,077
2021	1,835
2022	612
2023	35
Total maturities of lease liabilities	\$ 6,783

8. Convertible Senior Notes

In May 2018, the Company issued \$143.75 million aggregate principal amount of 1.50% Convertible Senior Notes due 2023, including \$18.75 million aggregate principal amount of such notes pursuant to the exercise in full of options granted to the initial purchasers, collectively the “Notes.” The Notes are unsecured, unsubordinated obligations and bear interest at a fixed rate of 1.50% per annum, payable semi-annually in arrears on May 15 and November 15 of each year, commencing on November 15, 2018. The total net proceeds from the offering, after deducting initial purchase discounts and estimated debt issuance costs, were approximately \$138.9 million.

Each \$1,000 principal amount of the Notes will initially be convertible into 31.0073 shares of the Company’s common stock, the “Conversion Option,” which is equivalent to an initial conversion price of approximately \$32.25 per share, subject to adjustment upon the occurrence of specified events. The Notes will be convertible at the option of the holders at any time prior to the close of business on the business day immediately preceding February 15, 2023, only under the following circumstances:

(1) during any calendar quarter commencing after the calendar quarter ending on June 30, 2018 (and only during such calendar quarter), if the last reported sale price of the Company common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price of the Notes on each applicable trading day;

(2) during the five business day period after any ten consecutive trading day period in which the trading price per \$1,000 principal amount of the Notes for each day of that ten day consecutive trading day period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate of the Notes on such trading day; or

(3) upon the occurrence of specified corporate events (as set forth in the indenture governing the Notes).

On or after February 15, 2023 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their Notes at any time, regardless of the foregoing circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock, at the Company’s election. If certain specified fundamental changes occur (as set forth in the indenture governing the Notes) prior to the maturity date, holders of the Notes may require the Company to repurchase for cash all or any portion of their Notes at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, if specific corporate events occur prior

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to the applicable maturity date, the Company will increase the conversion rate for a holder who elects to convert their notes in connection with such a corporate event in certain circumstances. It is the Company's current intent and policy to settle conversions through combination settlement which involves repayment of the principal portion in cash and any excess of the conversion value over the principal amount in shares of its common stock. During the year ended December 31, 2019, the conditions allowing holders of the Notes to convert have not been met. The Notes are therefore not convertible during the year ended December 31, 2019 and are classified as long-term debt.

In accounting for the transaction, the Notes were separated into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the Conversion Option was \$33.4 million and was determined by deducting the fair value of the liability component from the par value of the Notes. The equity component was recorded in additional paid-in capital and will be remeasured as long as it continues to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount, the "debt discount," is amortized to interest expense over the contractual term of the Notes at an effective interest rate of 7.6%.

In accounting for the debt issuance costs of \$4.9 million related to the Notes, the Company allocated the total amount incurred to the liability and equity components of the Notes based on their relative values. Issuance costs attributable to the liability component were \$3.8 million and will be amortized to interest expense using the effective interest method over the contractual term of the Notes. Issuance costs attributable to the equity component were \$1.1 million and are included with the equity component in additional paid-in capital.

The Notes consist of the following:

(in thousands)	December 31, 2019	December 31, 2018
Liability:		
Principal	\$ 143,750	\$ 143,750
Unamortized debt discount	(23,880)	(29,846)
Unamortized issuance costs	(2,692)	(3,364)
Net carrying amount	<u>\$ 117,178</u>	<u>\$ 110,540</u>
Stockholders' equity:		
Debt discount for conversion option	\$ 33,350	\$ 33,350
Issuance costs	\$ (1,136)	\$ (1,136)
Net carrying amount	<u>\$ 32,214</u>	<u>\$ 32,214</u>

The total estimated fair value of the Notes as of December 31, 2019 was approximately \$142.4 million. The fair value was determined based on the closing trading price per \$100 of the Notes as of the last day of trading for the period. The fair value of the Notes is primarily affected by the trading price of the Company's common stock and market interest rates. Based on the closing price of the Company's common stock of \$20.76 on December 31, 2019, the if-converted value of the Notes of \$92.5 million was less than their principal amount.

Interest expense related to the Notes is as follows:

(in thousands)	Year ended December 31,	
	2019	2018
Contractual interest expense	\$ 2,150	\$ 1,342
Amortization of debt discount	5,966	3,504
Amortization of issuance costs	673	395
Total interest expense	<u>\$ 8,789</u>	<u>\$ 5,241</u>

Capped Calls

In connection with the pricing of the Notes, the Company entered into privately negotiated capped call transactions with certain counterparties, the “Capped Calls.” The Capped Calls each have an initial strike price of approximately \$32.25 per share, subject to certain adjustments, which correspond to the initial conversion price of the Notes. The Capped Calls have initial cap prices of \$38.94 per share, subject to certain adjustments. The Capped Calls cover, subject to anti-dilution adjustments, approximately 4.5 million shares of the Company’s common stock. Conditions that cause adjustments to the initial strike price of the Capped Calls mirror conditions that result in corresponding adjustments for the Notes. The Capped Calls are generally intended to reduce or offset the potential dilution to the Company’s common stock upon any conversion of the Notes with such reduction or offset, as the case may be, subject to a cap based on the cap price. For accounting purposes, the Capped Calls are separate transactions, and not part of the terms of the Notes. As these transactions meet certain accounting criteria, the Capped Calls are recorded in stockholders’ equity and are not accounted for as derivatives. The cost of \$8.9 million incurred in connection with the Capped Calls was recorded as a reduction to additional paid-in capital.

The net impact to the Company’s stockholders’ equity, included in additional paid-in capital, of the above components of the Notes is as follows:

(in thousands)	December 31, 2019
Conversion option	\$ 33,350
Purchase of capped calls	\$ (8,907)
Issuance costs	\$ (1,136)
Total	<u>\$ 23,307</u>

Impact on Earnings Per Share

The Notes will not have an impact on the Company’s diluted earnings per share until they meet the criteria for conversion, as discussed above, as the Company intends to settle the principal amount of the Notes in cash upon conversion. Under the treasury stock method, in periods when the Company reports net income, the Company is required to include the effect of additional shares that may be issued under the Notes when the price of its’ common stock exceeds the conversion price. However, upon conversion, there will be no economic dilution from the Notes until the average market price of the Company’s common stock exceeds the cap price of \$38.94 per share, as exercise of the capped calls offsets any dilution from the Notes from the conversion price up to the cap price. Capped Calls are excluded from the calculation of diluted earnings per share, as they would be anti-dilutive under the treasury stock method.

9. Commitments and contingencies**Non-cancelable purchase commitments**

The Company enters into non-cancelable purchase commitments with its third-party manufacturers whereby the Company is required to purchase any inventory held by the third-party manufacturer that have been purchased by them based on confirmed orders from the Company. As of December 31, 2019 and 2018, approximately \$9.7 million and \$11.1 million, respectively, of raw material inventory was purchased and held by the third-party manufacturer which was subject to such purchase requirements.

Litigation

The Company is currently, and from time to time, the Company may be, involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters which arise in the ordinary course of business. The Company defends itself vigorously against any such claims. Although the outcome of these matters is currently not determinable, management expects that any losses from existing matters that are probable or reasonably possible of being incurred as a result of these matters would not be material to the financial statements as a whole.

10. Common Stock and Share-based Compensation

The Company’s certificate of incorporation, as amended, authorizes the Company to issue 100 million shares of \$0.0003 par value common stock.

At December 31, 2019, the Company has 2,003,979 shares of common stock reserved for issuance under stock option plans.

Incentive stock option plans

The Company has four equity incentive plans: the 2000 Stock Option Plan (the 2000 Plan), the 2006 Stock Option Plan (the 2006 Plan), the 2012 Stock Option Plan (the 2012 Plan) and the 2016 Equity Inducement Plan (the 2016 Plan). On March 26, 2012, all shares that were reserved under the 2006 Plan but not subject to outstanding awards became available for grant under the 2012 Plan. No additional shares will be issued under the 2006 Plan. The 2000 Plan terminated in March 2010 and no additional shares will be issued under this plan. All options currently outstanding under the 2000 Plan and the 2006 Plan continue to be governed by the terms and conditions of those plans. The 2016 Plan was adopted by the Company's Board of Directors without shareholder approval pursuant to the inducement exemption provided under the NYSE listing rules for the issuance of restricted stock units (RSUs) to employee's who joined the Company after the acquisition of Extension Healthcare. No additional shares will be issued under the 2016 Plan. Under the 2012 Plan, the Company has the ability to issue incentive stock options (ISOs), stock appreciation rights, restricted stock awards, RSUs, performance awards and stock bonuses. The ISOs will be granted at a price per share not less than the fair value at date of grant.

Stock Option Activity

The following table summarizes the combined stock option activity under the 2000 Plan, the 2006 Plan and the 2012 Plan and non-plan stock option agreements:

	Options outstanding			
	Number of options	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at December 31, 2018	797,501	\$ 13.31	4.71	\$ 20,767
Options granted	—	—		
Options exercised	(187,174)	13.03		
Options canceled	(4,000)	10.41		
Outstanding at December 31, 2019	<u>606,327</u>	<u>\$ 13.41</u>	<u>3.62</u>	<u>\$ 4,566</u>
Options vested and expected to vest as of December 31, 2019	<u>606,327</u>	<u>\$ 13.41</u>	<u>3.62</u>	<u>\$ 4,566</u>
Options vested and exercisable as of December 31, 2019	<u>606,327</u>	<u>\$ 13.41</u>	<u>3.62</u>	<u>\$ 4,566</u>

At December 31, 2019, there was no unrecognized compensation cost related to options.

No options were granted during the years ended December 31, 2019, 2018 and 2017. Further information regarding the value of employee options vested and exercised during the years ended December 31, 2019, 2018 and 2017 is set forth below.

(in thousands)	Years ended December 31,		
	2019	2018	2017
Intrinsic value of options exercised during period	\$ 3,700	\$ 10,243	\$ 18,603

Employee Stock Purchase Plan

The Company's 2012 Employee Stock Purchase Plan (ESPP) allows eligible employees to purchase shares of common stock at a discount through payroll deductions of up to 15% of their eligible compensation, subject to any plan limitations. The ESPP provides for six-month offering periods.

At the end of each offering period, eligible employees are able to purchase shares at 85% of the lower of the fair market value of the Company's common stock on the first trading day of the offering period or on the last day of the offering period. During the years ended December 31, 2019 and 2018, employees purchased 155,373 and 157,426 shares, respectively, of common stock at an average purchase price of \$22.35 and \$20.77, respectively. As of December 31, 2019, 873,011 shares remained available for future issuance under the ESPP.

The Company uses the Black-Scholes option-pricing model to calculate the fair value of periodic ESPP offerings on their offer date. The following assumptions were used for each respective period for the ESPP:

	Years ended December 31,		
	2019	2018	2017
Expected term (in years)	0.5	0.5	0.5
Volatility	33% - 50%	33% - 37.8%	29.0% - 32.0%
Risk-free interest rate	1.59% - 2.51%	2.09% - 2.51%	0.61% - 1.39%
Dividend yield	0.0%	0.0%	0.0%

Restricted Stock Units

The Company issues RSUs as an element of its compensation plans.

A summary of the restricted stock activity for the year ended December 31, 2019 is presented below:

	Restricted Stock Units	
	Number of shares	Weighted Average Grant Date Fair Value per Share
Outstanding at December 31, 2018	1,807,180	\$ 23.13
Granted	845,437	31.88
Vested	(978,785)	20.89
Forfeited	(123,186)	27.78
Outstanding at December 31, 2019	1,550,646	\$ 28.94

At December 31, 2019, there was \$30.2 million of unrecognized compensation cost related to RSUs, which is expected to be recognized over a weighted-average period of 1.65 years.

Allocation of Stock-Based Compensation Expense

Stock-based compensation expense is recognized based on a straight-line amortization method over the respective vesting period of the award. For the years ended December 31, 2019, 2018 and 2017 the straight-line amortization is reduced by actual forfeitures. The Company estimated the expected forfeiture rate based on its historical experience, considering voluntary termination behaviors, trends of actual award forfeitures, and other events that will impact the forfeiture rate. To the extent the Company's actual forfeiture rate is different from the estimate, the stock-based compensation expense is adjusted accordingly.

The following table presents the allocation of stock-based compensation expense:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Cost of revenue	\$ 4,441	\$ 3,614	\$ 2,871
Research and development	3,955	2,976	2,122
Sales and marketing	7,014	6,560	6,563
General and administrative	8,455	7,814	6,640
Total stock-based compensation	\$ 23,865	\$ 20,964	\$ 18,196

11. Segments

The Company has two operating segments which are both reportable segments: (i) Product; and (ii) Service, which are comprised of the Company's and its wholly-owned subsidiaries' results from operations. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (CODM), or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's CODM is its Chief Executive Officer.

The CODM regularly receives information related to revenue, cost of revenue, and gross profit for each operating segment, and uses this information to assess performance and make resource allocation decisions. All other financial information, including operating expenses and assets, is prepared and reviewed by the CODM on a consolidated basis.

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Assets are not a measure used to assess the performance of the Company by the CODM, therefore the Company does not report assets by segment internally or in its financial statements.

The following table presents a summary of the operating segments:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Revenue			
Product	\$ 92,561	\$ 97,447	\$ 91,585
Service	87,940	82,183	74,404
Total revenue	180,501	179,630	165,989
Cost of revenue			
Product	29,039	27,425	27,244
Service	42,363	40,318	37,683
Total cost of revenue	71,402	67,743	64,927
Gross profit			
Product	63,522	70,022	64,341
Service	45,577	41,865	36,721
Total gross profit	109,099	111,887	101,062
Operating expenses	123,222	118,192	111,762
(Loss) income from operations	(14,123)	(6,305)	(10,700)
Interest income (expense), net and other	(3,837)	(3,720)	562
Loss before income taxes	\$ (17,960)	\$ (10,025)	\$ (10,138)

The following tables present the Company's revenue by product line, as well as revenue and long-lived assets by geographic region.

(in thousands)	Years ended December 31,		
	2019	2018	2017
Revenue			
Product			
Device	\$ 61,224	\$ 60,130	\$ 61,746
Software	31,337	37,317	29,839
Total product	92,561	97,447	91,585
Service			
Maintenance and support	68,846	62,267	52,342
Professional services and training	19,094	19,916	22,062
Total service	87,940	82,183	74,404
Total revenue	\$ 180,501	\$ 179,630	\$ 165,989

The Company's revenue by geographic region, based on customer location, is summarized as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Revenue			
United States	\$ 164,827	\$ 161,338	\$ 148,993
International	15,674	18,292	16,996
Total revenue	\$ 180,501	\$ 179,630	\$ 165,989

The Company's tangible long-lived assets by geographic region, consisting of net property and equipment, are summarized as follows:

(in thousands)	December 31,		
	2019	2018	2017
Property and equipment, net			
United States	\$ 6,364	\$ 6,265	\$ 4,621
International	2,297	1,203	1,130
Total property and equipment, net	<u>\$ 8,661</u>	<u>\$ 7,468</u>	<u>\$ 5,751</u>

12. Income taxes

The components of loss before income taxes are as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
United States	\$ (19,022)	\$ (10,852)	\$ (10,930)
International	1,062	827	792
Total loss before income taxes	<u>\$ (17,960)</u>	<u>\$ (10,025)</u>	<u>\$ (10,138)</u>

The components of the provision for income taxes are as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
Current			
Federal	\$ —	\$ —	\$ (10)
State	(25)	53	54
Foreign	240	368	324
	<u>215</u>	<u>421</u>	<u>368</u>
Deferred			
Federal	(43)	(822)	311
State	7	99	119
Foreign	(159)	(49)	(39)
	<u>(195)</u>	<u>(772)</u>	<u>391</u>
Total income tax provision (benefit)	<u>\$ 20</u>	<u>\$ (351)</u>	<u>\$ 759</u>

The Company had an effective tax rate of 0.1%, (3.5)% and 7.5% for the years ended December 31, 2019, 2018 and 2017, respectively.

Reconciliation of the provision for income taxes at the statutory rate to the Company's provision for income tax is as follows:

(in thousands)	Years ended December 31,		
	2019	2018	2017
U.S. federal (tax benefit) provision at statutory rate	\$ (3,772)	\$ (2,105)	\$ (4,576)
State (tax benefit) income taxes, net of federal benefit	(646)	(373)	(437)
Foreign income taxes at rates other than the US rate	(145)	92	(21)
Stock-based compensation	(2,119)	(3,503)	(8,373)
Change in valuation allowance	5,136	4,710	(6,023)
Non-deductible executive compensation	2,383	2,418	1,624
Rate differential impact on Tax Cuts and Jobs Act	—	—	18,975
Research and development credits	(1,209)	(994)	(602)
Indefinite net operating losses carryforward	(33)	(1,470)	—
Other	425	874	192
Total	\$ 20	\$ (351)	\$ 759

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The following table presents the significant components of the Company's deferred tax assets and liabilities for the periods presented:

(in thousands)	December 31,	
	2019	2018
Deferred tax assets		
Net operating loss carryforward	\$ 32,723	\$ 29,798
Research and development credits	8,449	6,840
Depreciation and amortization	2,402	3,007
Reserves and accruals	9,349	9,661
Total deferred tax assets	52,923	49,306
Valuation allowance	(40,436)	(40,070)
Net deferred tax assets	12,487	9,236
Deferred tax liabilities - convertible senior notes	(5,848)	(7,503)
Deferred tax liabilities - other	(7,097)	(2,208)
Net deferred tax liabilities	\$ (458)	\$ (475)

The Company's deferred tax liabilities are primarily related to tax deductible goodwill. The Company determines its valuation allowance on deferred tax assets by considering both positive and negative evidence in order to ascertain whether it is more likely than not that deferred tax assets will be realized. Realization of deferred tax assets is dependent upon the generation of future taxable income, if any, the timing and amount of which are uncertain. Due to the history of losses the Company has generated in the past, the Company believes that it is not more likely than not that all of the deferred tax assets in the U.S. and Canada can be realized as of December 31, 2019; accordingly, the Company has recorded a full valuation allowance on its deferred tax assets.

The Company's valuation allowance increased by \$0.4 million and \$5.2 million for the years ended December 31, 2019 and 2018, respectively. The change in the 2019 valuation allowance was primarily due to the addition of current year loss carryforwards and federal rate reduction. The change in the 2018 valuation allowance was primarily due to the addition of current year loss carryforwards.

At December 31, 2019, the Company had \$137 million and \$69 million, respectively, of federal and state net operating loss carryforwards. The federal net operating loss carryforward generated in the years ended December 31, 2002 through 2017 begin expiring in 2022.

Net operating losses originating before January 1, 2018 are eligible to offset taxable income, if not otherwise limited under IRS Section 382. Net operating losses generated after December 31, 2017 have an infinite carryforward period and subject to 80% deduction limitation based upon pre-net operating deduction taxable income.

The state net operating loss carryforward begins expiring in 2028, if not utilized.

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In addition, the Company has federal research and development tax credits carryforwards of approximately \$5.3 million and state research and development tax credit carryforwards of approximately \$5.9 million. The federal credit carryforwards begin expiring 2026 and the state credits carry forward indefinitely. The Internal Revenue Code (IRC) contains provisions which limit the amount of net operating loss (NOL) and research credit carryforwards that can be used in any given year if a significant change in ownership has occurred. As of December 31, 2019, \$11.5 million of the Company's NOL carryovers and \$0.5 million of credit carryovers are subject to an annual \$0.6 million limitation, of which \$5.3 million NOLs would be available to offset future taxable income in the twenty-year carryforward period.

The following table displays by contributing factor the changes in the valuation allowance for deferred tax assets since January 1, 2017:

(in thousands)	Years Ended December 31,		
	2019	2018	2017
Balance at the beginning of the period	\$ 40,070	\$ 45,255	\$ 42,339
Net operating loss carryforwards generated	2,925	2,509	3,050
R&D tax credit increase	1,609	1,014	1,121
Depreciation and amortization increase	(605)	925	237
Reserves and accruals decrease	(312)	(581)	(1,479)
Deferred tax assets increase	(3,251)	(9,052)	(13)
Balance at the end of the period	<u>\$ 40,436</u>	<u>\$ 40,070</u>	<u>\$ 45,255</u>

The following table reflects changes in the unrecognized tax benefits since January 1, 2018:

(in thousands)	Years ended December 31,	
	2019	2018
Gross amount of unrecognized tax benefits as of the beginning of the period	\$ 1,931	\$ 1,673
Increases related to prior year tax provisions	—	7
Decreases related to prior year tax provisions	(78)	—
Increases related to current year tax provisions	398	251
Gross amount of unrecognized tax benefits as of the end of the period	<u>\$ 2,251</u>	<u>\$ 1,931</u>

As a result of the Company's historical losses and related valuation allowances, the Company has recorded substantially all of the uncertain tax amounts above as reductions to deferred tax assets which are subject to a full valuation allowance in its consolidated balance sheet with an insignificant portion recorded in other long-term liabilities. The Company recognizes interest and penalties relating to uncertain tax positions in income tax expense. As the Company is not currently under examination, it is reasonable to assume that the balance of gross unrecognized tax benefits will likely not change in the next twelve months.

The Company files income tax returns in the United States on a federal basis and in various states. The Company is not currently under any international or any United States federal, state and local income tax examinations for any taxable years. All of the Company's net operating losses and research credit carryforwards prior to 2019 are subject to tax authority adjustment and all years after 2012 are still subject to the tax authority examinations.

The 2017 tax reform legislation provides for a one-time "deemed repatriation" of accumulated foreign earnings for the year ended December 31, 2017. The Company does not expect to pay U.S. federal cash taxes on the deemed repatriation due to its historical net operating loss for tax purposes. The Company does not expect that the future foreign earnings will be subject to U.S. federal income tax since the Company intends to continue reinvesting such earnings outside the U.S. indefinitely. On December 22, 2017, the SEC issued Staff Accounting Bulletin 118 ("SAB 118"), which provides guidance on accounting for tax effects of the Tax Act. SAB 118's measurement period closed on December 22, 2018, one year from the Tax Act enactment. The Company completed its accounting for the impact of the Tax Act and there were no subsequent revisions from the provisional amounts recorded in the prior year financial statements.

14. Quarterly results of operations (unaudited)

The following tables present certain unaudited consolidated quarterly financial information for each of the eight quarters ended December 31, 2019. This quarterly information has been prepared on the same basis as the consolidated financial statements and includes all adjustments necessary to state fairly the information for the periods presented.

(In thousands, except per share data)

2019	Quarters Ended			
	March 31,	June 30,	September 30,	December 31,
Total revenue	\$ 35,309	\$ 44,759	\$ 50,781	\$ 49,652
Gross profit	\$ 19,685	\$ 27,016	\$ 31,888	\$ 30,510
Net income (loss)	\$ (11,735)	\$ (4,857)	\$ 298	\$ (1,686)
Net income (loss) attributable to common stockholders	\$ (11,735)	\$ (4,857)	\$ 298	\$ (1,686)
Net income (loss) per share attributable to common stockholders:				
Basic	\$ (0.38)	\$ (0.16)	\$ 0.01	\$ (0.05)
Diluted	\$ (0.38)	\$ (0.16)	\$ 0.01	\$ (0.05)
Weighted average shares used to compute net income (loss) per share attributable to common stockholders:				
Basic	30,800	31,242	31,459	31,579
Diluted	30,800	31,242	31,944	31,579

2018	Quarters Ended			
	March 31,	June 30,	September 30,	December 31,
Total revenue	\$ 40,242	\$ 42,686	\$ 47,822	\$ 48,880
Gross profit	\$ 23,901	\$ 25,651	\$ 31,138	\$ 31,197
Net income (loss)	\$ (4,770)	\$ (3,554)	\$ (249)	\$ (1,101)
Net income (loss) attributable to common stockholders	\$ (4,770)	\$ (3,554)	\$ (249)	\$ (1,101)
Net loss per share attributable to common stockholders:				
Basic and Diluted	\$ (0.24)	\$ (0.26)	\$ (0.01)	\$ (0.04)
Weighted average shares used to compute net loss per common share:				
Basic and diluted	29,476	29,867	29,861	30,592

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of December 31, 2019, we carried out an evaluation under the supervision of, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2019.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in the 2013 version of the Internal Control - Integrated Framework issued

by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2019 based on these criteria.

The effectiveness of our internal control over financial reporting as of December 31, 2019, has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears herein

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the three months ended December 31, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting

In designing and evaluating the disclosure controls and procedures and internal controls over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required for this Item 10 is incorporated by reference from our Proxy Statement to be filed in connection with our 2020 Annual Meeting of Stockholders.

Item 11. Executive Compensation

The information required for this Item is incorporated by reference from our Proxy Statement to be filed for our 2020 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required for this Item is incorporated by reference from our Proxy Statement to be filed for our 2020 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required for this Item is incorporated by reference from our Proxy Statement to be filed for our 2020 Annual Meeting of Stockholders.

Item 14. Principal Accounting Fees and Services

The information required for this Item is incorporated by reference from our Proxy Statement to be filed for our 2020 Annual Meeting of Stockholders.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

1. Financial Statements:

The financial statements filed as part of this report are listed in the “Index to Financial Statements” under Part II, Item 8 of this report.

2. Financial Statement Schedule:

All schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or Notes to Consolidated Financial Statements under Item 8.

3. Exhibits:

EXHIBIT INDEX

Exhibit Number	Exhibit title	Incorporated by reference				Filed herewith
		Form	File No.	Date	Number	
3.01	Restated Certificate of Incorporation of the Registrant.	S-1	333-183546	August 24, 2012	3.01	
3.02	Restated Bylaws of Vocera Communications, Inc., as amended October 26, 2016.	8-K	001-35469	October 31, 2016	3.01	
4.01	Amended and Restated Investor Rights Agreement, dated as of October 10, 2006, by and among the Registrant and certain investors of the Registrant.	S-1	333-175932	August 1, 2011	4.02	
4.02	Indenture dated May 17, 2018 by and among the Registrant and U.S. Bank National Association.	8-K	011-35469	May 17, 2018	4.01	
4.03	Description of the Registrant's Securities					X
10.01	Forms of Indemnity Agreement by and between the Registrant and each of its directors and executive officers.	S-1	333-175932	August 1, 2011	10.01	
10.02+	2006 Stock Option Plan, as amended, and form of stock option agreement.	S-1(A2)	333-175932	February 24, 2012	10.03	
10.03+	2012 Equity Incentive Plan and forms of equity award agreements.	8-K	001-35460	June 6, 2018	10.01	
10.04+	2012 Employee Stock Purchase Plan.	S-1(A3)	333-175932	March 13, 2012	10.05	
10.05+	Form of Option Agreement dated July 31, 2007, by and between the Registrant and each of Brent Lang and Robert Zollars.	S-1	333-175932	August 1, 2011	10.06	
10.06+	2010 Stock Option Agreement to purchase common stock, dated as of November 3, 2010, issued by the Registrant to DS Consulting Associates, LLC and 2011 Stock Option Agreement to purchase common stock, dated as of November 3, 2010 issued by the Registrant to DS Consulting Associates, LLC.	S-1	333-175932	August 1, 2011	10.07	
10.07+	2016 Equity Inducement Plan.	10-Q	001-35469	November 7, 2016	10.02	
10.08+	Form of Global Agreements under the 2016 Equity Inducement Plan.	10-Q	001-35469	November 7, 2016	10.04	
10.09	Lease Agreement, dated as of September 26, 2007, by and between 525 Race Street, LLC and the Registrant, as amended on February 17, 2011.	S-1	333-175932	August 1, 2011	10.11	

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10.10†	Original Equipment Manufacturer Agreement, dated as of April 25, 2002, by and between Nuance Communications, Inc. and the Registrant, as amended through April 4, 2006.	S-1	333-175932	August 1, 2011	10.13	
10.11†	Contract Manufacturing Agreement, dated as of June 7, 2010, by and between SMTC Corporation and the Registrant.	S-1	333-175932	August 1, 2011	10.14	
10.12+	Form of Change of Control Severance Agreement by and between the Registrant and each of its executive officers.	S-1(A2)	333-175932	February 24, 2012	10.15	
10.13+	Form of non-plan Restricted Stock Purchase Agreement for non-employee directors.	S-1(A2)	333-175932	February 24, 2012	10.17	
10.14	Second Amendment to Lease, dated April 20, 2015, by and between the Registrant and 525 Race Street, LLC	10-Q	001-35469	August 6, 2015	10.01	
10.15	Membership Interest Purchase Agreement, dated October 27, 2016 by and among the Registrant, each of the members of Extension, LLC and the Sellers Representative named therein.	10-Q	001-35469	November 7, 2016	10.01	
10.16	Form of Base Capped Call Confirmation	8-K	001-35469	May 17, 2018	99.1	
10.17	Form of Additional Capped Call Confirmation	8-K	001-35469	May 17, 2018	99.2	
21.01	List of subsidiaries.					X
23.01	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
24.01	Power of Attorney (included on signature page).					X
31.01*	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.02*	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X

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101.INS	Inline XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	X
101.SCH	Inline XBRL Taxonomy Schema Linkbase Document	X
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document	X
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Labels Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document	X
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	X

+ Indicates management contract or compensatory plan or arrangement.

† Portions of have been granted confidential treatment by the SEC.

* This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VOCERA COMMUNICATIONS, INC.

Date: February 26, 2020

By: /s/ Brent D. Lang

Brent D. Lang
Chief Executive Officer
(Principal Executive Officer)

Date: February 26, 2020

By: /s/ Justin R. Spencer

Justin R. Spencer
Chief Financial Officer
(Principal Accounting and Financial Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brent D. Lang, Justin R. Spencer and Douglas A. Carlen, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

Signature	Title	Date
<hr/> <i>/s/ Brent D. Lang</i> Brent D. Lang	Chief Executive Officer (Principal Executive Officer)	February 26, 2020
<hr/> <i>/s/ Justin R. Spencer</i> Justin R. Spencer	Chief Financial Officer (Principal Accounting and Financial Officer)	February 26, 2020
<hr/> <i>/s/ Michael Burkland</i> Michael Burkland	Director	February 26, 2020
<hr/> <i>/s/ Julie Iskow</i> Julie Iskow	Director	February 26, 2020
<hr/> <i>/s/ Howard E. Janzen</i> Howard E. Janzen	Director	February 26, 2020
<hr/> <i>/s/ Alexa King</i> Alexa King	Director	February 26, 2020
<hr/> <i>/s/ John N. McMullen</i> John N. McMullen	Director	February 26, 2020
<hr/> <i>/s/ Sharon O'Keefe</i> Sharon O'Keefe	Director	February 26, 2020
<hr/> <i>/s/ Ronald A. Paulus</i> Ronald A. Paulus	Director	February 26, 2020
<hr/> <i>/s/ Bharat Sundaram</i> Bharat Sundaram	Director	February 26, 2020

DESCRIPTION OF SECURITIES

The following is a summary of our capital stock and certain provisions of our Restated Certificate of Incorporation (“Certificate of Incorporation”) and Restated Bylaws (“Bylaws”). This summary does not purport to be complete and is qualified in its entirety by the provisions of our Certificate of Incorporation and our Bylaws, which are included as exhibits to our most recent Annual Report on Form 10-K, and to the applicable provisions of the Delaware General Corporation Law.

General

We are authorized to issue 105,000,000 shares of all classes of capital stock, of which 100,000,000 shares are common stock, \$0.0003 par value per share, and 5,000,000 shares are preferred stock, \$0.0003 par value per share. Our capital is stated in U.S. dollars.

Common Stock

The holders of our common stock are entitled to receive such dividends or distributions as are lawfully declared on our common stock, to have notice of any authorized meeting of stockholders, and to one vote for each share of our common stock on all matters which are properly submitted to a vote of stockholders. As a Delaware corporation, we are subject to statutory limitations on the declaration and payment of dividends. In the event of a liquidation, dissolution or winding up of our company, holders of our common stock have the right to a ratable portion of assets remaining after satisfaction in full of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock. The holders of our common stock have no conversion, redemption, preemptive or cumulative voting rights.

Preferred Stock

No shares of our preferred stock are issued and outstanding and no such shares were subject to outstanding options or other rights to purchase or acquire. However, shares of preferred stock may be issued in one or more series from time to time by our board of directors, and the board of directors is expressly authorized to fix by resolution or resolutions the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the shares of each series of preferred stock. Subject to the determination of our board of directors, any shares of our preferred stock that may be issued in the future would generally have preferences over our common stock with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up.

Anti-Takeover Effect of Unissued Shares of Capital Stock

Common Stock. Our shares of authorized and unissued common stock are available for future issuance without additional stockholder approval. While these additional shares are not designed to deter or prevent a change of control, under some circumstances we could use the additional shares to create voting impediments or to frustrate persons seeking to effect a takeover or otherwise gain control by, for example, issuing those shares in private placements to purchasers who might side with our board of directors in opposing a hostile takeover bid.

Preferred Stock. Our certificate of incorporation grants our board of directors the authority, without any further vote or action by our stockholders, to issue preferred stock in one or more series and to fix the number of shares constituting any such series and the preferences, limitations and relative rights, including dividend rights, dividend rate, voting rights, terms of redemption, redemption price or prices, conversion rights and liquidation preferences of the shares constituting any series. The existence of authorized but unissued preferred stock could reduce our attractiveness as a target for an unsolicited takeover bid since we could, for example, issue shares of preferred stock to parties who might oppose such a takeover bid or shares that contain terms the potential acquirer may find unattractive. This may have the effect of delaying or preventing a change in control, may discourage bids for the common stock at a premium over the market price of the common stock, and may adversely affect the market price of, and the voting and other rights of the holders of, common stock.

Anti-Takeover Provisions

The provisions of Delaware law, our restated certificate of incorporation and our restated bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of our company.

Delaware Law

We are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. This section prevents some Delaware corporations, including us, from engaging, under some circumstances, in a business combination, which includes a merger or sale of at least 10% of the corporation's assets with any interested stockholder,

meaning a stockholder who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of the corporation's outstanding voting stock, unless:

- prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced; or
- at or subsequent to such time that the stockholder became an interested stockholder, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders by at least two-thirds of the outstanding voting stock not owned by the interested stockholder.

A Delaware corporation may “opt out” of these provisions with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or bylaws resulting from a stockholders' amendment approved by at least a majority of the outstanding voting shares. We have not and do not plan to “opt out” of these provisions. The statute could prohibit or delay mergers or other takeover or change in control attempts and, accordingly, may discourage attempts to acquire us.

Restated Certificate of Incorporation and Restated Bylaw Provisions

Our restated certificate of incorporation and our restated bylaws include a number of provisions that may have the effect of deterring hostile takeovers or delaying or preventing changes in control, including the following:

- *Board of Directors Vacancies.* Our restated certificate of incorporation and restated bylaws authorize generally only our board of directors to fill vacant directorships. In addition, the number of directors constituting our board of directors may be set only by resolution adopted by a majority vote of our entire board of directors. These provisions prevent a stockholder from increasing the size of our board of directors and gaining control of our board of directors by filling the resulting vacancies with its own nominees.
 - *Classified Board.* Our restated certificate of incorporation and restated bylaws provide that our board is classified into three classes of directors. The existence of a classified board could delay a successful tender offeror from obtaining majority control of our board of directors, and the prospect of that delay might deter a potential offeror.
 - *Stockholder Action.* Our restated certificate of incorporation provides that our stockholders may not take action by written consent, but may only take action at annual or special meetings of our stockholders. Stockholders will not be permitted to cumulate their votes for the election of directors. Our restated bylaws further provide that special meetings of our stockholders may be called only by a majority of our board of directors, the chairman of our board of directors, our chief executive officer or our president.
 - *Advance Notice Requirements for Stockholder Proposals and Director Nominations.* Our restated bylaws provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at our annual meeting of stockholders. Our restated bylaws also specify certain requirements regarding the form and content of a stockholder's notice. These provisions may preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders.
 - *No Cumulative Voting.* The Delaware General Corporation Law provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless a corporation's certificate of incorporation provides otherwise. Our restated certificate of incorporation and restated bylaws do not provide for cumulative voting.
 - *Directors Removed Only for Cause.* Our restated certificate of incorporation provides that stockholders may remove directors only for cause and only by the affirmative vote of holders of at least two-thirds of our then-outstanding shares of capital stock permitted to vote on the election of directors; however, our restated bylaws further provide that if the votes cast for any director nominee's election do not exceed the votes cast against such nominee's election the director must immediately tender his or her resignation and, following the recommendation of the governance and nominating Committee, the board shall act upon such resignation within 30 days following the stockholder vote.
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- *Issuance of Undesignated Preferred Stock.* Our restated certificate of incorporation provides our board of directors with the authority, without further action by the stockholders, to issue up to 5,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by the board of directors. The existence of authorized but unissued shares of preferred stock enables our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise.
- *Choice of Forum.* Our restated bylaws provide that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our restated certificate of incorporation or our restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A.

Listing

Our common stock is quoted on the New York Stock Exchange under the trading symbol “VCRA.”

LIST OF SUBSIDIARIES
VOCERA COMMUNICATIONS, INC.

Vocera Communications UK Ltd. (United Kingdom)

Vocera Communications Australia Pty Ltd. (Australia)

Vocera Canada, Ltd. (Canada)

Vocera Communications India Private Limited

Vocera Communications Middle East FZ LLC

Extension, LLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-222457 on Form S-3 and in Registration Statements Nos. 333-180417, 333-186818, 333-194632, 333-202705, 333-210173, 333-216717, 333-223454 and 333-229909 on Form S-8 of our reports dated February 26, 2020, relating to the consolidated financial statements of Vocera Communications, Inc. and its subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 26, 2020

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY
ACT OF 2002**

I, Brent D. Lang, certify that:

1. I have reviewed this Quarterly Report on Form 10-K of Vocera Communications, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2020

/s/ Brent D. Lang

Brent D. Lang

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY
ACT OF 2002**

I, Justin R.Spencer, certify that:

1. I have reviewed this Quarterly Report on Form 10-K of Vocera Communications, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2020

/s/ Justin R. Spencer

Justin R. Spencer

Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Brent D. Lang, Chief Executive Officer of Vocera Communications, Inc. (the "Company"), and Justin R. Spencer, Chief Financial Officer of the Company, each hereby certifies that, to his knowledge:

1. The Company's Quarterly Report on Form 10-K for the year ended December 31, 2019, to which this Certification is attached as Exhibit 32.01 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In Witness Whereof, the undersigned have set their hands hereto as of the 26th day of February 2020.

/s/ Brent D. Lang

Brent D. Lang
Chief Executive Officer

/s/ Justin R. Spencer

Justin R. Spencer
Chief Financial Officer