BROADVISION INC
Form 10-Q
November 06, 2014
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transaction period from _________ to __________

Commission File Number 1-34205

BROADVISION, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 94-3184303<br>(I.R.S. Employer<br>Identification No.) |
| 1700 Seaport Blvd., Suite 210<br>Redwood City, California<br>(Address of principal executive offices) | 94063<br><br>(Zip code) |

(650) 331-1000

(Registrant's telephone number, including area code)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. Large accelerated filer Accelerated filer Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

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

As of October 31, 2014, the registrant had 4,822,143 shares of common stock outstanding.

BROADVISION, INC. AND SUBSIDIARIES

FORM 10-Q

Quarter Ended September 30, 2014

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

BROADVISION, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par value amounts)

| | September 30, 2014 (unaudited) | December 31, 2013 * |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 27,414 | $ 36,865 |
| Short-term investments | 12,203 | 9,535 |
| Accounts receivable, net of reserves of $117 and $216 as of September 30, 2014 and December 31, 2013, respectively | 2,177 | 3,533 |
| Prepaids and other | 1,291 | 1,238 |
| Total current assets | 43,085 | 51,171 |
| Property and equipment, net | 173 | 242 |
| Other assets | 204 | 196 |
| Total assets | $ 43,462 | $ 51,609 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | $ 490 | $ 503 |
| Accrued expenses | 2,349 | 2,425 |
| Unearned revenue | 1,886 | 2,507 |
| Deferred maintenance | 1,057 | 1,982 |
| Total current liabilities | 5,782 | 7,417 |
| Other non-current liabilities | 826 | 778 |
| Total liabilities | 6,608 | 8,195 |
| Stockholders' equity: | | |
| Convertible preferred stock, $0.0001 par value; 1,000 shares authorized; none issued and outstanding | | |
| Common stock, $0.0001 par value; 11,200 shares authorized; 4,822 and 4,754 shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively | - | - |
| Additional paid-in capital | 1,267,971 | 1,266,686 |
| Accumulated other comprehensive loss | (776) | (856) |

| | | |
|---|---|---|
| Accumulated deficit | (1,230,341) | (1,222,416) |
| Total stockholders' equity | 36,854 | 43,414 |
| Total liabilities and stockholders' equity | $ 43,462 | $ 51,609 |

* Derived from audited consolidated financial statements filed in the Company's 2013 Annual Report on Form 10-K.

See Accompanying Notes to Condensed Consolidated Financial Statements.

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BROADVISION, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands, except per share amounts)

(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Revenues: | | | | |
| Software licenses | $ 1,331 | $ 1,312 | $ 3,809 | $ 4,301 |
| Services | 1,794 | 2,652 | 5,470 | 7,586 |
| Total revenues | 3,125 | 3,964 | 9,279 | 11,887 |
| Cost of revenues: | | | | |
| Cost of software revenues | 26 | 55 | 115 | 125 |
| Cost of services | 1,078 | 1,225 | 3,401 | 3,459 |
| Total cost of revenues | 1,104 | 1,280 | 3,516 | 3,584 |
| Gross profit | 2,021 | 2,684 | 5,763 | 8,303 |
| Operating expenses: | | | | |
| Research and development | 1,836 | 1,779 | 5,440 | 5,318 |
| Sales and marketing | 1,226 | 1,316 | 4,084 | 4,270 |
| General and administrative | 1,020 | 920 | 2,898 | 3,037 |
| Total operating expenses | 4,082 | 4,015 | 12,422 | 12,625 |
| Operating loss | (2,061) | (1,331) | (6,659) | (4,322) |
| Interest income, net | 12 | 17 | 43 | 118 |
| Other (expense) income, net | (1,171) | 527 | (1,247) | 196 |
| Loss before provision for income taxes | (3,220) | (787) | (7,863) | (4,008) |
| Provision for income taxes | (33) | (61) | (62) | (80) |
| Net loss | (3,253) | (848) | (7,925) | (4,088) |
| Other comprehensive gain (loss), net of tax: | | | | |
| Foreign currency translation adjustment | 46 | (1) | 80 | (41) |
| Comprehensive loss | $ (3,207) | $ (849) | $ (7,845) | $ (4,129) |
| Earnings per share, basic and diluted: | | | | |
| Basic and diluted net loss per share | $ (0.68) | $ (0.18) | $ (1.65) | $ (0.87) |
| Shares used in computing: | | | | |
| Weighted average shares, basic and diluted | 4,810 | 4,720 | 4,791 | 4,703 |

See Accompanying Notes to Condensed Consolidated Financial Statements.

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BROADVISION, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands, Unaudited)

| | Nine Months Ended September 30, 2014 | Nine Months Ended September 30, 2013 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net loss | $ (7,925) | $ (4,088) |
| Adjustments to reconcile net loss to net cash used for operating activities: | | |
| Depreciation and amortization | 89 | 105 |
| Stock-based compensation | 771 | 444 |
| Provision of receivable reserves | (35) | 19 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 1,391 | 1,493 |
| Prepaids and other | (53) | (225) |
| Other non-current assets | (8) | 3 |
| Accounts payable and accrued expenses | (89) | 36 |
| Unearned revenue and deferred maintenance | (1,546) | (2,347) |
| Other noncurrent liabilities | 48 | (302) |
| Net cash used for operating activities | (7,357) | (4,862) |
| Cash flows from investing activities: | | |
| Purchase of property and equipment | (20) | (58) |
| Purchase of short-term investments | (11,580) | (10,658) |
| Maturities of short-term investments | 8,912 | 30,453 |
| Net cash (used for) provided by investing activities | (2,688) | 19,737 |
| Cash flows from financing activities: | | |
| Proceeds from issuance of common stock, net | 289 | 298 |
| Proceeds from exercise of common stock options, net | 225 | 89 |
| Net cash provided by financing activities | 514 | 387 |
| Effect of exchange rates on cash and cash equivalents | 80 | (41) |
| Net (decrease) increase in cash and cash equivalents | (9,451) | 15,221 |
| Cash and cash equivalents at beginning of period | 36,865 | 23,789 |
| Cash and cash equivalents at end of period | $ 27,414 | $ 39,010 |

See Accompanying Notes to Condensed Consolidated Financial Statements.

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BROADVISION, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Organization and Summary of Significant Accounting Policies

There have been no material changes in our critical accounting policies, estimates and judgments during the nine-month period ended September 30, 2014 compared to the disclosures in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission (the "SEC") on March 14, 2014, other than those disclosed herein.

Basis of Presentation

The condensed consolidated financial results and related information as of and for the three and nine months ended September 30, 2014 and September 30, 2013 are unaudited. The Condensed Consolidated Balance Sheet at December 31, 2013 has been derived from the audited consolidated financial statements as of that date but does not necessarily reflect all of the disclosures previously reported in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The unaudited condensed consolidated financial statements should be reviewed in conjunction with the audited consolidated financial statements and related notes contained in our 2013 Annual Report on Form 10-K filed with the SEC on March 14, 2014.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and with the instructions in Form 10-Q and Article 10 of Regulation S-X. Accordingly, these statements do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of interim financial information have been included. Operating results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the remainder of the year ending December 31, 2014 or any future interim period. The condensed consolidated financial statements include our accounts and those of our wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in the consolidation.

Reclassification

Certain reclassifications have been made to the 2013 balances to conform to the presentation of the condensed consolidated financial statements for the three and nine months ended September 30, 2014. These reclassifications had no effect on the previously reported net loss, total assets or cash flow.

Use of Estimates

The preparation of Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make certain assumptions and estimates that affect reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, including those related to receivable reserves, stock-based compensation, investments, impairment assessments and income taxes, as well as contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe are reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates using different assumptions or conditions.

Stock-Based Compensation

The following table sets forth the components of the total stock-based compensation expense recognized in our Condensed Consolidated Statements of Comprehensive Loss for the three and nine months ended September 30, 2014 and 2013 (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Cost of services | $ 37 | $ 26 | $ 104 | $ 56 |
| Research and development | 100 | 48 | 215 | 90 |
| Sales and marketing | 87 | 80 | 310 | 224 |

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| | | | | |
|---|---|---|---|---|
| General and administrative | 63 | 33 | 142 | 74 |
| | $ 287 | $ 187 | $ 771 | $ 444 |

Earnings Per Share Information

Basic net loss per share is computed using the weighted-average number of shares of common stock outstanding. Diluted net loss per share is computed using the weighted-average number of shares of common stock outstanding and, when dilutive, common equivalent shares from outstanding stock options using the treasury stock method. The following table sets forth the basic and diluted net loss per share computational data for the periods presented (in thousands, except per share amounts):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Net Loss | $ (3,253) | $ (848) | $ (7,925) | $ (4,088) |
| Weighted-average common shares outstanding used to compute basic and diluted net loss per share | 4,810 | 4,720 | 4,791 | 4,703 |
| Basic and diluted net loss per share | $ (0.68) | $ (0.18) | $ (1.65) | $ (0.87) |

Legal Proceedings

We are subject from time to time to various legal actions and other claims arising in the ordinary course of business. We are not a party to any legal proceedings that we believe would have a material adverse effect on our consolidated financial position or consolidated results of operations.

Foreign Currency Translations

The functional currencies of all foreign subsidiaries are the local currencies of their respective countries. Assets and liabilities of these subsidiaries are translated into U.S. dollars at the balance sheet date. Income and expense items are translated at average exchange rates for the periods presented. Foreign exchange gains and losses resulting from the remeasurement of foreign currency assets and liabilities are included as other income, net in the Condensed Consolidated Statements of Comprehensive Loss. For the nine months ended September 30, 2014, and 2013, translation gain (loss) was $80,000 and ($41,000), respectively. These amounts are included in the accumulated other comprehensive loss account in the Condensed Consolidated Balance Sheets.

Comprehensive Loss

Comprehensive loss includes net loss and other comprehensive gains and losses, which primarily consists of foreign currency translation adjustments. Total comprehensive loss is presented in the accompanying Condensed Consolidated Statements of Comprehensive Loss. Total accumulated other comprehensive loss is displayed as a separate component of stockholders' equity in the accompanying Condensed Consolidated Balance Sheets. The accumulated balances of other comprehensive loss consist of the following, net of taxes (in thousands):

| | Accumulated Other Comprehensive Loss | |
|---|---|---|
| Balance, December 31, 2013 | $ | (856) |
| Net change during period | | 80 |
| Balance, September 30, 2014 | $ | (776) |

Recent Accounting Pronouncements

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In May 2014, the FASB issued changes to the recognition of revenue from contracts with customers. These changes created a comprehensive framework for all entities in all industries to apply in the determination of when to recognize revenue, and, therefore, supersede virtually all existing revenue recognition requirements and guidance. This framework is expected to result in less complex guidance in application while providing a consistent and comparable methodology for revenue recognition. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract(s), (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract(s), and (v) recognize revenue when, or as, the entity satisfies a performance obligation. These changes become effective for us on January 1, 2017. We are currently evaluating the potential impact of these changes on the condensed consolidated financial statements.

Note 2. Selected Condensed Consolidated Balance Sheet Detail

Accrued expenses consisted of the following (in thousands):

| | September 30, 2014 (unaudited) | December 31, 2013 |
|---|---|---|
| Employee benefits | $ 782 | $ 826 |
| Commissions and bonuses | 135 | 172 |
| Sales and other taxes | 193 | 297 |
| Income tax and tax contingencies | 304 | 240 |
| Customer advances | 27 | 27 |
| Other | 908 | 863 |
| Total accrued expenses | $ 2,349 | $ 2,425 |

Other non-current liabilities consisted of the following (in thousands):

| | September 30, 2014 (unaudited) | December 31, 2013 |
|---|---|---|
| Deferred maintenance and unearned revenue | $ 243 | $ 234 |
| Other | 583 | 544 |
| Total other non-current liabilities | $ 826 | $ 778 |

Note 3. Fair Value of Financial Instruments

We measure assets and liabilities at fair value based on an exit price as defined by the FASB guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- Level 1 - Quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;

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- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

We measure the following financial assets at fair value on a recurring basis. The fair value of these financial assets as of September 30, 2014 (in thousands) is as follows:

| | | Fair Value at Reporting Date Using | | |
|---|---|---|---|---|
| | September 30, 2014 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Cash and cash equivalents: | | | | |
| Cash | $ 27,205 | $ 27,205 | $ - | $ - |
| Money market funds | 209 | 209 | - | - |
| Total cash and cash equivalents | $ 27,414 | $ 27,414 | $ - | $ - |
| Fixed income securities | | | | |
| Certificates of deposits | $ 1,265 | $ - | $ 1,265 | $ - |
| Corporate bonds - financial | 9,052 | - | 9,052 | - |
| Corporate bonds - industrial | 1,886 | - | 1,886 | - |
| Total fixed income securities | $ 12,203 | $ - | $ 12,203 | $ - |

Level 2 securities are priced using quoted market prices for similar instruments, nonbinding market prices that are corroborated by observable market data, or discounted cash flow techniques.

The fair value of accounts receivable and accounts payable for all periods presented approximates their respective carrying amounts due to the short-term nature of these balances.

Note 4. Commitments and Contingencies

Warranties and Indemnification

We provide a warranty to our perpetual license customers that our software will perform substantially in accordance with the documentation we provide with the software, typically for a period of 90 days following receipt of the software. Historically, costs related to these warranties have been immaterial. Accordingly, we have not recorded any warranty liabilities as of September 30, 2014 and December 31, 2013, respectively.

Our perpetual software license agreements typically provide for indemnification of customers for intellectual property infringement claims caused by use of a current release of our software consistent with the terms of the license agreement. The term of these indemnification clauses is generally perpetual. The potential future payments we could be required to make under these indemnification clauses is generally limited to the amount the customer paid for the software. Historically, costs related to these indemnification provisions have been immaterial. We also maintain liability insurance that limits our exposure. As a result, we believe the potential liability of these indemnification clauses is minimal. Accordingly, we did not record any liabilities for these agreements as of September 30, 2014 and December 31, 2013, respectively.

We entered into agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer is, or was, serving in such capacity. The term of the indemnification period is for so long as such officer or director is subject to an

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indemnifiable event by reason of the fact that such person was serving in such capacity. The maximum potential amount of future payments we could be required to make under these indemnification agreements may be unlimited; however, we have a director and officer insurance policy that limits our exposure and enables us to recover a portion of any future amounts paid. As a result of our insurance policy coverage, we believe the estimated fair value of these indemnification agreements is insignificant. Accordingly, we have no liabilities recorded for these agreements as of either September 30, 2014 or December 31, 2013. We assess the need for an indemnification reserve on a quarterly basis and there can be no guarantee that an indemnification reserve will not become necessary in the future.

Leases

We lease our headquarters facility and our other facilities under noncancelable operating lease agreements each of which will expire during or before June, 2018. Under the terms of our lease agreements, we are required to pay property taxes, insurance and normal maintenance costs.

A summary of total future minimum lease payments under noncancelable operating lease agreements as of September 30, 2014 (in thousands) is as follows:

| Years ending December 31, | Operating Lease |
|---|---|
| 2014 (three months) | $ 247 |
| 2015 | 859 |
| 2016 | 806 |
| 2017 | 763 |
| 2018 and thereafter | 365 |
| Total minimum lease payments | $ 3,040 |

Note 5. Geographic, Segment and Significant Customer Information

The disaggregated revenue information regarding types of revenues is as follows (in thousands):

| | Three Months Ended September 30, 2014 | 2013 | Nine Months Ended September 30, 2014 | 2013 |
|---|---|---|---|---|
| Software licenses | $ 1,331 | $ 1,312 | $ 3,809 | $ 4,301 |
| Consulting services | 756 | 1,095 | 2,224 | 2,610 |
| Maintenance | 1,038 | 1,557 | 3,246 | 4,976 |
| Total revenues | $ 3,125 | $ 3,964 | $ 9,279 | $ 11,887 |

We currently operate in three primary geographical territories. Our reportable segment includes our facilities in North and South America (Americas); Europe, Middle East and Africa (Europe); and Asia, Pacific and Japan (Asia/Pacific).

Disaggregated financial information regarding our geographic revenues is as follows (in thousands):

| Revenues: | Three Months Ended September 30, 2014 | 2013 | Nine Months Ended September 30, 2014 | 2013 |
|---|---|---|---|---|
| Americas | $ 1,269 | $ 1,357 | $ 3,579 | $ 5,033 |
| Europe | 695 | 1,036 | 2,193 | 3,423 |
| Asia/Pacific | 1,161 | 1,571 | 3,507 | 3,431 |
| Total revenues | $ 3,125 | $ 3,964 | $ 9,279 | $ 11,887 |

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For the three and nine-month periods ended September 30, 2014, none of our customers accounted for more than 10% of our revenues. For the three-month period ended September 30, 2013, one of our customers accounted for approximately $413,000 of our revenues. For the nine-month period ended September 30, 2013, none of our customers accounted for more than 10% of our revenues.

Note 6. Related Party Transactions

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 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 $8.6 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.

In April 2014, we executed a renewal contract with a third party of which Dr. Pehong Chen, our CEO and largest stockholder, is a board member. The total renewal license associated with that contract is $166,000. We recognized $41,000 of license revenue related to this contract for the third quarter of 2014.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe harbor" created by those sections. These forward-looking statements are generally identified by words such as "expect," "anticipate," "intend," "believe," "hope," "assume," "estimate," "plan," "will" and other similar words and expressions. These forward-looking statements, including, but not limited to, statements regarding expectations for working capital requirements, anticipated increases in competition and assumptions regarding the impact of certain products on future revenue, involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in the forward-looking statements as a result of certain factors, including those described herein and in our most recently filed Annual Report on Form 10-K and other documents filed with the SEC. We undertake no obligation to publicly release any revisions to the forward-looking statements or to reflect events and circumstances after the date of this document.

Critical Accounting Policies, Estimates and Judgments

There have been no material changes in our critical accounting policies, estimates and judgments during the nine month period ended September 30, 2014 compared to the disclosures in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013, other than as disclosed herein.

Recent Accounting Pronouncements

For information with respect to recent accounting pronouncements, if any, and the impact of these pronouncements on our Condensed Consolidated Financial Statements, if any, see Note 1 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.

Results of Operations

The following table sets forth certain items reflected in our Condensed Consolidated Statements of Comprehensive Loss expressed as a percent of total revenues for the periods indicated:

| Three Months Ended September 30, | Nine Months Ended September 30, |
|---|---|

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| | 2014 | 2013 | 2014 | 2013 |
|---|---|---|---|---|
| Revenues: | | | | |
| Software licenses | 43 % | 33 % | 41 % | 36 % |
| Services | 57 | 67 | 59 | 64 |
| Total revenues | 100 | 100 | 100 | 100 |
| Cost of revenues: | | | | |
| Cost of software revenues | 1 | 1 | 1 | 1 |
| Cost of services | 34 | 31 | 37 | 29 |
| Total cost of revenues | 35 | 32 | 38 | 30 |
| Gross profit | 65 | 68 | 62 | 70 |
| Operating expenses: | | | | |
| Research and development | 59 | 45 | 59 | 45 |
| Sales and marketing | 39 | 33 | 44 | 36 |
| General and administrative | 33 | 23 | 31 | 26 |
| Total operating expenses | 131 | 101 | 134 | 107 |
| Operating loss | (66) | (33) | (72) | (37) |
| Interest income, net | - | - | - | 1 |
| Other (expense) income, net | (37) | 13 | (13) | 2 |
| Loss before provision for income taxes | (103) | (20) | (85) | (34) |
| Provision for income taxes | (1) | (1) | (1) | (1) |
| Net loss | (104) % | (21) % | (86) % | (35) % |

Revenues. License revenue from the sales of software licenses for the three months ended September 2014 and 2013 remained unchanged at $1.3 million. License revenue from the sales of software licenses for the nine months ended September 30, 2014 was $3.8 million, down $0.5 million, or 12% from $4.3 million for the nine months ended September 30, 2013. Maintenance revenue, which is generally derived from maintenance contracts sold with initial customer licenses and from subsequent contract renewals, for the three months ended September 30, 2014 was $1.0 million, down $0.6 million, or 37% from $1.6 million for the three months ended September 30, 2013. Maintenance revenue for the nine months ended September 30, 2014 was $3.2 million, down $1.8 million, or 36% from $5.0 million for the nine months ended September 30, 2013. Consulting revenue, which is generally related to services in connection with our licensed software for the three months ended September 30, 2014 was $0.8 million, down $0.3 million, or 27% from $1.1 million for the three months ended September 30, 2013. Consulting revenue for the nine months ended September 30, 2014 was $2.2 million, down $0.4 million, or 15% from $2.6 million for the nine months ended September 30, 2013. Revenues for the nine months ended September 30, 2014 were $9.3 million, down $2.6 million, or 22% from revenues for the nine months ended September 30, 2013, mainly due to the decline of our legacy business.

Cost of software licenses. Cost of software licenses includes the cost of our Cloud hosting operation, net costs of product media, duplication, packaging, and other manufacturing costs as well as royalties payable to third parties for software that is either embedded in, or bundled and sold with, our products. Cost of software licenses for the three months ended September 30, 2014 decreased to $26,000 compared to $55,000 for the same period in the prior year. Cost of software licenses for the nine months ended September 30, 2014 decreased $10,000 compared to the same period in 2013. The decrease was primarily due to more efficient usage in our Cloud hosting operation.

Cost of services. Cost of services consists primarily of employee-related costs, third-party consultant fees incurred on consulting projects, post-contract customer support and instructional training services. Cost of services was $1.1 million for the three months ended September 30, 2014, down $0.1 million, or 8%, from $1.2 million for the three months ended September 30, 2013. Cost of services remained unchanged around $3.4 million for the nine months ended September 30, 2014 and 2013.

Research and development. Research and development expenses consist primarily of salaries, employee-related benefit costs and consulting fees incurred in association with the development of our products. Research and development expenses remained unchanged at $1.8 million for the three months ended September 30, 2014 and 2013. Research and development expenses remained unchanged around $5.4 million for the nine months ended September 30, 2014 and 2013.

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Sales and marketing. Sales and marketing expenses consist primarily of salaries, employee-related benefit costs, commissions and other incentive compensation, travel and entertainment and marketing program-related expenditures such as for collateral materials, trade shows, public relations, advertising and creative services. Sales and marketing expenses were $1.2 million for the three months ended September 30, 2014, down $0.1 million, or 8%, from $1.3 million for the three months ended September 30, 2013. Sales and marketing expenses were $4.1 million for the nine months ended September 30, 2014, down $0.2 million, or 5%, from $4.3 million for the nine months ended September 30, 2013.

General and administrative. General and administrative expenses consist primarily of salaries, employee-related benefit costs, provisions and credits related to uncollectible accounts receivable, professional service fees and legal fees. Our general and administrative expenses were $1.0 million for the three months ended September 30, 2014, up $0.1 million, or 11%, from $0.9 million for the three month periods ended September 30, 2013. Our general and administrative expenses were $2.9 million for the nine months ended September 30, 2014, down $0.1 million, or 3%, from $3.0 million for the nine month periods ended September 30, 2013.

Interest income, net. Net interest income includes interest income on investment funds. We generated $43,000 and $118,000 in interest income from our cash and cash equivalents as well as short-term investment balances during the nine months ended September 30, 2014 and 2013, respectively.

Other (expense) income, net. Other (expense) income, net during the nine months ended September 30, 2014, was a loss of $1.2 million compared to a gain of $0.2 million for the nine months ended September 30, 2013. The variance between the periods was primarily due to losses and gains from the remeasurement of the foreign currency exchange rate fluctuation on our Euro cash and investment balances.

Provision for income taxes. The provision for income taxes was $62,000 for the nine months ended September 30, 2014 compared to a provision for income tax of $80,000 for the nine months ended September 30, 2013. The provision for the nine months ended September 30, 2014 and 2013 primarily relates to foreign income tax expenses.

Liquidity and Capital Resources

Overview

We continue to maintain a strong cash position as shown on our Condensed Consolidated Balance Sheet. As of September 30, 2014, we had $39.6 million of cash and cash equivalents and short-term investments with no long-term debt borrowings, as compared to a balance of $46.4 million of cash and cash equivalents and short-term investments at December 31, 2013.

We continued to focus on expense control in the third quarter of 2014. Operating expenses for the third quarter of 2014 and 2013 were $4.1 million and $4.0 million, respectively. For the three months ended September 30, 2014, net loss was $3.2 million, or ($0.68) per share. This compares to net loss of $0.9 million, or ($0.18) per share, for the three months ended September 30, 2013.

The following table represents our liquidity at September 30, 2014 and December 31, 2013 (dollars in thousands):

| | September 30, 2014 | December 31, 2013 |
|---|---|---|
| Cash and cash equivalents | $ 27,414 | $ 36,865 |
| Short-term investments | $ 12,203 | $ 9,535 |
| Working capital | $ 37,303 | $ 43,754 |
| Working capital ratio | 7.45 | 6.90 |

Cash Used For Operating Activities

Cash used for operating activities was $7.4 million for the nine months ended September 30, 2014, mainly attributable to a $6.7 million operating loss offset by noncash items and changes in operating assets and liabilities. Cash used for operating activities was $4.9 million for the nine months ended September 30, 2013, mainly attributable to a $4.3 million operating loss offset by noncash items and changes in operating assets and liabilities.

Cash (Used For) Provided By Investing Activities

Cash used for investing activities was $2.7 million for the nine months ended September 30, 2014. Cash provided by investing activities was $19.7 million for the nine months ended September 30, 2013. Both periods' changes are primarily related to the purchases or maturities of short-term investments in bonds and certificates of deposit.

Cash Provided By Financing Activities

Cash provided by financing activities was $0.5 million for the nine months ended September 30, 2014, primarily from cash received in connection with employees' exercise of stock options and purchases of common stock under the Employee Stock Purchase Plan. Cash provided by financing activities was $0.4 million for the nine months ended September 30, 2013, primarily from purchases of common stock under the Employee Stock Purchase Plan.

Leases and Other Contractual Obligations

As of September 30. 2014, we leased our headquarters facility and other facilities under non-cancelable operating lease agreements each of which will expire during or before June 2018.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements in the third quarter of 2014 or in any prior periods.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We had no derivative financial instruments as of September 30, 2014 and 2013. We place our investments in instruments that meet high credit quality standards and the amount of credit exposure to any one issue, issuer and type of instrument is limited.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, as of September 30, 2014 we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2014 to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at that reasonable assurance level. However, our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to

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their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected.

# PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

We are subject from time to time to various legal actions and other claims arising in the ordinary course of business. We are not a party to any legal proceedings that we believe would have a material adverse effect on our financial position or our results of operation.

## Item 1A. Risk Factors

The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business could be harmed. In that event, the trading price of our common stock could decline.

Our business currently depends on revenue related to BroadVision e-business solutions, and if the market does not increasingly accept these products and related products and services, our revenue may continue to decline.

We generate a large portion of our revenue from legacy products, including Business Agility Suite, Commerce Agility Suite and QuickSilver. We expect that these products, and future upgraded versions, will continue to account for a large portion of our revenue in the foreseeable future. Our future financial performance will depend on our ability to sustain our legacy business. If we fail to deliver the product enhancements that customers want, or if competitors overtake our legacy customers, demand for our legacy products and services, and our revenue, may decline.

We have recently introduced new products, services and technologies and our business will be harmed if we are not successful in selling these offerings to our existing customers and new customers.

In 2014 we announced the availability of Vmoso, a new social, mobile unified communications and collaboration solution. We announced the integration of Clearvale's social and mobile capabilities into our legacy products, as BroadVision 9 in 2013. We have been actively enhancing Clearvale, which we released initially in 2009, by adding new functions and editions. We have spent significant resources in developing these offerings and training our employees to implement, support, operate, sell and market the offerings. To date our Clearvale and BroadVision 9 offerings only contributed to a minor portion of our revenue. We do not yet know whether any of these new offerings will grow into a significant business line, and if so, whether sales of these new offerings will be sufficient for us to offset the costs of development, implementation, support, operation, sales and marketing. Although we have performed extensive testing of our new products and technologies, their broad-based implementation may require more support than we anticipate, which would further increase our expenses. If sales of our new products, services and technologies are lower than we expect, or if we must lower our prices or delay implementation to fix unforeseen problems and develop modifications, our operating margins are likely to decrease and we may not be able to operate profitably.

We have recently introduced Cloud-based offerings. Our business will be harmed and our growth potential will be limited, if we are unable to provide reliable, scalable, and cost-efficient Cloud hosting operation.

Traditionally, BroadVision has offered perpetual software licenses, with customers responsible for the IT equipment needed for running BroadVision software. The new Clear and Clearvale and Vmoso products, on the other hand, include Cloud-based offerings, where BroadVision provides hosted IT equipment and operation for subscribing customers. The Cloud model is also known as Software-as-a-Service, or SaaS. Our SaaS operations rely upon a distributed computing infrastructure platform for business operations, or what is commonly referred to as a cloud computing service. We have designed our software and computer systems so as to utilize data processing, storage capabilities and other services provided by cloud computing service providers. Currently, our worldwide cloud service providers include Amazon Web Services. Any disruption of or interference with our use of cloud computing services would impact our operations and our business would be adversely impacted. BroadVision has limited prior experience in operating Cloud hosting. We may be unable to timely provide adequate computing capacity to keep up with business growth and performance requirements. Our hosted operation may fail due to hardware problems, software problems, power problems, network problems, scalability problems, human errors, hacker attacks, disasters, third-party data center problems and other reasons. The failures may cause us to compromise security, lose customer data or identity, endure prolonged downtime, etc., all of which will harm our business and limit our growth. BroadVision has limited prior experience in estimating the costs of Cloud hosting. If we underestimate the costs or under-charge customers, we may not have adequate margins to sustain the Cloud hosting operation. Clearvale allows customers to use basic functions for free, a business practice gaining popularity in our industry. If we do not have enough customers upgrading to for-fee premium packages, we may be unable to sustain our Cloud hosting operation economically.

Current and potential competitors could make it difficult for us to acquire and retain customers now and in the future.

The market for our products is intensely competitive. We expect competition in this market to persist and increase in the future. If we fail to compete successfully with current or future competitors, we may be unable to attract and retain customers. Increased competition could also result in price reductions for our products and lower profit margins and reduced market share, any of which could harm our business, results of operations and financial condition.

Many of our competitors have significantly greater financial, technical, marketing and other resources, greater name recognition, a broader range of products and a larger installed customer base, any of which could provide them with a significant competitive advantage. In addition, new competitors, or alliances among existing and future competitors, may emerge and rapidly gain significant market share. Some of our competitors, particularly established software vendors, may also be able to provide customers with products and services comparable to ours at lower or at aggressively reduced prices in an effort to increase market share or as part of a broader software package they are selling to a customer. We may be unable to match competitor's prices or price reductions, and we may fail to win customers that choose to purchase an information technology solution as part of a broader software and services package. As a result, we may be unable to compete successfully with current or new competitors.

If we are unable to keep pace with the rapid technological changes in online commerce, portal, social networking and enterprise software, our products and services may fail to be competitive.

Our products and services may fail to be competitive if we do not maintain or exceed the pace of technological developments in Internet commerce, portal, social networking and enterprise software. Failure to be competitive could cause our revenue to decline. The information services, software and communications industries are characterized by rapid technological change, changes in customer requirements, frequent new product and service introductions and enhancements and evolving industry standards and practices. The introduction of products and services embodying new technologies and the emergence of new industry standards and practices can render existing products and services obsolete. Our future success will depend, in part, on our ability to:

- develop leading technologies;
- enhance our existing products and services;
- develop new products and services that address the increasingly sophisticated and varied needs of our prospective customers; and

- respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis.

We have a history of losses and our future profitability on a quarterly or annual basis is uncertain, which could have a harmful effect on our business and the value of our common stock.

Our quarterly operating results have fluctuated in the past and may fluctuate significantly in the future as a result of a variety of factors, many of which are outside of our control. As of September 30, 2014, we had an accumulated deficit of approximately $1.2 billion.

For the foreseeable future we expect our results of operations to fluctuate, and during this period we may incur losses and/or negative cash flows. If our revenue does not increase or if we fail to maintain our expenses at an amount less than our projected revenue, we will not be able to achieve or sustain operating profitability on a consistent basis.

Our failure to operate profitably or control negative cash flows on a quarterly or annual basis could harm our business and the value of BroadVision common stock. If the negative cash flow continues, our liquidity and ability to operate our business would be severely and adversely impacted. Additionally, our ability to raise financial capital may be hindered due to our operational losses and negative cash flows, reducing our operating flexibility.

Our quarterly operating results are volatile and difficult to predict, and our stock price may decline if we fail to meet the expectations of securities analysts or investors.

Historically our quarterly operating results have varied significantly from quarter to quarter and are likely to continue to vary significantly in the future. If our revenues, operating results, earnings or projections are below the levels expected by securities analysts or investors, our stock price is likely to decline.

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We are likely to continue to experience significant fluctuations in our future results of operations due to a variety of factors, some of which are outside of our control, including:

- introduction of products and services and enhancements by us and our competitors;
- competitive factors that affect our pricing;
- market acceptance of new products;
- the mix of products sold by us;
- the timing of receipt, fulfillment and recognition as revenue of significant orders;
- changes in our pricing policies or our competitors;
- changes in our sales incentive plans;
- the budgeting cycles of our customers;
- customer order deferrals in anticipation of new products or enhancements by our competitors or us or because of macro-economic conditions;
- nonrenewal of our maintenance agreements, which generally automatically renew for one-year terms unless earlier terminated by either party upon 90-days notice;
- product life cycles;
- changes in strategy;
- seasonal trends;
- the mix of distribution channels through which our products are sold;
- the mix of international and domestic sales;
- the rate at which new sales people become productive;
- changes in the level of operating expenses to support projected growth;
- increase in the amount of third party products and services that we use in our products or resell with royalties attached; and
- costs associated with litigation, regulatory compliance and other corporate events such as operational reorganizations.

As a result of these factors, we believe that quarter-to-quarter comparisons of our revenue and operating results are not necessarily meaningful, and that these comparisons are not accurate indicators of future performance. Because our staffing and operating expenses are based on anticipated revenue levels, and because a high percentage of our costs are fixed, small variations in the timing of the recognition of specific revenue could cause significant variations in operating results from quarter to quarter. If we were unable to adjust spending in a timely manner to compensate for any revenue shortfall, any significant revenue shortfall would likely have an immediate negative effect on our operating results. If our operating results in one or more future quarters fail to meet the expectations of securities analysts or investors, we would expect to experience an immediate and significant decline in the trading price of our stock.

Our sales and product implementation cycles are lengthy and subject to delay, which make it difficult to predict our quarterly results.

Our sales and product implementation cycles generally span months. Delays in customer orders or product implementations, which are difficult to predict, can affect the timing of revenue recognition and adversely affect our quarterly operating results. Licensing our products is often an enterprise-wide decision by prospective customers. The importance of this decision requires that we engage in a lengthy sales cycle with prospective customers. A successful sales cycle may last up to nine months or longer. Our sales cycle is also affected by a number of other factors, some of which we have little or no control over, including the volatility of the overall software market, the business condition and purchasing cycle of each prospective customer, and the performance of our technology partners, systems integrators and resellers. The implementation of our products can also be time and resource intensive, and subject to unexpected delays. Delays in either product sales or implementations could cause our operating results to vary significantly from quarter to quarter.

Because a significant portion of our sales activity occurs at the end of each fiscal quarter, delays in a relatively small number of license transactions could adversely affect our quarterly operating results.

A significant proportion of our sales are concentrated in the last month of each fiscal quarter. Gross margins are high for our license transactions. Customers and prospective customers may use these conditions in an attempt to obtain more favorable terms. While we endeavor to avoid making concessions that could result in lower margins, the negotiations often result in delays in closing license transactions. Small delays in a relatively small number of license transactions could have a significant impact on our reported operating results for that quarter.

We may face liquidity challenges and need additional financing in the future.

We currently expect to be able to fund our working capital requirements from our existing cash and cash equivalents and short-term investments through at least September 30, 2015. However, we could experience unforeseen circumstances, such as an economic downturn, difficulties in retaining customers and/or key employees, or other factors that could increase our use of available cash and require us to seek additional financing. We may find it necessary to obtain additional equity or debt financing due to the factors listed above or in order to support a more rapid expansion, develop new or enhanced products or services, respond to competitive pressures, acquire complementary businesses or technologies or respond to unanticipated requirements.

We may seek to raise additional funds through private or public sales of securities, strategic relationships, bank debt, financing under leasing arrangements or otherwise. If additional funds are raised through the issuance of equity securities, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution or any equity securities we sell may have rights, preferences or privileges senior to those of the holders of our common stock. We expect that obtaining additional financing on acceptable terms would be difficult, at best. If adequate funds are not available or are not available on acceptable terms, we may be unable to pay our debts as they become due, develop our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements, which could have a material adverse effect on our business, financial condition and future operating results.

If we are unable to maintain our disclosure controls and procedures, including our internal control over financial reporting, our ability to report our financial results on a timely and accurate basis may be adversely affected.

We have evaluated our "disclosure controls and procedures" as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended. Effective controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed.

Maintaining sufficient expertise and historical institutional knowledge in our accounting and finance organization is dependent upon retaining existing employees and filling any open positions with experienced personnel in a timely fashion. The market for skilled accounting and finance personnel is competitive and we may have continued difficulty in retaining our staff because the region in which we compete consists of many established companies that can offer more lucrative compensation packages. Our inability to staff the department with competent personnel with sufficient training will affect our internal controls over financial reporting to the extent that we may not be able to prevent or detect material misstatements.

We are dependent on direct sales personnel and third-party distribution channels to achieve revenue growth.

To date, we have sold our products primarily through our direct sales force. Our ability to achieve significant revenue growth in the future largely will depend on our success in recruiting, training and retaining sufficient direct sales personnel and establishing and maintaining relationships with distributors, resellers and systems integrators. Our products and services require a sophisticated sales effort targeted at the senior management of our prospective customers. New hires as well as employees of our distributors, resellers and systems integrators require training and may take a significant amount of time before achieving full productivity. Our recent hires may not become as productive as necessary, and we may be unable to hire and retain sufficient numbers of qualified individuals in the future. We have entered into strategic alliance agreements with partners, under which partners have agreed to resell and support our current BroadVision product suite. These contracts are generally terminable by either party upon 30 days' notice of an uncured material breach or for convenience upon 90 days' notice prior to the end of any annual term. Termination of any of these alliances could harm our expected revenues. We may be unable to expand our other distribution channels, and any expansion may not result in revenue increases. If we fail to maintain and expand our direct sales force or other distribution channels, our revenues may not grow or they may decline. Revenue generated from third-party distributors in recent years has not been significant.

We may be unable to manage or grow our international operations and assets, which could impair our overall growth or financial position.

We derive a significant portion of our revenue from our operations outside North America. In the nine-months ended September 30, 2014, approximately 61% of our revenue was derived from international sales. If we are unable to manage or grow our existing international operations, we may not generate sufficient revenue required to establish and maintain these operations, which could slow our overall growth and impair our operating margins.

As we rely materially on our operations outside of North America, we are subject to significant risks of doing business internationally, including:

- difficulties in staffing and managing foreign operations and safeguarding foreign assets;
- unexpected changes in regulatory requirements;
- export controls relating to encryption technology and other export restrictions;
- tariffs and other trade barriers;
- political and economic instability;
- fluctuations in currency exchange rates;
- reduced protection for intellectual property rights in some countries;

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- cultural barriers;
- seasonal reductions in business activity during the summer months in Europe and certain other parts of the world; and
- potentially adverse tax consequences.

Our international sales growth could be limited if we are unable to establish additional foreign operations, expand international sales channel management and support, hire additional personnel, customize products for local markets and develop relationships with international service providers, distributors and system integrators. Even if we are able to successfully expand our international operations, we may not succeed in maintaining or expanding international market demand for our products.

Our success and competitive position will depend on our ability to protect our proprietary technology.

Our success and ability to compete are dependent to a significant degree on our proprietary technology. We hold a U.S. patent, issued on January 14, 2014, on the elements of creating and sharing tasks over one or more networks. We also hold a U.S. patent, issued in January 1998, on elements of the BroadVision platform, which covers electronic commerce operations common in today's web business. Although we hold these patents, they may not provide an adequate level of intellectual property protection. In addition, litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Third parties have claimed and may claim in the future that we have infringed their patent, trademark, copyright or other proprietary rights. Claims may be made for indemnification resulting from allegations of infringement. Intellectual property infringement claims may be asserted against us as a result of the use by third parties of our products. Claims or litigation, with or without merit, could result in substantial costs and diversions of resources, either of which could harm our business.

We also rely on copyright, trademark, service mark, trade secret laws and contractual restrictions to protect our proprietary rights in products and services. We have registered "BroadVision", "Clearvale", "Interleaf" and the Clearvale logo as trademarks in the United States and/or in other countries. It is possible that our competitors or other companies will adopt product names similar to these trademarks, impeding our ability to build brand identity and possibly confusing customers.

As a matter of our company policy, we enter into confidentiality and assignment agreements with our employees, consultants, partners and vendors. We also control access to and distribution of our software, documents and other proprietary information. Notwithstanding these precautions, it may be possible for an unauthorized third party to copy or otherwise obtain and use our software or other proprietary information or to develop similar software independently. Policing unauthorized use of our products will be difficult, particularly because the global nature of the Internet makes it difficult to control the ultimate destination or security of software and other transmitted data. The laws of other countries may afford us little or no effective protection of our intellectual property.

A breach of the encryption technology that we use could expose us to liability and harm our reputation, causing a loss of customers.

If any breach of the security technology embedded in our products or hosted Cloud operation were to occur, we would be exposed to liability and our reputation could be harmed, which could cause us to lose customers. A significant barrier to online commerce, portal, social networking and enterprise software the secure exchange of valuable and confidential information over public networks. We rely on encryption and authentication technology, such as Open SSL, public key cryptography, encryption algorithms RC2 and MD5, digital certificates and HTTPS, to provide the security and authentication necessary to affect the secure exchange of confidential information. Advances in computer capabilities, new discoveries in the field of cryptography, new hacking methods, security holes in 3rd-party components (such as operating system bugs) or other events or developments could cause a breach of the above measures that we use to protect customer data and identity.

The loss or malfunction of technology from third parties could delay the introduction of our products and services.

We rely in part on technology that we license from third parties or we obtain from open sources, including relational database management systems from Oracle, Microsoft and MySQL; object request broker software from IONA Technologies PLC; J2EE from Oracle and JBoss; and others. The loss or malfunction of any third-party technology could harm our business. We integrate or sublicense third-party technology with internally developed software to perform key functions. For example, our products and services incorporate data encryption and authentication technology from Open SSL. Third-party technology might not continue to be available to us on commercially reasonable terms, or at all. Moreover, third-party technology may contain defects that we cannot control. Problems with third-party technology could cause delays in introducing our products or services until equivalent technology, if available, is identified, licensed or obtained, and integrated. Delays in introducing our products and services could adversely affect our results of operations.

Our officers, key employees and highly skilled technical and managerial personnel are critical to our business, and they may not remain with us in the future.

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Our performance substantially depends on the performance of our officers and key employees. We also rely on our ability to retain and motivate qualified personnel, especially our management and highly skilled development teams. The loss of the services of any of our officers or key employees, particularly our founder and Chief Executive Officer, Dr. Pehong Chen, could cause us to incur increased operating expenses and divert senior management resources in searching for replacements. The loss of their services also could harm our reputation if our customers were to become concerned about our future operations. We do not carry "key person" life insurance policies on any of our employees. Our future success also depends on our continuing ability to identify, hire, train and retain other highly qualified technical and managerial personnel. Competition for these personnel is intense, especially in the Internet industry. We have in the past experienced, and may continue to experience, difficulty in hiring and retaining sufficient numbers of highly skilled employees. The significant downturn in our business over the past several years has had and may continue to have a negative impact on our operations. We have restructured our operations by reducing our workforce and implementing other cost containment activities. These actions could lead to disruptions in our business, reduced employee morale and productivity, increased attrition, and problems with retaining existing and recruiting future employees.

Limitations on the online collection of profile information could impair the effectiveness of our products.

Online users' resistance to providing personal data, and laws and regulations prohibiting use of personal data gathered online without express consent or requiring businesses to notify their web site visitors of the possible dissemination of their personal data, could limit the effectiveness of our products. This in turn could adversely affect our sales and results of operations.

One of the principal features of our products is the ability to develop and maintain profiles of online users to assist business managers in determining the nature of the content to be provided to these online users. Typically, profile information is captured when consumers, business customers and employees visit a web site and volunteer information in response to survey questions concerning their backgrounds, interests and preferences. Profiles can be augmented over time through the subsequent collection of usage data. Although our products are designed to enable the development of applications that permit web site visitors to prevent the distribution of any of their personal data beyond that specific web site, privacy concerns may nevertheless cause visitors to resist providing the personal data necessary to support this profiling capability. The mere perception by prospective customers that substantial security and privacy concerns exist among online users, whether or not valid, may indirectly inhibit market acceptance of our products.

In addition, new laws and regulations could heighten privacy concerns by requiring businesses to notify web site users that the data captured from them while online may be used by marketing entities to direct product messages to them. We are subject to increasing regulation at the federal and state levels relating to online privacy and the use of personal user information. Several states have proposed legislation that would limit the uses of personal user information gathered online or require online services to establish privacy policies. In addition, the U.S. Federal Trade Commission, or FTC, has urged Congress to adopt legislation regarding the collection and use of personal identifying information obtained from individuals when accessing web sites. The FTC has settled several proceedings resulting in consent decrees in which Internet companies have been required to establish programs regarding the manner in which personal information is collected from users and provided to third parties. We could become a party to a similar enforcement proceeding. These regulatory and enforcement efforts could also harm our customers' ability to collect demographic and personal information from users, which could impair the effectiveness of our products. In addition, the European Union is in the process of proposing reforms to its existing data protection legal framework, which may result in a greater compliance burden for companies with customers in Europe.

We may not have adequate back-up systems, and natural or manmade disasters could damage our operations, reduce our revenue and lead to a loss of customers.

We do not have adequate back-up and redundant systems for both customer-used service and internal IT. A disaster could severely harm our business because our service and operation could be interrupted for an indeterminate length of time. Our operations depend upon our ability to maintain and protect our computer systems at our facility in Redwood City, California, which reside on or near known earthquake fault zones. These systems are vulnerable to damage from fire, floods, earthquakes, power loss, acts of terrorism, telecommunications failures and similar events. We also have significantly reduced our workforce since 2000, which has placed different requirements on our systems and has caused us to lose personnel knowledgeable about our systems, both of which could make it more difficult to quickly resolve system disruptions. Disruptions in our internal business operations could harm our business by resulting in delays, disruption of our customers' business, loss of data, and loss of customer confidence.

We are subject to foreign currency exchange risk.

A total of 61% and 57% of revenues for the first nine months of 2014 and 2013, respectively, were derived from international operations. Our revenues outside the United States may be adversely affected by fluctuations in foreign currency exchange rates. In addition, a total of 41% of our cash and cash equivalents as well as investments are denominated in foreign currencies as of September 30, 2014. A discussion of the financial impact of exchange rate fluctuations and the ways and extent to which we may attempt to address any impact is

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contained in Management's Discussion of Financial Condition and Results of Operations. We do not engage in any hedging activities in order to manage any potential adverse financial impact resulting from unfavorable changes in foreign currency exchange rates. We cannot predict with any certainty changes in foreign currency exchange rates or the degree to which we can address these risks.

Risks related to BroadVision common stock

One stockholder beneficially owns a substantial portion of the outstanding BroadVision common stock, and as a result exerts substantial control over us.

As of September 30, 2014, Dr. Pehong Chen, our Chairman and Chief Executive Officer ("CEO"), beneficially owned approximately 1.6 million shares of our common stock, which represents approximately 33% of the outstanding common stock as of such date. As a result, Dr. Chen exerts substantial control over all matters coming to a vote of our stockholders, including with respect to:

- the composition of our board of directors and, through it, any determination with respect to our business direction and policies, including the appointment and removal of officers;
- any determinations with respect to mergers and other business combinations;
- our acquisition or disposition of assets;
- our financing activities; and
- the payment of dividends on our capital stock.

This control by Dr. Chen could depress the market price of our common stock or delay or prevent a change in control of BroadVision.

Our stock price has been highly volatile.

The trading price of BroadVision common stock ranged from $7.86 per share to $15.30 per share between October 1, 2012 and September 30, 2014. Our stock price is subject to wide fluctuations in response to a variety of factors, including:

- quarterly variations in operating results;
- announcements of technological innovations;
- announcements of new software or services by us or our competitors;

- changes in financial estimates by securities analysts;
- low trading volume on the NASDAQ Global Market;
- general economic conditions; or
- other events or factors that are beyond our control.

In addition, the stock market has experienced significant price and volume fluctuations that have particularly affected the trading prices of equity securities of many technology companies. These fluctuations have often been unrelated or disproportionate to the operating performance of these companies. Any negative change in the public's perception of the prospects of Internet, enterprise social networking or electronic commerce companies could further depress our stock price regardless of our results. Other broad market fluctuations may decrease the trading price of BroadVision common stock. In the past, following declines in the market price of a company's securities, securities class action litigation, such as the class action lawsuits filed against us and certain of our officers and directors in early 2001, has often been instituted against that company. Litigation could result in substantial costs and a diversion of management's attention and resources.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

## Item 3. Defaults Upon Senior Securities

Not applicable.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

Not applicable.

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Item 6. Exhibits

| Exhibits Number | Description |
|---|---|
| 3.1 (1) | Amended and Restated Certificate of Incorporation. |
| 3.2 (2) | Certificate of Amendment of Certificate of Incorporation. |
| 3.3 (4) | Certificate of Amendment of Certificate of Incorporation. |
| 3.4 (3) | Amended and Restated Bylaws. |
| 4.1 (1) | Reference is hereby made to Exhibits 3.1 to 3.3 |
| 10.1 (5) | First Amendment to Lease Agreement dated September 4, 2014 between BroadVision Inc. and VII Pac Shores Investors, LLC. |
| 31.1 | Certification of the Chief Executive Officer of BroadVision. |
| 31.2 | Certification of the Chief Financial Officer of BroadVision |
| 32.1 | Certification of the Chief Executive Officer and Chief Financial Officer of BroadVision pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | The following materials from BroadVision, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at September 30, 2014 and December 31, 2013, (ii) Condensed Consolidated Statement of Comprehensive Loss for the three and nine months ended September 30, 2014 and 2013, (iii) Consolidated Statement of Cash Flows for the nine months ended September 30, 2014 and 2013, and (iv) Notes to Condensed Consolidated Financial Statements. |

---

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 filed on April 19, 1996 as amended by Amendment No. 1 filed on May 9, 1996, Amendment No. 2 filed on May 29, 1996 and Amendment No. 3 filed on June 17, 1996 (File No. 333-03844).

(2) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed on March 27, 2007 (File No. 000-28252).

(3) Incorporated by reference to the Company's Current Report on Form 8-K filed on October 16, 2008(File No. 000-28252).

(4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008 filed on November 6, 2008 (File No. 000-28252).

(5) Incorporated by reference to the Company's Current Report on Form 8-K filed on October 15, 2014 (File No. 001-34205).

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SIGNATURES

Pursuant to the requirements 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.

| | | |
|---|---|---|
| | | BROADVISION, INC. |
| Date: November 6, 2014 | By: | /s/ Pehong Chen<br>Pehong Chen<br>Chairman of the Board,<br>President and Chief Executive<br>Officer |

| | | |
|---|---|---|
| | | BROADVISION, INC. |
| Date: November 6, 2014 | By: | /s/ Peter Chu<br>Peter Chu<br>Chief Financial Officer and<br>Vice President of Strategy and<br>Product Management |

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