

BROADVISION INC
Form DEF 14A
April 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

BROADVISION, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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Fee paid previously with preliminary materials.

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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

April 30, 2015

Dear Stockholder:

On behalf of BroadVision, Inc. ("BroadVision"), I cordially invite you to attend the Annual Meeting of Stockholders, which will begin at 11:00 a.m. local time on Thursday, June 18, 2015, at our headquarters located at 1700 Seaport Boulevard, Suite 210, Redwood City, California. At the meeting, stockholders will be asked:

- 1.To elect the Board of Directors' nominees, Dr. Pehong Chen, James D. Dixon, Robert Lee and François Stieger, to the Board of Directors to serve for the ensuing year and until their successors are elected.
- 2.To ratify the selection of OUM & Co. LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
- 3.To participate in an advisory vote to approve named executive officer compensation.
4. To select the frequency for holding advisory votes on named executive officer compensation.
- 5.To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describes these proposals in detail.

Our directors and officers hope that as many stockholders as possible will be present at the meeting. Because the vote of each stockholder is important, we ask that you submit your proxy whether or not you plan to attend the meeting. This will not limit your right to change your vote prior to or at the meeting.

We appreciate your interest in BroadVision. To assist us in preparation for the meeting, please submit your proxy at your earliest convenience.

Very truly yours,

/s/ Pehong Chen

DR. PEHONG CHEN

Chairman of the Board, President and Chief Executive Officer

BROADVISION, INC.

1700 Seaport Boulevard, Suite 210,

Redwood City, California 94063

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 18, 2015

TO THE STOCKHOLDERS OF BROADVISION, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of BROADVISION, INC., a Delaware corporation, will be held on Thursday, June 18, 2015, at 11:00 a.m. local time at our headquarters located at 1700 Seaport Boulevard, Suite 210, Redwood City, California for the following purposes:

- 1.To elect the Board of Directors' nominees, Dr. Pehong Chen, James D. Dixon, Robert Lee and François Stieger, to the Board of Directors to serve for the ensuing year and until their successors are elected.
- 2.To ratify the selection of OUM & Co. LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
- 3.To participate in an advisory vote on named executive officer compensation.
4. To select the frequency for holding advisory votes on named executive officer compensation.
- 5.To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement for the Annual Meeting.

The record date for the Annual Meeting is April 24, 2015. Only stockholders of record at the close of business on that date may vote at the meeting, any adjournment or postponement thereof.

By Order of the Board of Directors

/s/ Sandra Adams

SANDRA ADAMS

Secretary and General Counsel

Redwood City, California

April 30, 2015

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. EVEN IF YOU HAVE VOTED BY PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

BROADVISION, INC.

1700 Seaport Boulevard, Suite 210

Redwood City, California 94063

PROXY STATEMENT FOR
ANNUAL MEETING OF STOCKHOLDERS

June 18, 2015

INFORMATION CONCERNING SOLICITATION AND VOTING

GENERAL

The Board of Directors of BroadVision, Inc., a Delaware corporation, is soliciting your proxy to vote at the Annual Meeting of Stockholders to be held on June 18, 2015, at 11:00 a.m. local time (the “Annual Meeting”), or at any adjournment or postponement thereof, for the purposes set forth herein. The Annual Meeting will be held at our headquarters located at 1700 Seaport Boulevard, Suite 210, Redwood City, California. Information on how to vote in person at the Annual Meeting is discussed below.

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

We intend to mail the Notice on or about April 30, 2015 to all stockholders of record entitled to vote at the Annual Meeting. We may send you a proxy card, along with a second Notice, on or after May 10, 2015.

SOLICITATION

We will bear the entire cost of solicitation of proxies, including preparation of this proxy statement and mailing of the Notice. Solicitation materials will be made available to banks, brokerage houses, fiduciaries and custodians holding in their names shares of Common Stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of Common Stock for their costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies may be supplemented by telephone, telegram, electronic mail or personal solicitation by our directors, officers or other regular employees. No additional compensation will be paid to our directors, officers or other regular employees for such services.

VOTING RIGHTS AND OUTSTANDING SHARES

Only holders of record of Common Stock at the close of business on April 24, 2015 will be entitled to notice of and to vote at the Annual Meeting. At the close of business on April 24, 2015, we had outstanding and entitled to vote 4,850,159 shares of Common Stock.

Each holder of record of Common Stock on such date will be entitled to one vote for each share held on all matters to be voted upon at the Annual Meeting.

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if a majority of the outstanding shares is represented by stockholders present at the meeting in person or by proxy. Votes will be counted by the inspector of election appointed for the meeting, who will separately count “For” and (with respect to proposals other than the election of directors) “Against” votes, abstentions and broker non-votes. (A “broker non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner despite voting on at least one other proposal for which it does have discretionary authority or for which it has received instructions.) Abstentions and broker non-votes will be counted in determining whether a quorum is present. Abstentions will be counted towards the vote totals for all proposals and will have the same effect as “Against” votes. Broker non-votes have no effect and will not be counted towards the vote totals for any proposal.

VOTING PROCEDURES

Stockholders may either vote “For” all the nominees to the Board of Directors or may abstain from voting for any nominee specified. For each of the other matters to be voted on, stockholders may vote “For” or “Against” or abstain from voting.

Stockholder of Record: Shares Registered in the Stockholder’s Name

Stockholders of record may vote in person at the Annual Meeting or vote by proxy using our online portal, or by a proxy card that you may request or that we may elect to deliver at a later time. Whether or not stockholders plan to attend the meeting, we urge stockholders to vote by proxy to ensure each vote is counted. Stockholders may still attend the meeting and vote in person even if they have already voted by proxy.

To vote in person, stockholders of record should attend the Annual Meeting and will receive a ballot when they arrive.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If the stockholder is a beneficial owner of shares registered in the name of a broker, bank or other agent, the stockholder should have received a Notice containing voting instructions from that organization rather than from BroadVision. Simply follow the voting instructions in the Notice to ensure that your vote is counted. To vote in person at the Annual Meeting, the stockholder must obtain a valid proxy from the broker, bank or other agent. Without a valid proxy from the record holder, a beneficial owner will not be able to vote in person at the Annual Meeting. The stockholder should follow the instructions from the broker, bank or other agent included with these proxy materials, or contact the broker, bank or other agent to request a proxy form.

REVOCABILITY OF PROXIES

Any person giving a proxy pursuant to this solicitation has the power to revoke it at any time before it is voted. It may be revoked by filing with our Secretary at our principal executive office, 1700 Seaport Boulevard, Suite 210, Redwood City, California 94063, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the meeting will not, by itself, revoke a proxy.

STOCKHOLDER PROPOSALS

The deadline for submitting a stockholder proposal for inclusion in our proxy statement and form of proxy for our 2016 annual meeting of stockholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is December 31, 2015. Stockholders wishing to submit proposals or director nominations that are not to be included in such proxy statement and proxy must do so no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of this year’s Annual Meeting. Stockholders are also advised to review our Bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations.

RESULTS OF VOTING

Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the date of the annual meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the date of the meeting, we intend to file a Form 8 K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

PROPOSAL 1

ELECTION OF DIRECTORS

There are four nominees for the Board of Director positions presently authorized pursuant to our Bylaws. Proxies will not be voted for a greater number of persons than the four named nominees. The Company has not reduced the number of authorized positions so that in the future we may add additional directors if we believe the Company would benefit from additional expertise, experience or other capabilities. Each director to be elected will hold office until the next annual meeting of stockholders and until his successor has been duly elected and qualified, or until such director's earlier death, resignation or removal. Each of the nominees listed below is currently one of our directors and was previously elected by the stockholders. It is our policy to invite nominees for directors to attend the annual meeting. None of the current members of the Board of Directors attended the 2014 annual meeting of stockholders.

Directors are elected by a plurality of the votes properly cast in person or by proxy. The four nominees receiving the highest number of affirmative votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares will be voted for the election of a substitute nominee proposed by our management. Each person nominated for election has agreed to serve if elected. Our management has no reason to believe that any nominee will be unable to serve.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF EACH NAMED NOMINEE.

NOMINEES

The names of the nominees, a brief biography and a discussion of the specific experience, qualifications, attributes or skills of each nominee that led the Nominating Committee to recommend that person as a nominee for director, as of the date of this proxy statement is set forth below.

The Nominating Committee seeks to assemble a board that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise and high-level management experience necessary to oversee and direct the Company's business. To that end, the Nominating Committee has historically identified and evaluated nominees in the context of the board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities that the Nominating Committee views as critical to effective functioning of the board. The brief biographies below include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each nominee that led the Nominating Committee to believe that each nominee should continue to serve on the Board of Directors. However, each of the members of the Nominating Committee may have a variety of reasons why he believes a particular person would be an appropriate nominee for the Board of Directors, and these views may differ from the views of other members.

Name	Age	Principal Occupation/ Position Held With The Company
Pehong Chen	57	Chairman, President and Chief Executive Officer
James D. Dixon	71	Formerly an executive with bankofamerica.com
Robert Lee	66	Formerly an executive with Pacific Bell

François Stieger 65 Vice President EMEA at Typesafe Switzerland LLC

Pehong Chen has served as our Chairman of the Board, Chief Executive Officer and President since our incorporation in May 1993. Dr. Chen served as 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 currently serves on the board of directors of SINA.com. 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. The Committee believes 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 finance, operations, sales and marketing. Mr. Lee served as Executive Vice President of Marketing and Sales from 1987 to 1992. Mr. Lee is a member of the board and serves on the Audit Committee of Blue Shield of California, which provides health insurance to members in California, and a member of the board and serves on the Audit Committee of Corinthian Colleges, which operates as a post-secondary education company in North America. 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 is currently Vice President EMEA at Typesafe Switzerland LLC. 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 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. Stieger'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.

Board Leadership Structure

The board of directors has chosen to combine the chief executive officer and board chairman positions and has not appointed a separate lead director. Dr. Pehong Chen has served as the Chief Executive Officer and Chairman of the Board since he founded the Company in 1993. At the present time, the independent directors believe that Dr. Chen's in-depth knowledge of our operations and vision for its development make him the best-qualified director to serve as Chairman.

Role of the Board in Risk Oversight

One of the key functions of our Board of Directors is informed oversight of our risk management process. The board does not have a standing risk management committee, but rather it takes on an active role, as a whole and also at the committee level, in overseeing risk management. The Board regularly reviews information regarding our credit, liquidity and operations, as well as the risks associated with each. Our Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and arrangements. The Audit Committee oversees management of financial risks. The Nominating Committee manages risks associated with the independence of the Board of Directors and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through committee and management reports about such risks.

INFORMATION ABOUT THE BOARD OF DIRECTORS

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. The Board consults with our company counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of Nasdaq, in effect from time to time.

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 three of our current directors are independent directors within the meaning of the applicable Nasdaq listing standards. Dr. Chen, our Chairman, Chief Executive Officer, President and largest stockholder, is not "independent" within the meaning of the applicable Nasdaq listing standards.

As required under applicable Nasdaq listing standards, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present, in conjunction with regularly scheduled Board meetings and otherwise as needed. In 2014, our independent directors met four times at sessions at which only independent directors were present.

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 will promptly disclose the nature of the amendment or waiver on our website.

Stockholder Communications with the Board of Directors

Our Board has adopted a formal process by which stockholders may communicate directly with the members of the Board, and stockholders are encouraged to do so. Stockholders interested in communicating with the directors may do so by addressing correspondence to a particular director, or to the Board generally, in our care at 1700 Seaport Boulevard, Suite 210, Redwood City, California 94063. If no particular director is named, letters will be forwarded, depending on the subject matter, to the Chair of the Audit, Compensation or Nominating Committee. Our personnel will not screen or edit such communications and will forward them directly to the Board or the intended member of the Board.

BOARD COMMITTEES AND MEETINGS

During the fiscal year ended December 31, 2014, the Board met four times. During the fiscal year ended December 31, 2014, each Board member attended 75% or more of the aggregate number of meetings of the Board and of the committees on which he served, held during the portion of the last fiscal year for which he was a director or committee member, respectively.

The Board has an Audit Committee, a Compensation Committee and a Nominating Committee. Copies of the charters of all three of the Board's standing committees are available on our website at www.broadvision.com. Each committee has authority to obtain advice and assistance from consultants and advisors, as it deems appropriate, to carry out its responsibilities. The Board has determined that each member of its committees meets the applicable rules and regulations regarding "independence" and that each member of its committees is free of any relationship that would interfere with his individual exercise of independent judgment with regard to us.

Below is a description of each of these committees.

The Audit Committee

The Audit Committee of the Board of Directors oversees our corporate accounting and financial reporting process. For this purpose, the Audit Committee performs several functions. The Audit Committee evaluates the performance of and assesses the qualifications of the independent auditors; determines and approves the engagement of the independent auditors; determines whether to retain or terminate the existing independent auditors or to appoint and engage new auditors; reviews and approves the retention of the independent auditors to perform any proposed permissible non-audit services; monitors the rotation of partners of the auditors on our audit engagement team as required by law; confers with management and the independent auditors regarding the effectiveness of internal control over financial reporting; establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; reviews the financial statements to be included in our Annual Report on Form 10-K; and discusses with management and the independent auditors the results of the annual audit and the results of our quarterly financial statements.

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. The Board made a qualitative assessment of Mr. Dixon’s level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer for Citizens and Southern Bank/Sovran, a predecessor company to NationsBank.

The Audit Committee is also vested with oversight of corporate governance matters and, in that regard, makes determinations as to all aspects of our corporate governance functions on behalf of the Board and makes recommendations to the Board regarding corporate governance issues. The Audit Committee is responsible for periodically reviewing and assessing our governance principles to determine their adherence to the Code of Conduct, and recommending any changes deemed appropriate to the Board for its consideration.

In 2014, the Audit Committee met four times. See “Report of the Audit Committee of the Board of Directors” below.

The Compensation Committee

The Compensation Committee of the Board of Directors reviews and approves our overall compensation strategy and policies. The Compensation Committee reviews and approves corporate performance goals and objectives relevant to the compensation of our executive officers and other senior management; reviews and approves the compensation and other terms of employment of our Chief Executive Officer; reviews and approves the compensation and other terms of employment of the other executive officers; and administers our stock option and purchase plans, pension and profit sharing plans, stock bonus plans, deferred compensation plans and other similar programs. We also have a Non-Officer Option Committee, established in May 1997, which has the power to award stock options to non-officer employees and consultants. The Compensation Committee is presently composed of two non-employee directors: Messrs. Dixon and Lee (Chairman). All members of our Compensation Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards). The sole member of the Non-Officer Option Committee is Dr. Chen. In 2014, the Compensation Committee met four times. See “Report of the Compensation Committee of the Board of Directors” below.

The Nominating Committee

The Nominating Committee makes determinations as to the individuals who are to be nominated for membership to the Board. Candidates for nomination to the Board of Directors are reviewed in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders. In conducting this review, the Nominating Committee considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board, to maintain a balance of expertise, experience and capability. In considering diversity, the Nominating Committee focuses on the current composition of the Board, and on how it could strengthen the Board’s diversity by adding individuals who could add to the Board’s collective knowledge and perspectives. This process may include selecting candidates with gender, ethnic, national or other backgrounds that are different from those already represented on the Board at the time of consideration. The effectiveness of the Board’s diverse mix of skills, experiences and perspectives is considered as part of the Board’s periodic self-assessment.

The Nominating Committee has a long standing practice of considering any qualified director candidates that are recommended by our stockholders. Stockholders who wish to recommend a director candidate for consideration by the Nominating Committee may do so in writing to the Chairman of the Nominating Committee at the following address: BroadVision, Inc., 1700 Seaport Boulevard, Suite 210, Redwood City, California 94063.

If a stockholder wishes the Nominating Committee to consider a director candidate for nomination at our next annual meeting, then our Bylaws require that stockholder to send written notice of the recommendation no sooner than 120

days and no later than 90 days prior to the first anniversary of the preceding year's annual meeting, which notice is otherwise in accordance with the requirements for stockholder nominations described in our Bylaws. Submissions must include the candidate's name and sufficient biographical information concerning the candidate, including age, five-year employment history with employer names and a description of the employers' businesses, whether such candidate can read and understand basic financial statements, and board memberships, if any. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders. The Nominating Committee is presently composed of two non-employee directors: Messrs. Lee (Chairman) and Stieger. All members of our Nominating Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing requirements). In 2014, the Nominating Committee met once.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS*

The Audit Committee has reviewed and discussed with management the audited consolidated financial statements of the Company for the year ended December 31, 2014 (the “Audited Financial Statements”) and management’s assessment of the effectiveness of the Company’s internal control over financial reporting. Management has the primary responsibility for the financial statements and the internal control over financial reporting.

In this context, the Audit Committee has reviewed and discussed with management and OUM & Co. LLP (“OUM”), the independent registered public accounting firm, the Audited Financial Statements and the internal control over financial reporting. The Audit Committee has discussed with OUM the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (“PCAOB”). In addition, the Audit Committee has received from OUM the written disclosures and the letter required by applicable requirements of the PCAOB regarding OUM’s communications with the audit committee concerning independence, and has discussed with them their independence from the Company and its management. The Audit Committee considered whether the rendering of non-audit services by OUM to the Company is compatible with maintaining the independence of OUM from the Company.

Following the foregoing review and discussions, the Audit Committee recommended to the Board of Directors that the Audited Financial Statements be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 for filing with the SEC.

AUDIT COMMITTEE

James D. Dixon, Chairman

Robert Lee

François Stieger

*The material in this report is not “soliciting material,” is not deemed “filed” with the SEC, and is not incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

This report of the compensation committee is required by the Securities and Exchange Commission (SEC) and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended (Securities Act), or under the Securities Exchange Act of 1934, as amended (Exchange Act), except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Our compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and based on such review and discussions, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

COMPENSATION COMMITTEE

Robert Lee, Chairman

James Dixon

PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected OUM & Co. LLP (“OUM”) as our independent registered public accounting firm for the fiscal year ending December 31, 2015. The Board of Directors has directed that management submit the selection of our independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. OUM has audited our financial statements beginning with the fiscal year ended December 31, 2006. Representatives of OUM are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Stockholder ratification of the selection of OUM as our independent registered public accounting firm is not required by our Bylaws or otherwise; however, the Board is submitting the selection of OUM to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and those of our stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of OUM. Abstentions will be counted toward the tabulation of votes cast on proposals presented to the stockholders and will have the same effect as negative votes. Broker non-votes are counted towards a quorum, but are not counted for any purpose in determining whether this matter has been approved.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following presents aggregate fees billed to us by OUM, our principal accountant for the years ended December 31, 2014 and 2013. All fees described were pre-approved by the Audit Committee.

Audit Fees. Audit fees billed were \$207,057 for the year ended December 31, 2014 and \$220,098 for the year ended December 31, 2013. The fees were for professional services rendered for the audit of our consolidated financial statements as of December 31, 2014, and the audit of our consolidated financial statements as of December 31, 2013, 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, 2014 and December 31, 2013.

Tax Fees. No tax fees were billed for the years ended December 31, 2014 and 2013.

Other Fees. There were no other fees billed in the years ended December 31, 2014 and 2013.

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.

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.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF PROPOSAL 2.

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), and Section 14A of the Exchange Act, we are seeking advisory stockholder approval of the compensation of the Company’s named executive officers, as disclosed in this proxy statement in accordance with SEC rules. This proposal, commonly known as “Say on Pay”, gives you, as a stockholder, the opportunity to endorse or not endorse our executive pay program. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company’s named executive officers and the philosophy, policies and practices described in this proxy statement. As discussed in this proxy statement, the Company believes our executive compensation program is strongly aligned with the interests of our stockholders and sound corporate governance principles.

Accordingly, our Board of Directors is asking the stockholders to indicate their support for the compensation of the Company’s named executive officers as described in this Proxy Statement by casting a non-binding advisory vote “FOR” the following resolution:

“RESOLVED, that the stockholders advise that they approve the compensation of the Company’s named executive officers, as disclosed pursuant to the disclosure rules of the Securities and Exchange Commission (which disclosure includes the compensation tables and any related material in the “Executive Compensation” section of this Proxy Statement for its 2015 Annual Meeting).”

Because the vote is advisory, it is not binding on our Board of Directors or the Company. Nevertheless, the views expressed by the stockholders, whether through this vote or otherwise, are important to management and our Board of Directors and, accordingly, our Board of Directors and the compensation committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements. However, because this vote is advisory, and consistent with the Dodd-Frank Act, the vote will not be construed to create or imply any change or addition to the fiduciary duties of the Company or our Board of Directors.

Advisory approval of this proposal requires the vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES, AND THE RELATED DISCLOSURE CONTAINED IN THE PROXY STATEMENT SET FORTH UNDER PAGES 15 THROUGH 21 OF THIS PROXY STATEMENT. PROXIES WILL BE VOTED FOR APPROVAL OF THE PROPOSAL UNLESS OTHERWISE SPECIFIED.

PROPOSAL 4

ADVISORY VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION VOTE

The Dodd-Frank Act, and Section 14A of the Exchange Act also enable the Company's stockholders, at least once every six years, to indicate their preference regarding how frequently the Company should solicit a non-binding advisory vote on the compensation of the Company's named executive officers as disclosed in the Company's proxy statement. Accordingly, the Company is asking stockholders to indicate whether they would prefer an advisory vote every year, every other year or every three years. Alternatively, stockholders may abstain from casting a vote. The alternative among one year, two years or three years that receives the votes of the holders of a majority of shares present in person or represented by proxy and entitled to vote on the matter at the Annual Meeting will be deemed to be the frequency preferred by the stockholders.

After considering the benefits and consequences of each alternative, our Board of Directors recommends that the advisory vote on the compensation of the Company's named executive officers be submitted to the stockholders once every three years. An advisory vote every three years provides stockholders and advisory firms the opportunity to evaluate the Company's compensation program on a more thorough, longer-term basis than an annual vote. Our Board of Directors believes an annual advisory vote would not allow for changes to the Company's compensation program to be in place long enough to evaluate whether the changes were effective. Holding the vote every three years also provides our compensation committee with adequate time to thoughtfully consider the results of advisory votes and other stockholder input and, as necessary, respond to stockholder sentiment and effectively implement any desired changes to our executive compensation policies, practices and programs. An advisory vote every three years is also sensitive to stockholders who have interests in many companies and may not be able to devote sufficient time to an annual review of pay practices for all of their holdings. Finally, an advisory vote every three years encourages a longer-term view of compensation by our stockholders by allowing them to evaluate three years of compensation history and business results.

The Board and the compensation committee value the opinions of the stockholders in this matter and, to the extent there is any significant vote in favor of one frequency over the other options, even if less than a majority, our Board of Directors will consider the stockholders' concerns and evaluate any appropriate next steps. However, because this vote is advisory and therefore not binding on our Board of Directors or the Company, our Board of Directors may decide that it is in the best interests of the stockholders that we hold an advisory vote on executive compensation more or less frequently than the option preferred by the stockholders. The vote will not be construed to create or imply any change or addition to the fiduciary duties of the Company or our Board of Directors.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE IN FAVOR OF ONCE EVERY "3" YEARS ON THE ADVISORY VOTE ON FREQUENCY OF ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted-Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders (1)	841,511	\$ 9.21	286,452 (3)
Equity compensation plans not approved by security holders (2)	6,100	\$ 29.63	66,525
Total	847,611	\$ 9.35	352,977

(1) Includes the following: Employee Stock Purchase Plan and Amended and Restated 2006 Equity Incentive Plan.

(2) Includes the following: the 2000 Non-Officer Equity Incentive Plan (the “2000 Non-Officer Plan”). For more information - see Notes 1 and 7 to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

(3) Includes 184,350 shares authorized for future issuance under our Employee Stock Purchase Plan as of December 31, 2014.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Beneficial Ownership of BroadVision Common Stock

The following table sets forth certain information regarding the ownership of our Common Stock as of February 25, 2015 by: (a) each current director and each nominee for director; (b) each of the executive officers named in the Summary Compensation Table; (c) all of our current executive officers and directors as a group; and (d) all those known by us to be beneficial owners of more than five percent of its Common Stock.

Beneficial Owner	Beneficial Ownership (1)		
	Number of Shares (#)	Percent of Total (%)	
Pehong Chen (2)	1,614,999	33.4	%
James D. Dixon	14,313	*	%
Robert Lee (3)	11,150	*	%
Francois Stieger (4)	10,949	*	%
Peter Chu (5)	24,253	*	%
Honu Holdings, LLC (2) 1700 Seaport Blvd., Suite 210 Redwood City, CA 94063	1,380,000	28.6	%
All Current Directors and Executive Officers as a group (5 persons)(6)	1,675,664	34.5	%
*Less than one percent			

(1) This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13D and 13G 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 4,832,228 shares outstanding on February 25, 2015, adjusted as required by rules promulgated by the SEC. Our directors and executive officers can be reached at BroadVision, Inc., 1700 Seaport Blvd., Suite 210, Redwood City, California 94063.

(2) Includes 234,999 shares held in trust by Dr. Chen and his wife for their benefit. Also includes 1,380,000 shares held by Honu Holdings, LLC, of which Dr. Chen is the sole member. Excludes 45,815 shares of Common Stock held in trust by independent trustees for the benefit of Dr. Chen's children.

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

(4) Includes 800 shares of Common Stock issuable upon the exercise of stock options exercisable within 60 days of February 25, 2015.

(5) Includes 19,563 shares of Common Stock issuable upon the exercise of stock options exercisable within 60 days of February 25, 2015.

(6) Includes the information contained in the notes above, as applicable, for our directors and executive officers as of February 25, 2015.

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, 2014 all Section 16(a) filing requirements applicable to its officers, directors and greater than ten percent beneficial owners were complied with.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE FOR FISCAL 2014 AND 2013

The following table shows for the fiscal years ended December 31, 2014 and 2013, compensation paid to, or earned by, Dr. Pehong Chen, the Company's Chief Executive Officer and Dr. Shin-Yuan Tzou, the Company's former Chief Financial Officer, and Peter Chu, the Company's current Chief Financial Officer (the "Named Executive Officers"). We do not consider any officer or other employee of the Company or any subsidiary of the Company, other than Pehong Chen, Shin-Yuan Tzou, and Peter Chu, to be an executive officer of the Company.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) (1)	Stock Option Awards		Non-qualified Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation (\$)	Other Compensation (\$)	Total
				Awards (\$)	Awards (1)		Earnings (\$)	(2)	
Pehong Chen, CEO	2014	\$ 350,000	\$ –	\$ –	\$ –	\$ –	\$ –	\$ 2,000	\$ 352,000
	2013	\$ 350,000	\$ –	\$ –	\$ –	\$ –	\$ –	\$ 2,000	\$ 352,000
Shin-Yuan Tzou, CFO	2014	\$ 114,943	\$ –	\$ –	\$ –	\$ –	\$ –	\$ 113,556 (3)	\$ 228,499
	2013	\$ 215,000	\$ –	\$ –	\$ 59,852	\$ –	\$ –	\$ 2,000	\$ 276,852
Peter Chu, CFO	2014	\$ 174,000	\$ 16,000 (4)	\$ –	\$ 117,892	\$ –	\$ –	\$ 2,000	\$ 309,892

- (1) The amounts reflect the grant date fair value of stock option granted in the fiscal year, as calculated in accordance with FASB ASC Topic 718.
- (2) The amounts in this column represent a \$2,000 discretionary matching contribution under our 401(k) plan for Dr. Chen for 2013 and 2014, for Dr. Tzou for 2013, and for Mr. Chu for 2014.
- (3) For Dr. Tzou, the 2014 amount in this column represents \$107,500 in severance benefits and \$6,056 for COBRA reimbursements.
- (4) The amount in the column represents a discretionary cash bonus based on Mr. Chu's performance for 2014.

Employment, Severance and Change-in-Control

Each Named Executive Officer serves at the discretion of our Board of Directors. Our Named Executive Officers are 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 the Employee Profit Sharing Plan as further discussed below and the Amended and Restated 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.

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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 2013 and fiscal year 2014 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 33.4% 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.

Dr. Shin-Yuan Tzou

Dr. Tzou joined us in 1995. At that time, we entered into our standard offer letter with Dr. Tzou. He was subsequently promoted multiple times, most recently in January 2008 when he became our Chief Financial Officer. His initial base salary was set at \$200,000 in fiscal year 2000 and was not increased in connection with any promotion. Through the first quarter of 2010, the compensation committee believed that based on his long-term employment with us, Dr. Tzou's compensation package was adequate to retain and incentivize him. In the spring of 2010, at Dr. Tzou's request, we approved a modest increase to Dr. Tzou's base salary to \$212,500 in order to continue to retain and incentivize him. In fiscal year 2012, the compensation committee determined to raise Dr. Tzou's base salary to \$215,000 to retain and incentivize him. The decisions with regard to Dr. Tzou'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 determines the percentage of goals attained by Mr. Chu during the quarter and calculates the dollar value of the portion of the discretionary bonus to be paid for the quarter. Mr. Chu has held the position of Chief Financial Officer and Vice President of Strategy and Product Management at the Company since July 11, 2014. In this role, Mr. Chu serves as the Company's principal financial and accounting officer. On July 1, 2014 Mr. Chu's annual salary was increased to \$180,000 and he was eligible to receive a 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.

Cash Bonuses

In March 2006, we adopted our Employee Profit Sharing Plan (the "EPSP"). Both Drs. Chen and Mr. Chu participate in and Dr. Tzou participated in the EPSP.

The EPSP is a performance based bonus plan designed to reward the achievement of certain shorter-term performance objectives (including the achievement of certain levels of EBITDA). The determination to fund the EPSP and the subsequent determination of whether to pay any award from such fund, including to the Named Executive Officers, is entirely at the discretion of the compensation committee and although the committee takes into account performance metrics such as EBITDA, there is no fixed or stated corporate performance target or targets that trigger either the funding or any payments from the EPSP. Similarly, decisions regarding other compensation components for the Named Executive Officers are at the discretion of the compensation committee and are not based on set corporate performance targets. Specific, set quantitative performance targets are not used in the determination of the funding or

payment of the EPSP or other compensation components. With regard to the qualitative performance factors considered in awarding each component of compensation to the Named Executive Officers, the compensation committee may take into account a range of qualitative factors, such as our achievement of profitability, our external reputation and the global economic condition, generally, but it has historically not set a defined list of qualitative criteria that comprise the sum total of criteria that are considered.

For fiscal years 2013 and 2014, the compensation committee concluded that although we had been successful in managing operating costs, in light of the uncertainties created by (a) our increased reliance on new products and a new software as a service pricing structure and (b) the continued concerns regarding a slow economic recovery no awards would be made to Named Executive Officers pursuant to our EPSP.

Stock Awards and Option Awards

For fiscal year 2013, the compensation committee approved a nonqualified stock option grant to Dr. Tzou pursuant to our 2006 Equity Incentive Plan for 10,000 shares, which vested monthly over 48 consecutive months, subject to his continuous service as of each vesting date. This option grant was cancelled after his termination. Dr. Tzou did not exercise any options under this option grant. For fiscal year 2014, the compensation committee approved two nonqualified stock option grants to Mr. Chu pursuant to our 2006 Equity Incentive Plan for total 24,000 shares, which vests monthly over 48 consecutive months, subject to his continuous service as of each vesting date.

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 \$17,500 for calendar years 2013 and 2014. Participants that are 50 years or older can also make "catch-up" contributions, which for calendar years 2013 and 2014 was up to an additional \$5,500 above the statutory limit. In July 2011 a discretionary matching contribution feature was introduced for all employees participating in the 401(k) plan, including our Named Executive Officers. Discretionary matching contributions were made in January 2014 for the 2013 401(k) plan year and in January 2015 for the 2014 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. Our Named Executive Officers pay 20% of the health premium due under each executive's respective health plans. We do not provide other perquisites such as 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, 2014

The following table shows for the fiscal year ended December 31, 2014, certain information regarding outstanding equity awards at fiscal year-end for our Named Executive Officers. Pehong Chen, the Company's Chief Executive Officer, did not hold any outstanding equity awards at December 31, 2014:

Option Awards

Name	Option Awards		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable			Option Exercise Price (\$)		Option Expiration Date		Stock Awards		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)
Peter Chu	9,875	3,125	—	\$ 9.96	10/19/2021	(2)	—	—	—	—	—	—	—	—	—
	3,688	10,312	—	\$ 9.45	9/18/2023	(3)	—	—	—	—	—	—	—	—	—
	1,500	10,500	—	\$ 9.94	6/18/2024	(4)	—	—	—	—	—	—	—	—	—
	0	12,000	—	\$ 6.01	12/17/2024	(5)	—	—	—	—	—	—	—	—	—

- (1) All our options were granted pursuant to our 2006 Equity Incentive Plan and are subject to time based vesting.
- (2) The option was granted on October 19, 2011 and has a 10 year term. The option vests monthly over 48 consecutive months and will be fully vested on October 19, 2015, subject to the participant's continuous service as of each vesting date.
- (3) The option was granted on September 18, 2013 and has a 10 year term. The option vests monthly over 48 consecutive months and will be fully vested on September 18, 2017, subject to the participant's continuous service as of each vesting date.
- (4) The option was granted on June 18, 2014 and has a 10 year term. The option vests monthly over 48 consecutive months and will be fully vested on June 18, 2018, subject to the participant's continuous service as of each vesting date.
- (5) The option was granted on December 17, 2014 and has a 10 year term. The option vests monthly over 48 consecutive months and will be fully vested on December 17, 2018, subject to the participant's continuous service as of each vesting date.

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 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 and Mr. Chu currently participate in the Severance Plan and Dr. Tzou was a participant in the Severance Plan. The Severance Plan is meant to replace all severance benefit plans, policies or practices we previously have maintained, other than local plans for specific subsidiaries or countries.

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, 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.

On June 25, 2014, Dr. Tzou experienced an involuntary termination without cause that was not in connection with a change of control. Under the Severance Plan, because Dr. Tzou was designated as an executive vice president, Dr. Tzou received payment of six months of his base salary and was entitled to 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 six months.

Under the Severance Plan because Mr. Chu is designated as a vice president, if Mr. Chu experiences an involuntary termination without cause that is not in connection with a change of control, Mr. Chu's severance will consist of (i) payment of two 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 two 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 is a Level III Eligible Employee.

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Designated eligible employees who experience an involuntary 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 a 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; and (iii) the vesting of 100% of any unvested stock options held by Dr. Chen as of the date of his termination.

Under the Severance Plan, if Mr. Chu experiences an involuntary termination within one month prior to or 24 months following a change of control, as of February 25, 2014, the latest practical date, Mr. Chu's severance will consist of (i) payment of 5 months of his base pay; (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; and (iii) the vesting of 29% of any unvested stock options held by Mr. Chu 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 2014

The following table shows for the fiscal year ended December 31, 2014 certain information with respect to the compensation of all non-employee directors of the Company:

Name	Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Robert Lee	\$ -	\$ 19,999	\$ -	\$ -	\$ -	\$ -	\$ 19,999
James Dixon	\$ -	\$ 24,993	\$ -	\$ -	\$ -	\$ -	\$ 24,993
François Stieger	\$ -	\$ 19,999	\$ -	\$ -	\$ -	\$ -	\$ 19,999

- (1) The amounts reflect the grant date fair value of the stock options granted in the 2014 fiscal year, as calculated in accordance with FASB ASC Topic 718.
- (2) The aggregate number of stock awards and stock option awards for each non-employee director that were outstanding at the end of fiscal year 2014 are as follows:

Name	Number of Shares Subject to Outstanding Restricted Stocks Awards (#)	Number of Shares Subject to Outstanding Options (#)
Robert Lee	2,114	-
James Dixon	2,642	-
François Stieger	2,114	800

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 minimis items.

Pursuant to the 2006 Equity Incentive Plan, in 2014 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.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Except as set forth below, since January 1, 2014, 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.

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 Chief Executive Officer and largest stockholder and in which our CFO, Peter Chu holds a minority interest. 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 term is 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. 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). 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 \$400,000 per quarter for the foreseeable future.

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 by 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.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will be “householding” our proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once a stockholder has received a broker notice that it will be “householding” communications to that stockholder’s address, “householding” will continue until the stockholder is notified otherwise or until consent is revoked. If, at any time, the stockholder no longer wishes to participate in “householding” and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, that stockholder should notify the broker or direct a written request to: Corporate Secretary, BroadVision, Inc., 1700 Seaport Boulevard, Suite 210, Redwood City, California 94063 or contact Investor Relations at (650) 331-1000. Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their address and would like to request “householding” of their communications should contact their broker.

OTHER MATTERS

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors

/s/ Sandra Adams

Sandra Adams

Secretary and General Counsel

April 30, 2015

A copy of our Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal year ended December 31, 2014 is available without charge upon written request to: Corporate Secretary, BroadVision, Inc., 1700 Seaport Boulevard, Suite 210, Redwood City, California 94063.

