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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

GABRIEL ESPINOZA,
Plaintiff,

vs.

VOCERA COMMUNICATIONS, INC.,
JOHN N. MCMULLEN, SHARON L.
O'KEEFE, MIKE BURKLAND,
RONALD A. PAULUS, BHARAT
SUNDARAM, JULIE ISKOW, BRENT D.
LANG, ALEXA KING, and HOWARD E.
JANZEN,

Defendants.

Case No.:

Complaint For:

- (1) Breach of Fiduciary Duties
- (2) Aiding and Abetting Breach of Fiduciary Duties
- (3) Violation of § 14 (e) of the Securities Exchange Act of 1934
- (4) Violation of § 14 (d) of the Securities Exchange Act of 1934
- (5) Violation of § 20(a) of the Securities Exchange Act of 1934

JURY TRIAL DEMANDED

Plaintiff, Gabriel Espinoza (“Plaintiff”), by and through his attorneys, alleges upon information and belief, except for those allegations that pertain to him, which are alleged upon personal knowledge, as follows:

SUMMARY OF THE ACTION

1. Plaintiff brings this stockholder action against Vocera Communications, Inc. (“Vocera” or the “Company”) and the Company’s Board of Directors (the “Board” or the “Individual Defendants,” collectively with the Company, the “Defendants”), for breaches of fiduciary duty and for violations of Sections 14(e), 14(d) and 20(a) of the Securities and Exchange

1 Act of 1934 (the “Exchange Act”) as a result of Defendants’ efforts to sell the Company to Stryker
2 Corporation, Inc. (“Parent”) through merger vehicle Voice Merger Sub Corp. (“Merger Sub”)
3 (collectively with “Parent,” “Stryker”) as a result of an unfair process, and to enjoin an upcoming
4 tender off on a proposed all cash transaction (the “Proposed Transaction”).

5 2. The terms of the Proposed Transaction were memorialized in a January 6, 2022,
6 filing with the Securities and Exchange Commission (“SEC”) on Form 8-K attaching the definitive
7 Agreement and Plan of Merger (the “Merger Agreement”). Under the terms of the Merger
8 Agreement, Stryker will acquire all of the remaining outstanding shares of Vocera’ common stock
9 at a price of \$79.25 per share in cash. As a result, Vocera will become an indirect wholly-owned
10 subsidiary of Stryker.

11 3. Thereafter, on January 25, 2022, Vocera filed a Solicitation/Recommendation
12 Statement on Schedule 14D-9 (the “Recommendation Statement”) with the SEC in support of the
13 Proposed Transaction.

14 4. In approving the Proposed Transaction, the Individual Defendants have breached
15 their fiduciary duties of loyalty, good faith, due care and disclosure by, *inter alia*, (i) agreeing to
16 sell Vocera without first taking steps to ensure that Plaintiff in his capacity as a public Company
17 stockholder would obtain adequate, fair and maximum consideration under the circumstances; and
18 (ii) engineering the Proposed Transaction to benefit themselves and/or Vocera without regard for
19 Plaintiff in his capacity as a public Company stockholder. Accordingly, this action seeks to enjoin
20 the Proposed Transaction and compel the Individual Defendants to properly exercise their
21 fiduciary duties to Plaintiff in his capacity as a public Company stockholder.

22 5. Next, it appears as though the Board has entered into the Proposed Transaction to
23 procure for itself and senior management of the Company significant and immediate benefits with
24 no thought to Plaintiff as a public stockholder. For instance, pursuant to the terms of the Merger
25 Agreement, upon the consummation of the Proposed Transaction, Company Board Members and
26 executive officers will be able to exchange all Company equity awards for the merger
27 consideration.

28

1 6. In violation of the Exchange Act, Defendants caused to be filed the materially
2 deficient Recommendation Statement on January 25, 2022, with the SEC in an effort to solicit
3 stockholders, including Plaintiff, to tender their Vocera shares in favor of the Proposed
4 Transaction. The Recommendation Statement is materially deficient, deprives Plaintiff of the
5 information necessary to make an intelligent, informed and rational decision of whether to tender
6 in favor of the Proposed Transaction, and is thus in violation of the Exchange Act. As detailed
7 below, the Recommendation Statement omits and/or misrepresents material information
8 concerning, among other things: (a) the sales process and in particular certain conflicts of interest
9 for management; (b) the financial projections for Vocera, provided by Vocera to the Company's
10 financial advisors Evercore Group, L.L.C. ("Evercore"); and (c) the data and inputs underlying the
11 financial valuation analyses, if any, that purport to support the fairness opinions created by
12 Evercore and provided to the Company and the Board.

13 7. Accordingly, this action seeks to enjoin the Proposed Transaction.

14 8. Absent judicial intervention, the Proposed Transaction will be consummated,
15 resulting in irreparable injury to Plaintiff. This action seeks to enjoin the Proposed Transaction.

16 **PARTIES**

17 9. Plaintiff is a citizen of California and, at all times relevant hereto, has been a Vocera
18 stockholder.

19 10. Defendant Vocera provides secure, integrated, and intelligent communication and
20 workflow solutions that empowers mobile workers in healthcare, hospitality, retail, energy,
21 education, and other mission-critical mobile work environments in the United States and
22 internationally. Vocera is incorporated under the laws of the State of Delaware and has its principal
23 place of business at 525 Race Street, San Jose, CA. Shares of Vocera common stock are traded
24 on the New York Stock Exchange under the symbol "VCRA."

25 11. Defendant John N. McMullen ("McMullen") has been a Director of the Company
26 at all relevant times.

27 12. Defendant Sharon L. O'Keefe ("O'Keefe") has been a director of the Company
28

1 at all relevant times.

2 13. Defendant Mike Burkland (“Burkland”) has been a director of the Company at
3 all relevant times.

4 14. Defendant Ronald A. Paulus (“Paulus”) has been a director of the Company at
5 all relevant times.

6 15. Defendant Bharat Sundaram (“Sundaram”) has been a director of the Company at
7 all relevant times.

8 16. Defendant Julie Iskow (“Iskow”) has been a director of the Company at all relevant
9 times.

10 17. Defendant Brent D. Lang (“Lang”) has been a director of the Company at all
11 relevant times. In addition, Lang serves as the Company’s Chief Executive Officer (“CEO”).

12 18. Defendant Alexa King (“King”) has been a director of the Company at all relevant
13 times.

14 19. Defendant Howard E. Janzen (“Janzen”) has been a director of the Company at all
15 relevant times.

16 20. Defendants identified in ¶¶ 10 - 19 are collectively referred to as the “Individual
17 Defendants.”

18 21. Non-Party Parent is a Stryker Corporation operates as a medical technology
19 company. Parent was founded in 1941 and is headquartered in Kalamazoo, Michigan. Shares of
20 Parent common stock are traded on the New York Stock Exchange under the symbol “SYK”.

21 22. Non-Party Merger Sub is a wholly owned subsidiary of Parent created to effectuate
22 the Proposed Transaction.

23 **JURISDICTION AND VENUE**

24 23. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange
25 Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges
26 violations of Sections 14(a) and 20(a) of the Exchange Act. This action is not a collusive one to
27 confer jurisdiction on a court of the United States, which it would not otherwise have. The Court
28

1 has supplemental jurisdiction over any claims arising under state law pursuant to 28 U.S.C. § 1367.

2 24. Personal jurisdiction exists over each defendant either because the defendant
3 conducts business in or maintains operations in this District or is an individual who is either present
4 in this District for jurisdictional purposes or has sufficient minimum contacts with this District as
5 to render the exercise of jurisdiction over defendant by this Court permissible under traditional
6 notions of fair play and substantial justice.

7 25. Venue is proper in this District pursuant to 28 U.S.C. § 1391, because Vocera
8 maintains its principal offices in this district, and each of the Individual Defendants, as Company
9 officers or directors, has extensive contacts within this District.

10 **THE INDIVIDUAL DEFENDANTS' FIDUCIARY DUTIES**

11 26. By reason of the Individual Defendants' positions with the Company as officers
12 and/or directors, said individuals are in a fiduciary relationship with Vocera and owe the public
13 stockholders of the Company, including Plaintiff, the duties of due care, loyalty, and good faith.

14 27. By virtue of their positions as directors and/or officers of Vocera, the Individual
15 Defendants, at all relevant times, had the power to control and influence, and did control and
16 influence and cause Vocera to engage in the practices complained of herein.

17 28. Each of the Individual Defendants are required to act with due care, loyalty, good
18 faith and in the best interests of the Company public stockholders including Plaintiff. To diligently
19 comply with these duties, directors of a corporation must:

- 20 a. act with the requisite diligence and due care that is reasonable under the
21 circumstances;
- 22 b. act in the best interest of the Company and its public stockholders,
23 including Plaintiff;
- 24 c. use reasonable means to obtain material information relating to a given
25 action or decision;
- 26 d. refrain from acts involving conflicts of interest between the fulfillment
27 of their roles in the Company and the fulfillment of any other roles or
28

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