BROADVISION INC
Form 10-K/A
April 29, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K/A

(Amendment No. 1)

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(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, 2018

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 001-34205

BROADVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-3184303 (I.R.S. Employer Identification No.)
460 Seaport Blvd, Suite 102 Redwood City, California (Address of principal executive offices)	94063 (Zip code)

(650) 331-1000

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:
Title of Each Class

Common Stock, $0.0001 par value per share	Name of Exchange on Which Registered
	The Nasdaq Stock Market LLC
	(Nasdaq Capital Market)

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 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).

Yes No

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. See the definitions of “large accelerated filer,” “accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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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 Act).

Yes No

As of June 30, 2018, based on the closing sales price of the registrant's common stock on The Nasdaq Capital Market, 3,309,720 shares of the registrant's common stock having an aggregate market value of approximately $6,520,148 were held by non-affiliates. For purposes of the above statement only, all directors and executive officers of the registrant are assumed to be affiliates.

As of March 31, 2019, the registrant had 5,058,601 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Form 10-K/A") to the Annual Report on Form 10-K of BroadVision, Inc. for the fiscal year ended December 31, 2018, filed with the Securities and Exchange Commission (the "SEC") on April 1, 2019 (the "Original 10-K") is being filed solely for the purpose of including the information required by Part III of Form 10-K as well as to update certain of the information included on the cover page of the Original 10-K.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with this Form 10-K/A, the Company's Chief Executive Officer and Interim Chief Financial Officer is providing Rule 13a-14(a) certifications as included herein. Accordingly, Item 15 of Part IV has also been amended to reflect the filing of these new certifications and to update certain other exhibits.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original 10-K. Furthermore, this Form 10-K/A does not change any previously-reported financial results. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time the Original 10-K was filed.

BROADVISION, INC.

ANNUAL REPORT ON FORM 10-K/A

YEAR ENDED DECEMBER 31, 2018

Amendment No. 1

TABLE OF CONTENTS

References in this prospectus to "we", "us" and "our" refer to BroadVision, Inc. and its subsidiaries, including its consolidated variable interest entity, Vmoso, Inc. (“VMSO”). BroadVision, Clearvale, the Clearvale logo, and Interleaf are our or VMSO’s registered trademarks in the United States and/or other countries. Trademarks, service marks and trade names of other companies appearing in this report are the property of their respective holders

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

DIRECTORS

The following table sets forth information about our directors. The respective age of each individual in the table below is as of the date of this report:

Name	Age	Position
Pehong Chen	61	Chairman, President, Chief Executive Officer and Interim Chief Financial Officer
James D. Dixon(1)(2)	75	Director
Robert Lee(1)(2)(3)	70	Director
François Stieger(1)(3)	69	Director

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nominating and Corporate Governance Committee.

The following sets forth biographical information with respect to our directors:

Pehong Chen has served as our Chairman of the Board, Chief Executive Officer and President since our incorporation in May 1993, and as our Interim Chief Financial Officer since Peter Chu's resignation in March 2018. Dr. Chen also served as our Interim Chief Financial Officer during the period between William Meyer's departure in June 2006 and Shin-Yuan Tzou's appointment as Chief Financial Officer in January 2008. From 1992 to 1993, Dr. Chen served as the Vice President of Multimedia Technology at Sybase, Inc., a supplier of client-server software products. Dr. Chen founded and, from 1989 to 1992, served as President of Gain Technology, Inc., a provider of multimedia applications development systems, which was acquired by Sybase, Inc. Dr. Chen served on the board of directors of Sina Corporation from March 1999 through December 2015. Dr. Chen currently serves on the board of directors of Weibo Corporation, which he joined in January 2016. He received a B.S. in Computer Science from National Taiwan University, an M.S. in Computer Science from Indiana University and a Ph.D. in Computer Science from the University of California at Berkeley. We believe Dr. Chen's qualifications to sit on our Board of Directors include his decades of experience in the technology industry, including as our founder, and our Chairman, President and Chief Executive Officer for the past 20 years. We also believe that Dr. Chen's extensive experience with the Company brings necessary historical knowledge, industry experience and continuity to the board.

James D. Dixon has served as one of our directors since January 2003. Prior to his retirement from Bank of America in January 2002, Mr. Dixon served as an executive with bankofamerica.com. From September 1998 to February 2000, Mr. Dixon was Group Executive and Chief Information Officer of Bank of America Technology & Operations. From 1990 to 1998, before the merger of NationsBank Corporation and BankAmerica Corporation, Mr. Dixon was President of NationsBank Services, Inc. From 1986 to 1990, he also served as Chief Financial Officer for Citizens and Southern Bank/Sovran, a predecessor company to NationsBank. Mr. Dixon holds a B.A. from Florida State University, a J.D. from the University of Florida School of Law, and he is a graduate of the executive M.B.A. program at Stanford University. Mr. Dixon also previously served on the board of directors of CheckFree Corporation, a provider of financial electronic commerce services and products, 724 Solutions Inc., a provider of mobile internet, mobile broadband and IP messaging solutions and Rare Hospitality International, Inc., a restaurant operator and franchisor. Mr. Dixon's employment within the technology sector of the banking industry and his leadership role with several major national corporations give him the background to provide strategic financial guidance and leadership to the Company and the Board. Additionally, his extensive service on other boards of directors in the technology industry gives him substantial insight into the issues that arise in a technology-based business.

Robert Lee has served as one of our directors since August 2004. Mr. Lee was a corporate Executive Vice President and President of Business Communications Services at Pacific Bell, where he established two new subsidiaries: Pacific Bell Internet Services and Pacific Bell Network Integration. During his 26 year career at Pacific Bell, Mr. Lee managed groups in operations, sales and marketing. Mr. Lee served as Executive Vice President of Marketing and Sales from 1987 to 1992. Mr. Lee previously served on the board of directors of Corinthian Colleges, which operates as a post-secondary education company in North America, and Blue Shield of California, which provides health insurance to members in California. Mr. Lee also previously served on the board of directors of Web.com, a provider of online marketing services for small businesses, from April 1999 until September 2007 and Netopia, a provider of voice and data solutions, from November 2001 until February 2007. Mr. Lee holds a B.S. in Electrical Engineering from the University of Southern California and an M.B.A. from the University of California at Berkeley. The Company believes that Mr. Lee's extensive operations, sales and marketing expertise make him a valuable member of the board. His executive experience, along with his experience serving on other boards and his historical knowledge of our company, give him the qualifications and skills to serve as a director.

François Stieger has served as one of our directors since August 2006. Mr. Stieger has served as CEO and as a board member of Panoptic Sarl, located in Switzerland, since March 2016. Mr. Stieger served as Vice President EMEA at Typesafe Switzerland LLC from October 2012 until March 2016. From January 2006 until October 2012, Mr. Stieger led Intentional Software's international group as CEO of Intentional Software International Sarl. From April 2003 until January 2006, Mr. Stieger was senior vice president and general manager for Europe, Middle East and Africa for Verisign, the leading provider of critical infrastructure security services for the Internet and telecommunication markets. Mr. Stieger was responsible for Verisign’s business throughout that region. Prior to joining Verisign, Mr. Stieger was a partner of Amadeus Capital, a leading

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European venture capital firm based in London. Mr. Stieger served as our Director, Worldwide Marketing Organization, from 1996 to 2001. While serving in that capacity, in 1996, he established our European operations. Under his management through mid-2001, these operations grew to more than 400 employees and US$104 million annual revenues. He was also personally involved in our initial public offering in June 1996, and our public offering on the Neuer Markt in Frankfurt in November 1999. From 1987-1992, as vice president, Mr. Stieger established and managed operations of Oracle Corporation for southern and central Europe. Mr. Stieger is a graduate of the University of Strasbourg's Institute of Technology. Mr. Steiger's experience as an executive of several international technology companies provides the board with a global perspective. Additionally, his experiences as a former Company executive provide him with a deep understanding of the Company that we believe to be valuable to the board.

EXECUTIVE OFFICERS

The following table sets forth information about our current executive officer. The respective age of the individual in the table below is as of the date of this report:

Name	Age	Position
Pehong Chen	60	Chairman, President, Chief Executive Officer, and Interim Chief Financial Officer

The biography for Dr. Chen appears earlier under the heading "Directors":

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and other equity securities. Directors, officers and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2018 all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

Code of Business Ethics and Conduct

We have adopted a Code of Business Ethics and Conduct (the “Code of Conduct”) that applies to all of our directors, officers and employees. The text of the Code of Conduct is posted on our website at www.broadvision.com. If we make any substantive amendment to the Code of Conduct or grant any waiver from a provision of the Code of Conduct to any executive officer or director, we intend to disclose the amendment or waiver on our website to the extent required by applicable rules and exchange requirements.

The Audit Committee

The Board of Directors has a separately designated standing Audit Committee. The Audit Committee is presently composed of three non-employee directors: Messrs. Dixon (Chairman), Lee and Stieger. The Board has determined that all members of our Audit Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards). The Board has determined that Mr. Dixon qualifies as an “audit committee financial expert,” as defined in applicable Securities and Exchange Commission (“SEC”) rules.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE FOR FISCAL 2018 AND 2017

The following table shows for the fiscal years ended December 31, 2018 and 2017, compensation paid to, or earned by, Dr. Pehong Chen, our Chief Executive Officer, President and Interim Chief Financial Officer, and Peter Chu, our former Chief Financial Officer and Vice President of Strategy and Product Management (the “Named Executive Officers”). Mr. Chu resigned as our Chief Financial Officer and Vice President of Strategy and Product Management in March 2018.

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We do not consider any officer or other employee of the Company or any subsidiary of the Company to be an executive officer of the Company.

Name and Principal Position	Year	Salary ($)	Bonus ($) (1)	Stock Awards ($)	Option Awards ($) (1)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($) (2)	Total
Pehong Chen, CEO, President and Interim CFO	2018	$ 350,000	$ –	$ –	$ –	$ –	$ –	$ 2,000	$ 352,000
	2017	$ 350,000	$ –	$ –	$ –	$ –	$ –	$ 2,000	$ 352,000
Peter Chu, Former CFO and VP of Strategy and Product Management	2018	$ 50,233	$ 3,500 (3)	$ –	$ –	$ –	$ –	$ -	$ 53,733
	2017	$ 200,000	$ 9,500(3)	$ –	$	$ –	$ –	$ 2,000	$ 211,500

(1) Represents the grant date fair value of stock options granted in the fiscal year, as calculated in accordance with FASB ASC Topic 718, using the Black-Scholes option valuation model. Assumptions used in the calculation of these amounts are included in the notes to our audited consolidated financial statements included in the Original 10-K. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the Named Executive Officers.

(2) Represents discretionary matching contributions under our 401(k) plan of $2,000 for Dr. Chen in each of 2017 and 2018 and of $2,000 and zero for Mr. Chu in 2017 and 2018, respectively.

(3) Represents discretionary cash bonuses based on Mr. Chu’s performance in the specified years.

Employment, Severance and Change in Control

Each Named Executive Officer serves or served at the discretion of our Board of Directors. Our Named Executive Officers are or were at-will employees and have not entered into written employment contracts with the Company. In connection with our employment practices, each executive officer is entitled to participate in our Amended and Restated 2006 Equity Incentive Plan (“2006 Equity Incentive Plan”) and to the benefits offered to other similarly situated employees as established by our Board of Directors from time to time.

Dr. Pehong Chen

Dr. Chen founded the Company in 1993 and has been our President and Chief Executive Officer since our founding. His base salary was set at $350,000 in 2002 and has not been increased or decreased since that time. In each of fiscal year 2017 and fiscal year 2018 the compensation committee decided not to change the base salary for Dr. Chen. Although we have been successful in controlling our expenses (which have been reduced through conscientious expense management and non-essential employee layoffs), the compensation committee did not feel that an increase in base salary or the grant of a stock or option award to Dr. Chen was appropriate given our operating performance. Additionally, the compensation committee has believed that a change in Dr. Chen's base salary or equity award is unnecessary to appropriately incentivize Dr. Chen, as his 31.9% ownership of the Company's common stock adequately incentivizes Dr. Chen to maximize stockholder value. The decisions with regard to Dr. Chen's salary were not based in any material respect on a comparison to a peer group.

Mr. Peter Chu

Mr. Chu joined the Company in October 2011 as Vice President of Strategy and Product Management. His initial base salary was set at $168,000 and he was eligible to receive a discretionary bonus of up to $40,000 a year based on a mixture of company and personal goals agreed upon by Mr. Chu and Dr. Chen on an annual basis. Each quarter, Dr. Chen determined the percentage of goals attained by Mr. Chu during the quarter and calculated the dollar value of the portion of the discretionary bonus to be paid for the quarter. Mr. Chu held the position of Chief Financial Officer and Vice President of Strategy and Product Management at the Company from July 2014 until his resignation in March 2018. In this role, Mr. Chu served as the Company's principal financial and accounting officer. On July 1, 2014, in connection with his role, Mr. Chu's annual salary was increased to $180,000 and he was eligible to receive an annual discretionary bonus of up to $20,000. In February 2015, at Dr. Chen's request, the compensation committee approved an increase in Mr. Chu's annual salary to $200,000 and a discretionary bonus of up to $20,000.

Stock Awards and Option Award7

Neither Dr. Chen nor Mr. Chu received any stock awards or option grants in fiscal years 2017 or 2018.

Perquisites

We maintain a 401(k) plan for our employees. Our Named Executive Officers are eligible to participate in the 401(k) plan on the same basis as our other employees. The 401(k) plan provides that each participant may defer eligible compensation subject to the statutory limit, which was $18,000 and $18,500 for each of calendar years 2017 and 2018, respectively. Participants that are 50 years or older can also make "catch-up" contributions, which for each of calendar years 2017 and 2018 was up to an additional $6,000, above the statutory limit. We also have a discretionary matching contribution feature for all employees participating in the 401(k) plan, including our Named Executive Officers. Discretionary matching contributions were made in January 2018 for the 2017 401(k) plan year and in January 2019 for the 2018 401(k) plan year. Each employee who participated in the 401(k) plan received up to a maximum of $2,000 in matching contributions provided that such employee was still employed by the Company as of the end of the applicable 401(k) plan year. Employees are immediately and fully vested in both their contributions and our matching contributions. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

Our health and insurance plans for our Named Executive Officers are the same plans that we provide to all employees. As with our other employees, our Named Executive Officers pay 20% of the health insurance premium due under each executive's respective health plans. We do not provide other perquisites such as life insurance premiums, country club memberships, use of jet aircraft, limousine service, estate or financial planning services to our Named Executive Officers. We do not provide pension arrangements or post-retirement health coverage for our executives, except in connection with the Severance Benefit Plan which is described below.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2018

Neither Dr. Chen, our Chief Executive Officer, President and Interim Chief Financial Officer, nor Mr. Chu, our former Chief Financial Officer, held any outstanding equity awards at December 31, 2018.

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PAYMENTS UNDER SEVERANCE BENEFIT PLAN

Severance Benefit Plan

On March 26, 2007, our Board approved our Severance Benefit Plan (the "Severance Plan") for certain of our eligible employees. The Severance Plan was amended on October 21, 2009 to alter the benefits accrual and caps on such accrual under the Severance Plan for certain eligible employees of the Company. The Severance Plan provides for the payment of certain benefits to employees if (i) the employee has been continuously employed by our company for a period of one year or more; (ii) if we terminate the employee's employment pursuant to (a) an involuntary termination without cause or (b) constructive termination within one month prior to or 24 months following a change of control; and (iii) we notify the employee in writing that he or she is eligible for participation in the Severance Plan. We, in our sole discretion, will determine whether employees are "eligible employees." Dr. Chen currently participates in the Severance Plan.

The Severance Plan provides for the following benefits:

No Change of Control

Designated eligible employees that experience an involuntary termination without cause that is not in connection with a change of control will receive a cash severance benefit in accordance with our then-current payroll practices as follows:

Employee Designation	Base	Accrual/Yr	Maximum
CEO	6.00 Mo.	1.00 Mo/Yr.	12.00 Mo.
EVP	3.00 Mo.	0.50 Mo/Yr.	6.00 Mo.
SVP	2.00 Mo.	0.50 Mo/Yr.	4.00 Mo.
VP	1.00 Mo.	0.50 Mo/Yr.	2.00 Mo.
All Other	0.50 Mo.	0.08 Mo./Yr.	1.00 Mo.

In addition, with respect to an eligible employee who is enrolled in a health, dental, or vision plan sponsored by the Company and who elects to continue coverage under such health, dental, or vision plan (or to convert to an individual policy), at the time of the eligible employee's termination of employment, the Company shall pay the portion of premiums for the eligible employee's health, dental and/or vision plan coverage, including coverage for the eligible employee's eligible dependents, that the Company paid prior to the eligible employee's termination of employment for the same number of months as such eligible employee is entitled to receive cash severance benefits as set forth above. Additionally, if an eligible employee elects to receive COBRA continuation coverage under the Company’s health plans, the Company's payment, if any, of applicable insurance premiums, will be credited as payment by the eligible employee for purposes of the eligible employee's payment required under COBRA.

Under the Severance Plan, because Dr. Chen is our Chief Executive Officer and Interim Chief Financial Officer, if Dr. Chen experiences an involuntary termination without cause that is not in connection with a change of control, Dr. Chen’s severance will consist of (i) payment of twelve months of his base salary and (ii) payment of the same portion of the premiums for continued medical and any other applicable health insurance coverage under COBRA as the Company paid prior to such termination for twelve months.

Change of Control

There are three categories of eligible employees covered in a change of control situation: Level I, Level II and Level III as hereinafter defined. Level I eligible employees are defined as those Company Executive Officers designated by the Compensation Committee as Level I eligible employees. Level II eligible employees are defined as those Non-Executive Company Officers who report directly to the Chief Executive Officer and who are designated by the Chief Executive Officer as Level II eligible employees. Level III eligible employees are defined as those Non-Executive Company Officers and Department Managers who report either directly to the Chief Executive Officer or to Level II eligible employees and who are designated by the Chief Executive Officer as Level III eligible employees. Dr. Chen is a Level I Eligible Employee and Mr. Chu was a Level III Eligible Employee.

Designated eligible employees who experience an involuntary termination without cause or constructive termination within one month prior to or 24 months following a change of control shall receive a cash severance benefit in accordance with our then-current payroll practices as follows:

Employee Level	Base (Number of Mo. Base Salary After 1 Year Tenure)	Accelerator (Number of Mo. Base Salary Accrued Per Each Yr. of Additional Tenure)	Maximum Years Tenure Accelerator Applied	Maximum Months Base Salary Accrual Allowed
Level I	9	1.25	12	24
Level II	6	1.00	9	15
Level III	3	0.75	8	9

The vesting and exercisability of unvested stock options held by an eligible employee that are outstanding as of the eligible employee’s termination date, beginning with the earliest unvested installments, shall be accelerated according to the following chart:

Employee Level	Base (Percentage of Unvested Stock Options Accelerated After 1 Year Tenure)	Accelerator (Percentage of Unvested Stock Options Accelerated Per Each Yr. of Additional Tenure)	Maximum (Total % of Unvested Stock Options Allowed to be Accelerated)
Level I	30%	7.8%	100%
Level II	25%	6.1%	80%
Level III	20%	4.4%	60%

In addition, with respect to an eligible employee who is enrolled in a health, dental, or vision plan sponsored by the Company and who elects to continue coverage under such health, dental, or vision plan (or to convert to an individual policy), at the time of the eligible employee's termination of employment, the Company shall pay the portion of premiums for the eligible employee's health, dental and/or vision plan coverage, including coverage for the eligible employee's eligible dependents, that the Company paid prior to the eligible employee's termination of employment as follows: Level I shall receive a continuation of benefits (as in effect immediately prior to termination) for up to a maximum of 24 months; Level II shall receive continuation of benefits (as in effect immediately prior to termination) for up to a maximum of 15 months; Level III shall receive continuation of benefits (as in effect immediately prior to termination) for up to a maximum of 9 months. Additionally, if an eligible employee elects to receive COBRA continuation coverage under the Company’s health plans, the Company's payment, if any, of applicable insurance premiums, will be credited as payment by the eligible employee for purposes of the eligible employee's payment required under COBRA.

Under the Severance Plan, if Dr. Chen experiences an involuntary termination without cause or constructive termination within one month prior to or 24 months following a change of control, Dr. Chen’s severance will consist of (i) payment of twenty-four months of his base salary; (ii) payment of the same portion of the premiums for continued medical and any other applicable health insurance coverage under COBRA as the Company paid prior to the change of control for 24 months; and (iii) the vesting of 100% of any unvested stock options held by Dr. Chen as of the date of his termination.

Definitions

For purposes of our Severance Plan, an "involuntary termination without cause" means an eligible employee's involuntary termination of employment by the Company for a reason other than cause.

For purposes of our Severance Plan, "cause" generally means the occurrence of one or more of the following: (1) the eligible employee's conviction of, or plea of no contest with respect to, any crime involving fraud, dishonesty or moral turpitude; (2) the eligible employee's attempted commission of or participation in a fraud or act of dishonesty against the Company that results in (or might have reasonably resulted in) material harm to the business of the Company; (3) the eligible employee's intentional, material violation of any contract or agreement between the eligible employee and the Company or any statutory duty the eligible employee owes to the Company; (4) the eligible employee's conduct that constitutes gross misconduct, insubordination, incompetence or habitual neglect of duties and that results in (or might have reasonably resulted in) material harm to the business of the Company; or (5) the eligible employee's persistent unsatisfactory performance of his or her job duties. The conduct described in (3), (4) or (5) above will only constitute “cause” if such conduct is not cured within 15 days after the eligible employee's receipt of written notice from the Company or our Board of Directors specifying the particulars of the conduct that may constitute “cause”.

For purposes of our Severance Plan, a "change of control" generally means the occurrence in a single transaction or in a series of related transactions of any one or more of the following events: (1) any person within the meaning of the Exchange Act becomes the owner, directly or indirectly, of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities other than by virtue of a merger, consolidation or similar transaction, other than any person who owns, as of the effective date of the Severance

Plan, securities of the Company representing more than 15% of the combined voting power of the Company's then outstanding securities; (2) the consummation of a merger, consolidation or similar transaction involving (directly or indirectly) the Company and, immediately after the consummation of such merger, consolidation or similar transaction, the stockholders of the Company immediately prior thereto do not own, directly or indirectly, outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving entity in such merger, consolidation or similar transaction or more than 50% of the combined outstanding voting power of the parent of the surviving entity in such merger, consolidation or similar transaction; (3) the stockholders of the Company approve or our Board of Directors approves a plan of complete dissolution or liquidation of the Company, or a complete dissolution or liquidation of the Company shall otherwise occur; or (4) there is consummated a sale, lease, license or other disposition of all or substantially all of the consolidated assets of the Company and its subsidiaries, other than a sale, lease, license or other disposition of all or substantially all of the consolidated assets of the Company and its subsidiaries to an entity, more than 50% of the combined voting power of the voting securities of which are owned by stockholders of the Company in substantially the same proportions as their ownership of the Company immediately prior to such sale, lease, license or other disposition.

For purposes of our Severance Plan, a "constructive termination" means a termination of employment by an eligible employee after one of the following occurs following a change of control without the eligible employee's express written consent: (1) a substantial reduction in the eligible employee's duties or responsibilities (and not simply a change in title or reporting relationships) in effect immediately prior to the effective date of the change of control; (2) a material reduction by the Company in the eligible employee's annual base salary, as in effect on the effective date of the change of control or as increased thereafter; (3) any failure by the Company to continue in effect any benefit plan or program, including incentive plans or plans with respect to the receipt of securities of the Company, in which the eligible employee was participating immediately prior to the effective date of the change of control, or the taking of any action by the Company that would adversely affect the eligible employee's participation in or reduce the eligible employee's benefits under such plans or deprive the eligible employee of any fringe benefit that he or she enjoyed immediately prior to the effective date of the change of control; (4) a relocation of the eligible employee's business office to a location more than 50 miles from the location at which the eligible employee performed his or her duties as of the effective date of the change of control, except for required travel by the eligible employee on the Company's business to an extent substantially consistent with his or her business travel obligations prior to the effective date of the change of control; or (5) a material breach by the Company of any provision of any material agreement between the eligible employee and the Company concerning the terms and conditions of the eligible employee's employment.

DIRECTOR COMPENSATION FOR FISCAL 2018

The following table shows for the fiscal year ended December 31, 2018 certain information with respect to the compensation of all non-employee directors of the Company:

Name(1)	Fees Earned or Paid in Cash	Stock Awards ($)(2)(3)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)

	($)						
James Dixon	$ -	$ 24,999	$ -	$ -	$ -	$ -	$ 24,999
Robert Lee	$ -	$ 19,999	$ -	$ -	$ -	$ -	$ 19,999
François Stieger	$ -	$ 19,999	$ -	$ -	$ -	$ -	$ 19,999

(1) Dr. Chen is not included in this table because, as our employee, he did not earn any additional compensation for his services as a director. The compensation earned by Dr. Chen as our employee is shown in the Summary Compensation Table above.

(2) The amounts reflect the grant date fair value of the stock awards granted in the 2018 fiscal year, as calculated in accordance with FASB ASC Topic 718. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by our directors.

(3) The aggregate number of stock awards and stock option awards for each non-employee director that were outstanding at December 31, 2018 are as follows:

Name	Number of Shares Subject to Outstanding Restricted Stock Awards (#)	Number of Shares Subject to Outstanding Options (#)
James Dixon	21,688	-
Robert Lee	17,350	-
François Stieger	17,350	-

Overview of Director Compensation and Procedures

We compensate non-employee members of our Board of Directors through grants of restricted Common Stock. We do not pay our non-employee directors any cash remuneration other than reimbursement of travel expenses and de minimus items.

Pursuant to the 2006 Equity Incentive Plan, in 2017 each non-employee director was granted restricted Common Stock in an amount equal to $20,000 ($25,000, in the case of the individual serving as the audit committee chairman as of immediately following the Annual Meeting) divided by the last trading price of the Company's Common Stock on the trading day immediately prior to the date of the annual meeting of stockholders as quoted on the principal trading market for the Common Stock. Each such grant vests over a one-year period measured from the date of the Annual Meeting, with one quarter of the shares included in each such grant vesting on each of the dates that are three months, six months, nine months and twelve months from the Annual Meeting, so long as the recipient continues to serve as a member of the Company's board. These restricted shares are granted at 100% of the fair market value of the Common Stock on the date of grant. The annual grants are discretionary and are granted upon action by our Board of Directors.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table provides certain information with respect to shares of our Common Stock that may be issued under our equity compensation plans in effect as of December 31, 2018:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights (a)	Weighted-Average Exercise Price of Outstanding Options and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders (1)	292,513(2)	$8.26	593,470 (4)
	--	--	72,625

Equity compensation plans not approved by security holders (3)			
Total	292,513	$8.26	666,095

(1) Consists of our Employee Stock Purchase Plan and our 2006 Equity Incentive Plan.

(2) Consists of 292,513 shares issuable upon exercise of options outstanding under our 2006 Equity Incentive Plan as of December 31, 2018.

(3) Consists of our 2000 Non-Officer Equity Incentive Plan (the "2000 Non-Officer Plan"), adopted in February 2000, under which shares of common stock may be issued to selected employees, consultants, and our affiliates who are not officers or directors. Under the 2000 Non-Officer Plan, we may grant non-statutory stock options at prices not less than 85% of the fair market value of our common stock at the date of grant. Options granted under the 2000 Non-Officer Plan generally vest over two years and are exercisable for not more than ten years.

(4) Includes 64,067 shares authorized for future issuance under our Employee Stock Purchase Plan as of December 31, 2018 and 529,403 shares of our Common Stock reserved for future issuance under our 2006 Equity Incentive Plan. There are 1,257 shares subject to purchase under our Employee Stock Purchase Plan during the current purchase period. On each January 1 through and including January 1, 2019, the number of authorized shares under our 2006 Equity Incentive Plan was automatically increased by the lesser of (i) four percent of the total number of outstanding shares of our Common Stock immediately prior to the increase and (ii) a number of shares such that, following the increase, the total number of shares that have been reserved for issuance under the 2006 Equity Incentive Plan equals 25% of the total number of outstanding shares of our Common Stock and (iii) a number of shares such that, following the increase, the total number of shares available for future issuance under the 2006 Equity Incentive Plan and not subject to outstanding stock awards equals 10% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year. On January 21, 2019, the Company's 2016 Equity Incentive Plan expired and no further grants may be made under the plan after such date.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of our Common Stock as of March 31, 2019 by: (a) each current director; (b) each of our Named Executive Officers; (c) all of our current executive officers and directors as a group; and (d) each person, or group of affiliated persons, known by us to beneficially own more than five percent of our Common Stock.

Beneficial Owner	Beneficial Ownership (1) Number of Shares (#)	Percent of Total (%)
5% Stockholders:		
Honu Holdings, LLC (2)	1,380,000	27.3 %
ESW Capital, LLC (3)	964,438	19.1 %
Marlin Capital Investments(4)	352,344	7.0 %
Named Executive Officers and Directors:		
Pehong Chen (5)	1,614,999	31.9 %
James D. Dixon	50,035	*
Robert Lee (6)	39,727	*
François Stieger	38,726	*
Peter Chu (7)	1,629	*
All Current Directors and Executive Officers as a group (4 persons)(8)	1,745,516	34.5 %

*Less than one percent

(1)This table is based upon information supplied by officers, directors and principal stockholders, Schedules 13D and 13G and Form 4s filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 5,058,601 shares outstanding as of March 31, 2019, adjusted as required by rules promulgated by the SEC. Unless otherwise indicated, the address of each of the named individuals is c/o BroadVision, Inc., 460 Seaport Court, Suite 102, Redwood City, California 94063.

(2)Dr. Chen, our Chairman, President, Chief Executive Officer and Interim Chief Financial Officer is the sole member of Honu Holdings, LLC and has sole voting and dispositive power over the reported shares. The address of Honu Holdings, LLC is 460 Seaport Court, Suite 102, Redwood City, California 94063.

(3)This information is derived solely from the Form 4 of ESW Capital, LLC, filed on May 16, 2016. The Form 4 reported that, as of May 12, 2016, Joseph Liemandt, the sole voting member of ESW Capital, LLC had sole voting and dispositive power with respect to all of the reported shares. The Form 4 further states that Mr. Liemandt disclaims beneficial ownership of the shares held by ESW Capital, LLC, except to the extent of his pecuniary interest therein. The address for each of ESW Capital, LLC and Joseph A. Liemandt is 401 Congress Avenue, Suite 2650, Austin, Texas 78701.

(4)This information is derived solely from the Schedule 13D of the following parties: Marlin Capital Investments, LLC and Barry Honig and Michael Brauser (each members of Marlin Capital Invesments LLC), filed pursuant to a joint filing agreement on January 30, 2015. The Schedule 13D reported that, as of January 30, 2015, Barry Honig, had sole voting and dispositive power with respect to 35,200 of the reported shares and shared voting and dispositive power over 144,909 of the reported shares, and that Michael Brauser had shared voting and dispositive power over 172,235 of the reported shares. The address of each of Marlin Capital Investments, LLC, Barry Honig and Michael Brauser is 4400 Biscayne Boulevard, Suite 850, Miami, Florida 33137.

(5)Includes all shares held by Honu Holdings, LLC discussed in footnote (2) and 234,999 shares held in trust by Dr. Chen and his wife for their benefit. Excludes 45,815 shares of Common Stock held in trust by independent trustees for the benefit of Dr. Chen's children.

(6)Includes 41 shares held in trust by Mr. Lee and his wife for their benefit.

(7)Mr. Chu resigned as our Chief Financial Officer in March 2018.

(8)Includes 56,388 shares subject to the vesting of restricted stock awards.

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ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Except as set forth below, since January 1, 2017, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or are a party in which the amount involved exceeds or exceeded $120,000 or 1% of the average of the Company's total assets at the end of the last two completed fiscal years and in which any director, executive officer or beneficial holder of more than 5% of any class of our voting securities or members of such person's immediate family had or will have a direct or indirect material interest other than as described below. It is our policy that future transactions between us and any of our directors, executive officers or related parties will be subject to the review and approval of our Audit Committee or other committee comprised of independent, disinterested directors.

VMSO

On January 2, 2019, we entered into a Series A Preferred Stock Purchase Agreement with VMSO for the purchase of 745,000 shares of VMSO's Series A Preferred Stock for a purchase price comprising the contribution of our intellectual property and other assets valued by our Board of Directors at $745,000. The contributed assets represent substantially all of the intellectual property and other assets relating to our Clearvale and Vmoso platforms, including our current Clearvale and Vmoso products and our MVN development project. VMSO will continue the commercialization of the Clearvale and Vmoso products and the development of MVN.

Following the completion of VMSO's sale of Class 1 Common Stock described below, the shares of Series A Preferred Stock owned by our Company represent approximately 19.9% of the total number of shares of VMSO's capital stock outstanding. The rights, preferences and privileges of VMSO's Series A Preferred Stock include a liquidation preference of $1.00 per share.

On January 2, 2019, Dr. Chen, our and VMSO's President and Chief Executive Officer and our largest stockholder, purchased 3,000,000 shares of VSMO's Class 1 Common Stock, representing approximately 80.1% of the total number of shares of VMSO's capital stock outstanding after such purchase, for a purchase price of $3,000,000 in cash pursuant to a Class 1 Common Stock Purchase Agreement between Dr. Chen and VMSO.

On January 2, 2019, we entered into a Services and Facilities Agreement (the "Intercompany Agreement"), with VMSO, the terms of which provide for the payment of certain fees to us by VMSO, in exchange for the contribution of our expertise, resources, services, as well as the limited use of our facilities in VMSO's business and operations. The Intercompany Agreement became effective as of January 1, 2019 and shall continue for a period of one year, unless earlier terminated, and shall be renewable upon written consent from both parties.

We and VMSO anticipate that, pursuant to the Intercompany Agreement, we will provide substantially all of the personnel, facilities and equipment required for VMSO's operations for the foreseeable future. The fees contemplated by the Intercompany Agreement are generally intended to permit us to recover the cost to us of providing these personnel, facilities, and equipment.

BVD and BVOD

On November 14, 2008, BroadVision (Delaware) LLC, a Delaware limited liability company ("BVD"), which was then our wholly owned subsidiary, entered into a Share Purchase Agreement with CHRM LLC, a Delaware limited liability company, that is controlled by Dr. Pehong Chen, our CEO and largest stockholder. We and CHRM LLC then entered into an Amended and Restated Operating Agreement of BroadVision (Delaware) LLC dated as of November 14, 2008 (the "BVD Operating Agreement"). Under these agreements, CHRM LLC received, in exchange for the assignment of certain intellectual property rights, 20 Class B Shares of BVD, representing the right to receive a portion of any distribution of "Funds" from "Capital Transactions" (as such terms are defined in the BVD Operating Agreement), with the exact amount to be determined based on our and CHRM LLC's capital account balances at the time of such distribution. A "capital transaction" under that agreement is any merger or sale of substantially all of the assets of BVD as a result of which the members of BVD will no longer have an interest in BVD or the assets of BVD will be distributed to its members. Class B Shares do not participate in any profits of BVD except for net profits related to a "Capital Transaction," in which case the net profits are allocated to the owners of Class A and Class B Shares in proportion to their respective number of shares. To the extent BVD's losses do not exceed undistributed net profits accumulated since the date of issuance of Class B Shares, such losses are allocated to Class A Shares. To the extent net losses exceed the undistributed net profits accumulated since the date of issuance of Class B Shares, such excess is allocated to the owners of Class A and Class B Shares in proportion to their respective cumulative capital contributions less any return of capital, until allocation of such losses results in having the capital account balances equal to zero. Then, net losses are allocated to the owners of Class A and Class B Shares in proportion to their respective number of shares. Upon liquidation, the net assets of BVD are distributed to the owners of Class A and Class B in proportion to their capital account balances.

BVD is the sole owner of BroadVision (Barbados) Limited ("BVB") and BVB is the sole owner of BroadVision On Demand, a Chinese entity ("BVOD"). We have invested approximately $9.0 million in BVOD (directly and through BVD and BVB) from 2007 through 2016. In 2014, we began making payments directly to BVOD for certain labor outsourcing services and expect to continue to pay BVOD for such services at the rate of approximately $550,000 per quarter for the foreseeable future. We made aggregate payments to BVOD of $1.8 million and $2.3 million (based on the RMB to USD exchange rates on the applicable dates of payment) for such services in the years ended December 31, 2018 and 2017, respectively. These payments in part covered services rendered outside of the applicable twelve month periods. We have a controlling voting interest in BVD. Pursuant to the terms of the BVD Operating Agreement, the Class B Shares held by CHRM LLC have no voting rights.

The 20 Class B Shares of BVD represent a non-controlling interest. We allocate profits and losses of BVD to the non-controlling interest under the Hypothetical Liquidation Book Value ("HLBV") method. Under this method, the profits and losses are allocated by reference to the profit sharing provisions in the BVD Operating Agreement assuming liquidation of BVD at its book value at the end of each reporting period. Profits and losses allocated to the balance of such interest under the HLBV method have not been material.

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Director and Officer Indemnification

Our revised and restated certificate of incorporation contains provisions limiting the liability of directors. In addition, we have entered into agreements to indemnify our directors and executive officers to the fullest extent permitted under Delaware law.

We have entered into indemnity agreements with certain officers and directors that provide, among other things, that we will indemnify such officer or director, under the circumstances and to the extent provided for in such agreement, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be made a party be reason of his or her position as a director, officer or other agent of BroadVision, and otherwise to the full extent permitted under Delaware law and our Bylaws.

Independence of the Board of Directors

As required under Nasdaq listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the board of directors. Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his family members, and us, our senior management and our independent registered public accounting firm, the Board affirmatively has determined that all of current directors are independent directors within the meaning of the applicable Nasdaq listing standards other than Dr. Chen, our Chairman, Chief Executive Officer, President, Interim Chief Financial Officer and largest stockholder.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following presents aggregate fees billed to us by OUM, our principal accountant for the years ended December 31, 2018 and 2017. All fees described were pre-approved by the Audit Committee.

Audit Fees. Audit fees billed were $245,528 for the year ended December 31, 2018 and $215,707 for the year ended December 31, 2017. The fees were for professional services rendered for the audit of our consolidated financial statements as of December 31, 2018, and the audit of our consolidated financial statements as of December 31, 2017, reviews of the financial statements included in our quarterly reports, consultations on matters that arose during our audit and reviews of SEC registration statements.

Audit-Related Fees. No audit-related fees were billed in the years ended December 31, 2018 and December 31, 2017.

Tax Fees. No tax fees were billed for the years ended December 31, 2018 and 2017.

Other Fees. There were no other fees billed in the years ended December 31, 2018 and 2017.

The Audit Committee has determined that the rendering of certain services other than audit services by OUM is compatible with maintaining the principal accountant's independence, although no such services were provided in the years ended December 31, 2018 and 2017.

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PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm. The policy generally pre-approves specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee's approval of the scope of the engagement of our independent registered public accounting firm or on an individual explicit case-by-case basis before the independent registered public accounting firm is engaged to provide each service. The pre-approval of services may be delegated to one or more of the Audit Committee's members, but the decision must be reported to the full Audit Committee at its next scheduled meeting. All of the fees for the fiscal years ended December 31, 2018 and 2017 set forth above were preapproved by the Audit Committee.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) The exhibits listed below are filed as part of, or incorporated by reference into, this Form 10-K/A.

Exhibit	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on May 29, 1996 (File No. 333-03844)).
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 4.6 to the Company's Form 10-K for the fiscal year ended December 31, 2006 filed on March 27, 2007 (File No.

	000-28252)).
3.3	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on November 6, 2008 (File No. 000-28252)).
3.4	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 16, 2008 (File No. 000-28252)).
4.1	References are hereby made to Exhibits 3.1 to 3.4.
4.2	Registration Rights Agreement, dated November 10, 2004, among the Company and certain investors listed on Exhibit A thereto (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-1 filed on December 20, 2004 (File No. 333-121430)).

4.3(a)	Registration Rights Agreement, dated March 8, 2006, between the Company and Honu Holdings LLC (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K filed on June 9, 2006 (File No. 000-28252)).
10.1(a)	Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on November 8, 2013 (File No. 333-192224)).
10.2(a)	BroadVision, Inc. Severance Benefit Plan, as amended, effective October 21, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 27, 2009 (File No. 001-34205)).
10.3(a)	2000 Non-Officer Equity Incentive Plan, as amended (incorporated by reference to

	Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on October 15, 2003 (File No. 333-109709)).
10.4(a)	Form of Indemnity Agreement between the Company and each of its directors and executive officers (incorporated by reference to Exhibit 10.33 to the Company's Form 10-Q for the quarter ended September 30, 2002 filed on November 14, 2002 (File No. 000-28252)).
10.5	Securities Purchase Agreement, dated as of November 10, 2004, by and among the Company and the investors listed on Exhibit A thereto (incorporated by reference to Exhibit 10.45 to the Company's Current Report on Form 8-K filed on November 10, 2004 (File No. 000-28252)).
10.6(a)	Debt Conversion Agreement, dated as of December

	20, 2005, between the Company and Honu Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2005 (File No. 000-28252)).
10.7	Share Purchase Agreement, dated November 14, 2008, between BroadVision (Delaware) LLC and CHRM LLC (incorporated by reference to Exhibit 10.1to the Company's Current Report on Form 8-K filed on November 18, 2008 (File No. 001-34205)).
10.8(a)	Amended and Restated 2006 Equity Incentive Plan, as amended (the "Amended and Restated Plan") (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on May 8, 2009 (File No. 333-159075)).
10.9(a)	Form of Restricted Stock

	Bonus Agreement under the Amended and Restated Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 30, 2007 (File No. 000-28252)).
10.10(a)	Form of Option Grant Notice under the Amended and Restated Plan under the Amended and Restated 2006 Equity Incentive Plan (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 filed on November 6, 2006 (File No. 333-138461)).
10.11	Lease Agreement, dated April 18, 2012, between the Company and VII PAC SHORES INVESTORS, L.L.C (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 20, 2012 (File No. 001-34205)).

10.12	First Amendment to Lease Agreement dated September 4, 2014 between BroadVision Inc. and VII Pac Shores Investors, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 15, 2014 (File No. 001-34205)).
10.13(a)	Amended and Restated Operating Agreement of Broadvision (Delaware) LLC, dated November 14, 2008 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 18, 2008 (File No. 001-34205)).
10.14	Lease Agreement, dated March 30, 2018, between Portside Investors and the Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2018 (File No. 001-34205)).

10.15	Series A Preferred Stock Purchase Agreement dated January 2, 2019 by and between the Company and Vmoso, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 3, 2019 (File No. 001-34205)).
10.16(a)	Class 1 Common Stock Purchase Agreement dated January 2, 2019 by and between Dr. Pehong Chen and Vmoso, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 3, 2019 (File No. 001-34205)).
10.17	Services and Facilities Agreement dated January 2, 2019, effective as of January 1, 2019, by and between BroadVision, Inc. and Vmoso, Inc. (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on January 3, 2019 (File No. 001-34205)).

21.1	Subsidiaries of the Company (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).

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23.1	Consent of OUM & Co. LLP, an independent registered public accounting firm (incorporated by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
24.1	Power of Attorney (incorporated by reference to the signature page to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
31.1	Certification of the Chief Executive Officer and Interim Chief Financial Officer of the Company pursuant to Exchange Act Rule13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer and Interim Chief Financial Officer of the Company pursuant to

	Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.INS	XBRL Instance (incorporated by reference to Exhibit 101.INS to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.SCH	XBRLTaxonomy Extension Schema (incorporated by reference to Exhibit 101.SCH to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.CAL	XBRLTaxonomy Extension Calculation (incorporated by reference to Exhibit 101.CAL to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.LAB	XBRLTaxonomy Extension Labels (incorporated by reference to

	Exhibit 101.LAB to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.PRE	XBRLTaxonomy Extension Presentations (incorporated by reference to Exhibit 101.PRE to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).
101.DEF	XBRLTaxonomy Extension Definition (incorporated by reference to Exhibit 101.DEF to the Company's Annual Report on Form 10-K filed on April 1, 2019 (File No. 001-34205)).

(a) Represents a management contract or compensatory plan or arrangement.

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, in Redwood City, State of California, on this 29th day of April 2019.

BROADVISION, INC.

By: /s/ PEHONG CHEN
Pehong Chen
President, Chief Executive Officer and Interim Chief Financial Officer

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 registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Pehong Chen Pehong Chen	Chairman of the Board, President, Chief Executive Officer and Interim Chief Financial Officer (Principal Executive, Financial and Accounting Officer)	April 29, 2019
* François Stieger	Director	April 29, 2019
* James D. Dixon	Director	April 29, 2019
*		

Robert Lee	Director	April 29, 2019

* By: /s/ Pehong Chen

Pehong Chen
As Attorney-in-Fact

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