RADVISION LTD
Form 20-F
April 23, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 20-F

o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number 0-29871

RADVISION LTD.
(Exact Name of Registrant as specified in its charter
and translation of Registrant's name into English)

Israel
(Jurisdiction of incorporation or organization)

24 Raoul Wallenberg Street, Tel Aviv 69719, Israel
(Address of principal executive offices)

Rael Kolevsohn, +972-3-7679394 (phone), +972-3-7679382 (fax)
24 Raoul Wallenberg Street, Tel Aviv 69719, Israel
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Name of each exchange on which registered

Ordinary Shares, NIS 0.1 Par Value	NASDAQ Global Select Market

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

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Ordinary Shares, par value NIS 0.1 per share……18,435,699
(as of December 31, 2011)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes o No x

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 x No o

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 o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x	Non-accelerated filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP x	International Financial Reporting Standards as issued by the International Accounting Standards Board o	Other o

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 o Item 18 o

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

This report on Form 20-F is being incorporated by reference into our Registration Statements on Form S-8 File Nos. 333-127013, 333-141654, 333-155442, 333-155444, 333-164091 and 333-179425.

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INTRODUCTION

RADVISION Ltd., incorporated under the laws of the State of Israel, is a designer, developer and provider of products and technologies for unified visual communications, including video network infrastructure, developer tools, high definition room and telepresence suites and desktop and mobile video conferencing systems. We were incorporated in January 1992, commenced operations in October 1992 and commenced sales of our products in the fourth quarter of 1994. Our ordinary shares are listed on the NASDAQ Global Select Market (symbol: RVSN) and the Tel Aviv Stock Exchange under the symbol "RVSN." We have wholly-owned subsidiaries (in the United States, Hong Kong, the United Kingdom, France, Japan, the Netherlands, Germany, Brazil and Spain) which are primarily engaged in the sale and marketing of our products and technology and subsidiaries in China and Italy, which are engaged in research and development and the sale and marketing of our products and technology. As used in this annual report, the terms "we," "us" "our," and "RADVISION" mean RADVISION Ltd. and its subsidiaries, unless otherwise indicated.

We have obtained U.S. trademark registrations for RADVISION, CU-SeeMe, SCOPIA, DELIVERING THE VISUAL EXPERIENCE and ProLab. We have pending U.S. trademark applications for IMS Express. We also claim common-law trademark rights in the following marks: Beyond the Standard, Click to Meet, iContact, IMfirst, IMS Developer Suite, Intelligent Linking, Interactive Video Platform, INVISION, iView, PC-2-Mobile, QualiVision, Video Mojo, Video Ringback Clip and Virtual MCU. All other trademarks and trade names appearing in this annual report are owned by their respective holders.

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, and audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) generally accepted in the United States. All references in this annual report to "dollars" or "$" are to U.S. dollars, all references in this annual report to "NIS" are to New Israeli Shekels and all references in this annual report to "Euro" or "€" are to the official currency of the European Union.

Statements made in this annual report concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this annual report or to any registration statement or annual report that we previously filed, you may read the document itself for a complete description of its terms.

On March 14, 2012 we entered into a definitive merger agreement with Avaya Inc., or Avaya, a global provider of business communications and collaboration systems and services, and Sonic Acquisition Ltd., or Sonic, a wholly-owned indirect subsidiary of Avaya. Pursuant to the terms of the merger agreement, Sonic will merge with and into our company, with our company continuing as the surviving corporation. We will become a wholly-owned subsidiary of Avaya and our ordinary shares will cease to be traded on NASDAQ and the TASE. Each of our ordinary shares issued and outstanding at the effective time of the merger (other than ordinary shares held by us, Avaya or Sonic) will automatically be converted into the right to receive a payment in cash, without interest and less any applicable withholding tax, equal to $11.85. The merger is valued at approximately $230 million.

The merger, which was approved by the board of directors of both companies, is subject to the approval of our shareholders, as well as customary closing conditions. We have called for an Extraordinary General Meeting of Shareholders to take place on April 30, 2012 to vote on the approval of the merger agreement and the merger, among other items. The approval requires the affirmative vote of the holders of a majority of the ordinary shares present (in person or by proxy) at the meeting and voting on such matter (not including abstentions and broker non-votes).

There is no financing condition to the obligations of Avaya to consummate the merger and it is currently anticipated that the merger will be consummated within 90 days of the signing of the merger agreement. Holders of an aggregate

of approximately 33.34% of our outstanding shares have entered into voting agreements with Avaya under which they have generally agreed, among other things, to vote the ordinary shares owned by them in favor of the approval of the merger agreement, the merger and the other transactions contemplated thereby and against any alternative transaction.

This Annual Report on Form 20-F contains various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and within the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements reflect our current view with respect to future events and financial results. Forward-looking statements usually include the verbs, “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” “understands" and other verbs suggesting uncertainty. We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, or our achievements, or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. We have attempted to identify additional significant uncertainties and other factors affecting forward-looking statements in the Risk Factors section which appears in Item 3.D “Key Information -Risk Factors.”

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following selected consolidated financial data for and as of the five years ended December 31, 2011, are derived from our audited consolidated financial statements which have been prepared in accordance with U.S. GAAP. The selected consolidated financial data as of December 31, 2010 and 2011 and for the years ended December 31, 2009, 2010 and 2011 have been derived from our audited consolidated financial statements and notes thereto included elsewhere in this annual report. The selected consolidated financial data as of December 31, 2007, 2008 and 2009 and for the years ended December 31, 2007 and 2008 have been derived from audited consolidated financial statements not included in this annual report. The selected consolidated financial data set forth below should be read in conjunction with and are qualified by reference to Item 5 “Operating and Financial Review and Prospects” and our audited consolidated financial statements and notes thereto included elsewhere in this annual report.

Consolidated Statement of Operations Data:

	Year Ended December 31,				
	2007	2008	2009	2010	2011
	(in thousands, except per share data)				
Revenues	$91,583	$84,747	$80,998	$95,239	$77,958
Cost of revenues	18,294	18,779	17,371	26,257	24,979
Gross profit	73,289	65,968	63,627	68,982	52,979
Operating expenses:					
Research and development	30,329	36,883	26,980	30,937	31,944
Marketing and selling	32,627	35,330	27,577	31,740	36,111
General and administrative	8,633	8,954	5,493	6,057	5,701
Additional consideration for Aethra assets purchase	-	-	-	-	806
Acquisition-related restructuring expenses, net	-	-	-	2,722	105
Acquisition-related costs	-	-	580	364	-
Total operating expenses	71,589	81,167	60,630	71,820	74,667
Operating income (loss)	1,700	(15,199)	2,997	(2,838)	(21,688)
Financial income, net	6,095	2,539	1,719	1,000	920

Income (loss) before taxes on income	7,795	(12,660)	4,716	(1,838)	(20,768)
Tax benefit (expense), net	1,790	(280)	(5,490)	(1,586)	(2,655)
Net income (loss)	$9,585	$(12,940)	$(774)	$(3,424)	$(23,423)
Basic net earnings (loss) per Ordinary share	$0.44	$(0.63)	$(0.04)	$(0.18)	$(1.27)
Weighted average number of Ordinary shares used to compute basic net earnings (loss) per share	21,951	20,472	19,474	19,221	18,449
Diluted net earnings (loss) per Ordinary share	$0.43	$(0.63)	$(0.04)	$(0.18)	$(1.27)
Weighted average number of Ordinary shares used to compute diluted net earnings (loss) per share	22,482	20,472	19,474	19,221	18,449

Consolidated Balance Sheet Data:

	As at December 31,				
	2007	2008	2009	2010	2011
Cash and cash equivalents	$45,370	$37,872	$40,289	$17,753	$19,710
Working capital	118,990	98,903	96,913	74,724	55,985
Total assets	175,040	162,188	161,997	165,611	137,785
Shareholders' equity	147,559	129,583	133,013	126,341	102,789
Capital stock	135,561	141,341	146,232	149,355	151,788

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Investing in our ordinary shares involves a high degree of risk and uncertainty. You should carefully consider the risks and uncertainties described below before investing in our ordinary shares. If any of the following risks actually occurs, our business, prospects, financial condition and results of operations could be harmed. In that case, the value of our ordinary shares could decline, and you could lose all or part of your investment.

Risks Relating to Our Business

Our quarterly financial performance have varied significantly in the past and are likely to continue to vary significantly in the future. Our revenues and operating results in any quarter may not be indicative of our future performance and it may be difficult for investors to evaluate our prospects.

Our quarterly revenues and operating results have varied significantly in the past and are likely to continue to vary significantly in the future. Fluctuations in our quarterly financial performance may result from the fact that we may receive a small number of relatively large orders in any given quarter. Because these orders generate disproportionately large revenues, our revenues and the rate of growth of our revenues for that quarter may reach levels that may not be sustained in subsequent quarters. In addition, some of our products have lengthy sales cycles. For example, it typically takes from three to 12 months after we first begin discussions with a prospective customer before we receive an order from that customer. We also have a very limited order backlog, if any, which makes revenues in any quarter substantially dependent upon orders we receive in that quarter. Because of these factors, our revenues and operating results in any quarter may not meet market expectations or be indicative of future performance and it may be difficult for investors to evaluate our prospects.

Our future success will be largely dependent of the acceptance of our high definition video conferencing room endpoint systems. If these solutions do not gain market acceptance, our business, results of operations and financial condition will be adversely affected.

In February 2010, we acquired certain assets of Aethra Video Srl and Aethra SpA of Ancona, Italy, or Aethra, including certain intellectual property and technology for high definition, or HD, video conferencing endpoint systems. In 2011, we extended our HD video conferencing endpoint product line, as we introduced our SCOPIA XT Telepresence Platform delivering an immersive telepresence system customizable to the unique requirements of individual rooms and customer needs. In August 2011, we brought to market the SCOPIA XT1000 Piccolo, a budget oriented HD video conferencing room system for businesses of any size. This was followed in October 2011 with the availability of SCOPIA Mobile V3, the first enterprise-grade, fully interoperable video application to support standards-based audio, video and data on mobile platforms such as the Apple iPhone and iPad.

In January 2012, we introduced our new flagship HD video conferencing system – the SCOPIA XT5000. The SCOPIA XT5000 is the industry's first and only system available at the time of introduction to incorporate dual 1080p/60fps live video and content, HD audio, H.264 High Profile and Scalable Video Coding (SVC), along with iPad Multi-Touch control – making it the most advanced system in its class.

Our future success will be in great measure dependent on the acceptance of our HD video conferencing endpoint systems. If these solutions are not accepted, our business, results of operations and financial condition will be adversely affected.

We rely on a small number of marketing partners who distribute our products either under our name or as private label products for a significant portion of our business.

We rely in great measure on original equipment manufacturers, or OEMs (mainly Cisco), systems integrators and value added resellers, or VARs, to sell our products. Our OEM customers typically may purchase our products to integrate with products that they developed in-house to build complete IP communication solutions. Our systems integrator customers either purchase our full suite of products or integrate our individual products with those of other manufacturers in order to build complete IP communication solutions. Our VAR customers purchase our products to resell to end-users as separate units, or as part of a family of related product offerings, either under our RADVISION label or under their private label. If we are unable to maintain these marketing partners or obtain new marketing partners, our future revenues and profitability will be affected and we may lose market share.

Cisco Systems, Inc., or Cisco, accounted for approximately 42%, 34% and 12% of our sales in 2009, 2010 and 2011, respectively. In April 2010, Cisco completed the acquisition of TANDBERG, one of our principal competitors and the full TANDBERG product line is now part of the Cisco product portfolio. We expect that our sales to Cisco will continue to decline in 2012. In addition, our OEM agreement with LifeSize (acquired by Logitech), which was formerly one of our major OEM arrangements, was terminated on February 18, 2011.

Major solutions providers who currently work with us might compete with us in the future.

In addition to Cisco, we currently offer our technology either directly to or in association with major solutions providers such as IBM, Siemens, Telstra and others. Some of these companies also purchase technology from our competitors. If any of these solutions providers choose to develop their own technologies that compete with ours, acquire technologies from our competitors or acquire our competitors, our financial condition and operating results could be adversely impacted and we may face increased competition from these major companies.

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Our agreements with our customers generally do not have minimum purchase requirements. If our customers cease to purchase or reduce their purchases of our products and technology, our revenues will decline.

Our agreements with our customers generally do not have minimum purchase requirements. If any or all of our customers cease to purchase or reduce their purchases of our products and technology at any time, our revenues will decline. Our customers may choose to independently develop for themselves, or purchase from others, products and technology similar to our products and technology. Moreover, if our customers do not successfully market and sell the systems and products into which they incorporate our products and technology, the demand of these customers for our products and technology will decline. Our customers' sales of systems and products containing our products and technology may be adversely affected by circumstances over which we have no control and over which our customers may have little, if any, control.

If the use of packet-based networks as a medium for real-time voice, video and data communication does not continue to grow, the demand for our products and technology will slow and our revenues will decline.

Our future success depends on the growth in the use of packet-based networks, including the Internet and other IP networks, as a medium for real-time voice, video and data communication. If the use of packet-based networks does not expand, the demand for our products and technology will slow and our revenues will decline. Market acceptance of packet-based networks as a viable alternative to circuit-switched networks for the transmission of real-time voice and video communication is not proven and may be inhibited by concerns about quality of service and potentially inadequate development of the necessary infrastructure.

We must develop new products and technology and enhancements to existing products and technology to remain competitive. If we fail to do so, we may lose market share to our competitors and our revenues may decline.

The market for our products and technology is characterized by rapid technological change, new and improved product introductions, changes in customer requirements and evolving industry standards. Our research and development team may not be as large as those of our competitors, which may result in longer lead times to develop and implement new technologies and may limit our ability to compete effectively with them and may result in our losing market share. Our future success will depend to a substantial extent on our ability to:

- timely identify new market trends; and
- develop, introduce and support new and enhanced products and technology on a successful and timely basis.

We may not be successful in developing new products and technology and enhancements to our existing products and technology. If we fail to develop and deploy new products and technology or product and technology enhancements on a successful and timely basis, we may lose market share to our competitors and our revenues may decline.

We have invested, and will continue to invest, in products and technology that comply with those industry standards that we believe have been, or will be, broadly adopted. If one or more alternative standards were to gain greater acceptance than the standards that we believe have or will be broadly adopted, sales of our products and technology would suffer.

Our current suite of IP communication protocol toolkits includes, among others, H.323, SIP (session initiation protocol), and SIP IMS (session initiation protocol IP multimedia subsystem), SIP for VoLTE (session initiation Protocol for voice over long-term evolution), NAT (network address translation) Traversal, Diameter, MGCP (media gateway control protocol) and MEGACO (media gateway control protocol for large-scale IP-centric communication networks), 3G-324M protocol for real time multimedia services over 3G (Third Generation) networks and our BEEHD family of products designed for Android-based mobile and tablet devices, desktop software clients and an embedded solution for Texas Instruments digital signal processors, or DSPs. If future IP networks are not designed with components built around these protocols, or if one or more alternative protocols were to gain greater acceptance than these protocols, our investments may be of little or no value and sales of our products and technology would suffer. If there is wide acceptance of WebRTC, a new initiative by Google aimed to replace the incumbent communications protocols when communicating over the Internet, the proliferation of our SIP, H.323 and BEEHD based communications solutions may be adversely affected.

Competition in the markets for our products and technology is intense. We may not be able to compete effectively in these markets and we may lose market share to our competitors. Some of our competitors have greater resources than we do, which may limit our ability to compete effectively and discourage customers from purchasing our products and technology.

The markets for our products and technology are highly competitive and we expect competition to intensify in the future. The principal competitors in the market for our Video Business Unit currently include Polycom Inc., TANDBERG (owned by Cisco), LifeSize (owned by Logitech International),Vidyo, Inc., Huawei Technologies Co., Ltd. and ZTE Corporation. The principal competitors in the market for our Technology Business Unit products currently include Aricent Inc., Data Connection Ltd., M5T ENEA (which acquired Netbrics), Trillium Digital Systems, Inc. (acquired by Continuous Computing), CounterPath Corporation, Logitech Mirial s.r.l (acquired by LifeSize), Movial Applications (acquired by BroadSoft Inc.), Spirit DSP, open source technologies and in-house developers employed by manufacturers of telecommunication equipment and systems. Additional competitors may enter each of our markets at any time. Moreover, our customers may seek to develop internally the products that we currently sell to them and compete with us. We may not be able to compete effectively in these markets, and we may lose market share to our competitors.

Some of our competitors have greater financial, personnel and other resources than we do, which may limit our ability to compete effectively with them. These competitors may be able to respond more quickly to new or emerging technologies or changes in customer requirements. These competitors may also benefit from greater economies of scale, offer more aggressive pricing or devote greater resources to the promotion of their products. Any of these advantages may discourage customers from purchasing our products and technology. If we are unable to compete successfully against our existing or potential competitors, our revenues and margins will decline.

Our software development kit revenues will decrease if our customers choose to use open source software that is available for free.

Both Vovida Networks, Inc., a subsidiary of Cisco Systems Inc., and Open H.323 offer H.323 source code for free. In addition, Vovida Networks, Inc. offers MGCP and SIP source code for free and HP offers its SIP testing tool (SIPp) for free. Other companies, including Microsoft and Nokia, may offer similar development kits as part of their product offerings. There are other open source toolkits for SIP (SIP foundry) and Diameter (OpenDiameter). If our customers

choose to use the free source code offered by any of these organizations instead of purchasing our technology, our revenues from the sale of our software development kits will decline.

Undetected errors may increase our costs and impair the market acceptance of our products and technology.

Our products and technology have occasionally contained, and may in the future contain, undetected errors when first introduced or when new versions are released. Our customers integrate our products and technology into systems and products that they develop themselves or acquire from other vendors. As a result, when problems occur in equipment or a system into which our products or technology have been incorporated, it may be difficult to identify the cause of the problem. Regardless of the source of these errors (whether the source is our products or technology or the products of another vendor), we must divert the attention of our engineering personnel from our research and development efforts to address the errors. We may incur warranty or repair costs, be subject to liability claims for damages related to product errors or experience delays as a result of these errors in the future. Any insurance policies that we may have, may not provide sufficient protection or coverage should a claim be asserted. Moreover, the occurrence of errors, whether caused by our products or technology or the products of another vendor, may result in significant customer relations problems and injury to our reputation and may impair the market acceptance of our products and technology.

We may encounter difficulties in realizing the potential financial or strategic benefits of our acquisition of certain Aethra assets and from future acquisitions.

In February 2010, we acquired certain assets of Aethra, including certain intellectual property and technology for HD video conferencing endpoint systems. We may make additional acquisitions in the future. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated. In addition, if we acquire additional businesses or assets, such as the Aethra assets, we may not be able to integrate the acquired personnel, operations, and technologies successfully or effectively manage the combined business following the completion of the acquisition. We may also not achieve the anticipated benefits from the acquired business due to a number of factors, including:

- Unanticipated costs or liabilities associated with the acquisition;
- Incurrence of acquisition-related costs;
- Diversion of management’s attention from other business concerns;
- Harm to our existing business relationships with manufacturers, distributors and customers as a result of the acquisition;
- The potential loss of key employees;
- Use of resources that are needed in other parts of our business;
- Use of substantial portions of our available cash to consummate the acquisition; and
- Unrealistic goals or projections for the acquisition.

Economic downturns and disruptions in financial markets can adversely affect our business and results of operations.

Our results of operations can be materially affected by adverse conditions in the financial markets and depressed economic conditions generally. Worsening economic conditions, such as continued European sovereign debt uncertainty, may result in diminished demand for our products and technology and in decreased sales

volumes. Recessionary environments adversely affect the demand for our products and technology as a result of constraints on IT-related capital spending by our customers. In addition, this could result in longer sales cycles, slower adoption of new technologies and increased price competition for our products.

Moreover, many of our customers and suppliers rely on access to credit to adequately fund their operations. Disruptions in financial markets and economic slowdown can adversely impact the ability of our customers to finance the purchase of our products as well as the creditworthiness of those customers.

Natural disasters, terrorist attacks or breaches of network or information technology security could have an adverse effect on our business.

Natural disasters, terrorist acts, acts of war, cyber attacks or other breaches of network or information technology (IT) security may cause equipment failures or disrupt our systems and operations. While we maintain insurance coverage for some of these events, the potential liabilities associated with these events could exceed the insurance coverage we maintain. Our inability to operate our facilities as a result of such events, even for a limited period of time, may result in significant expenses and/or loss of market share to other competitors in the market for our Video Business Unit or in the market for our Technology Business Unit products. In addition, a failure to protect the privacy of customer and employee confidential data against breaches of network or IT security could result in damage to our reputation. Any of these occurrences could result in a material adverse effect on our results of operations and financial condition.

Our products may infringe on the intellectual property rights of others, which could increase our costs and negatively affect our profitability.

Third parties have asserted in the past and may assert in the future against us infringement claims or claims that we have infringed a patent, copyright, trademark or other proprietary right belonging to them. Some of these third parties have offered to license their intellectual property to our company. See Item. 8A. Financial Information - Consolidated Statements and Other Financial Information - Legal Proceedings." Any infringement claim, even if not meritorious, could result in the expenditure of significant financial and managerial resources and could negatively affect our profitability. If there is a successful claim of product infringement against us and we are not able to license the infringed or similar technology, our business, operating results and financial condition would be materially and adversely affected.

We are dependent upon a limited number of suppliers of key components. If these suppliers delay or discontinue manufacture of these components, we may experience delays in shipments, increased costs and cancellation of orders for our products.

We currently obtain key components used in the manufacture of our products from a sole supplier or from a limited number of suppliers. We do not have long-term supply contracts with our suppliers. Any delays in delivery of or shortages in these components could interrupt and delay manufacturing of our products and result in the cancellation of orders for our products. In addition, these suppliers could discontinue the manufacture or supply of these components at any time. We may not be able to identify and integrate alternative sources of supply in a timely fashion or at all. Any transition to alternate suppliers may result in delays in shipment and increased expenses and may limit our ability to deliver products to our customers. Furthermore, if we are unable to identify an alternative source of supply, we would have to modify our products to use a substitute component, which may cause delays in shipments, increased design and manufacturing costs and increased prices for our products.

From time to time we issue irrevocable purchase orders to our suppliers. If market demand for our products declines, we may be required to recognize a provision for expected loss which may have a negative impact on our financial results.

We rely on third party technology and licenses. If we are unable to continue to license or purchase this technology on reasonable terms, we may face delays in releases of our products and may be required to reduce the functionality of our products derived from this technology.

We rely on technology that we license or procure from third parties, including software that is integrated with internally developed software and used in our products to perform key functions. If we are unable to continue to license any of this software on commercially reasonable terms or otherwise obtain the technology, we will face delays in releases of our products or will be required to reduce the functionality of our products until equivalent technology can be identified, licensed or developed, and integrated into our current products.

Third parties may infringe upon or misappropriate our intellectual property, which could impair our ability to compete effectively and negatively affect our profitability.

Our success depends upon the protection of our technology, trade secrets and trademarks. Our profitability could suffer if third parties infringe upon our intellectual property rights or misappropriate our technology and other assets or the intellectual property rights licensed from third parties. To protect our rights to our intellectual property, we rely on a combination of trade secret protection, trademark law, confidentiality agreements and other contractual arrangements. We rely on third parties to protect their intellectual property which is licensed to us, but we do not generally investigate to what extent such intellectual property is protected. The protective steps we have taken may be inadequate to deter infringement or misappropriation. We may be unable to detect the unauthorized use of our intellectual property or take appropriate steps to enforce our intellectual property rights. Policing unauthorized use of our products and technology is difficult. In addition, the laws of some foreign countries in which we currently sell or may in the future sell our products do not protect our proprietary rights to as great an extent as do the laws of the United States. Failure to adequately protect or to promptly detect unauthorized use of our intellectual property could devalue our proprietary content and impair our ability to compete effectively. Further, defending our intellectual property rights could result in the expenditure of significant financial and managerial resources, whether or not the defense is successful.

We use certain “open source” software tools that may be subject to intellectual property infringement claims, the assertion of which could impair our product development plans, interfere with our ability to support our clients or require us to pay licensing fees.

Certain of our software products contain a limited amount of open source code and we may use more open source code in the future. Open source code is code that is covered by a license agreement that permits the user to liberally use, copy, modify and distribute the software without cost, provided that users and modifiers abide by certain licensing requirements. The original developers of the open source code do not customarily provide any warranties on such code.

As a result of our use of open source software, we could be subject to suits by parties claiming ownership of what we believe to be open source code and we may incur expenses in defending claims that we did not abide by the open source code license. If we are not successful in defending against such claims, we may be subject to monetary damages or be required to remove the open source code from our products. Such events could disrupt our operations and the sales of our products, which would negatively impact our revenues and cash flow.

In addition, under certain conditions, the use of open source code to create derivative code may obligate us to make the resulting derivative code available to others at no cost. The circumstances under which our use of open source code would compel us to offer derivative code at no cost are subject to varying interpretations. If we are required to publicly disclose the source code for such derivative products or to license our derivative products that use an open source license, our previously proprietary software products may be available to others without charge. If this

happens, our customers and our competitors may have access to our products without cost to them, which could harm our business.

We monitor our use of such open source code to avoid subjecting our products to conditions we do not intend. The use of such open source code, however, may ultimately subject some of our products to unintended conditions so that we are required to take remedial action that may divert resources away from our development efforts.

We are dependent on our senior management. Any loss of the services of our senior management could negatively affect our business.

Our future success depends to a large extent on the continued services of our senior management and key personnel. We do not carry key-man life insurance for any of our senior management. Any loss of the services of members of our senior management or other key personnel could negatively affect our business.

Capital market fluctuations may decrease the value of our assets and may cause us to incur impairment charges relating to our investment portfolio.

As of December 31, 2011, we had $48 million in short and long-term marketable securities. The performance of the capital markets affects the values of funds that are held in marketable securities. These assets are subject to market fluctuations and yield uncertain returns, which may fall below our projected return rates. For example, the 2008 and 2009 financial crisis resulted in impairments to the carrying value of a limited amount of our investment assets. Future turmoil in the capital markets may result in additional impairments. Realized or unrealized losses in our investments or in our other financial assets may adversely affect our financial condition.

In addition, any decline in the financial condition of U.S. or European banks or other financial institutions or increased regulation relating to their lending activities may adversely affect our ability to secure additional credit facilities, if needed. The unavailability of additional credit may prevent us from executing our future business plans, including potential acquisitions.

We are also exposed to changes in interest rates as a result of our sizable investment in marketable securities. A continued decline in market interest rates could have an adverse effect on our financial income. In a declining interest rate environment, borrowers may seek to refinance their borrowings at lower rates and, accordingly, prepay or redeem securities we hold more quickly than we initially expected. This action may cause us to reinvest the redeemed proceeds in lower yielding investments. An increase in market interest rates could also have an adverse effect on the value of our investment portfolio, for example, by decreasing the fair value of the fixed income securities that comprise a substantial majority of our investment portfolio.

Our failure to retain and attract personnel could harm our business, operations and product development efforts.

Our products require sophisticated research and development, marketing and sales, and technical customer support. Our success depends on our ability to attract, train and retain qualified research and development, marketing and sales and technical customer support personnel. Competition for personnel in all of these areas is intense and we may not be able to hire sufficient personnel to achieve our goals or support the anticipated growth in our business. The market for the highly-trained personnel we require is very competitive, due to the limited number of people available with the necessary technical skills and understanding of our products and technology. If we fail to attract and retain qualified personnel, our business, operations and product development efforts would suffer.

If any of our employees leave us and joins a competitor despite their non-competition obligations, our competitor could benefit from the expertise our former employee gained while working for us.

We currently have non-competition agreements with our key employees in Israel. These agreements prohibit those employees, if they cease to work for us, from directly competing with us or working for our competitors. If we are unable to enforce any of these agreements, our competitors that employ our former employees could benefit from the expertise our former employees gained while working for us. In addition, we have non-competition agreements with only a limited number of employees outside of Israel, and we cannot guarantee that such agreements are enforceable under applicable law.

Obsolescence and discontinuance of our current products and excess inventory can adversely affect our results of operations.

We operate in a high technology industry which is subject to rapid and frequent technology and market demand changes. Those changes in demand, together with the pace of change in technology, may often render existing or developing products obsolete. In addition, the introduction of new products and any related actions to discontinue existing products can cause existing inventory to become obsolete. Such obsolescence of our products and inventory, or any failure by us to properly anticipate product life cycles, can require write-downs in inventory value, which will adversely affect our results of operations. Further, we continually evaluate our product lines both strategically and in terms of potential growth rates and margins. Such evaluations could result in the discontinuance or divestiture of those products in the future, which could be disruptive and costly and may not yield the intended benefits.

We manufacture and maintain an inventory of customized products for some customers who have no obligation to purchase these products. If these customers fail to purchase these products, our financial results may be harmed.

To satisfy the timing requirements of some of our larger customers, including Cisco, we manufacture and maintain an inventory of certain of our products that we will customize to the specifications of these customers. The size of this inventory will be based upon the purchasing history and forecasts of these customers, which we currently estimate to be approximately two months of sales to these customers. Until we receive orders from our customers they have no obligation to purchase the inventoried products. If the customers for whom the inventoried products are manufactured do not purchase them, we may be required to modify the products for sale to others and may be unable to find other purchasers. In either event, the value of the products may be materially diminished which may have a negative impact on our financial results.

We depend on a limited number of manufacturing subcontractors with limited manufacturing capacity, and are exposed to the risk that these manufacturers may be unable to fulfill our orders on a timely basis and at the quality specifications that we require. As a result, we may not meet our customers' demands, which could harm our business and results of operations.

We currently depend on a limited number of contract manufacturers with limited manufacturing capacity to manufacture our products. The assembly of certain of our finished products, the manufacture of custom printed circuit boards utilized in electronic subassemblies and related services are also performed by these independent subcontractors. Reliance on third party manufacturers exposes us to significant risks, including risks resulting from:

- potential lack of manufacturing capacity;
- limited control over delivery schedules;

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- quality assurance and control;
- manufacturing yields and production costs;
- voluntary or involuntary termination of their relationship with us;
- difficulty in, and timeliness of, substituting any of our contract manufacturers, which could take as long as six months or more;
- the economic and political conditions in their environment; and
- their financial strength.

If the operations of our contract manufacturers are halted, even temporarily, or if they are unable to operate at full capacity for an extended period of time, we may experience business interruption, increased costs, loss of goodwill and loss of customers.

In addition, because we outsource the manufacture of most of our products, we are required to place manufacturing orders well in advance of the time when we expect to sell these products. In the event that we order the manufacture of a greater or lesser amount of these products than we will ultimately require, we are generally obligated to purchase the surplus products or to forego or delay the sale or delivery of the products that we did not order in advance. In either case, our business and results of operations may be adversely affected. Any of these risks could result in manufacturing delays or increases in manufacturing costs and expenses. If we incur increased costs, our profitability and consequently our results of operations may be adversely affected.

Government regulations could delay or prevent product offerings, resulting in decreased revenues.

Our products are designed to operate with local telephone systems throughout the world and therefore must comply with the regulations of the Federal Communication Commission and other regulations affecting the transmission of voice, video and data over telecommunication and other media. Each time we introduce a new product, we are required to obtain regulatory approval in the countries in which it is offered. In certain cases, we rely on our resellers or other partners to obtain the appropriate regulatory approvals. In addition, we must periodically obtain renewals of the regulatory approvals for the use of our products in countries where we have already obtained approval. We cannot assure you that regulatory approval for our current products will be renewed or that regulatory approval for future products will be obtained. If we do not obtain the necessary approvals and renewals, we may be required to delay the sales of our products in those countries until approval for use is granted or renewed. This could result in decreased revenues.

We are also subject to laws relating to the use and disposal of hazardous materials in electrical and electronic equipment. For example, in January 2005, the European Parliament and the Council of the European Union adopted The Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Regulations 2005, which restrict the use of certain hazardous substances in electrical and electronic equipment effective as of July 1, 2006. If we are unable to maintain compliance with those regulations, we may be denied the ability to sell our products in the European Union. This could result in decreased revenues, inventory write-offs and write-down provisions.

We may fail to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, which could have an adverse effect on our financial results and the market price of our ordinary shares.

The Sarbanes-Oxley Act of 2002 imposes certain duties on us and our executives and directors. Our efforts to comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 governing internal control and procedures for financial reporting, which started in connection with our 2006 Annual Report on Form 20-F, have resulted in increased general and administrative expense and a diversion of management time and attention, and we expect these efforts to require the continued commitment of significant resources. Section 404 of the Sarbanes-Oxley Act requires (i) management's annual review and evaluation of our internal control over financial reporting and (ii) a statement by management that its independent registered public accounting firm has issued an attestation report on our internal control over financial reporting, in connection with the filing of the Annual Report on Form 20-F for each fiscal year. We may identify material weaknesses or significant deficiencies in our assessments of our internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in investigation or sanctions by regulatory authorities and could have a material adverse effect on our operating results, investor confidence in our reported financial information and the market price of our ordinary shares.

Risks Relating to Our Ordinary Shares

Our share price has been volatile in the past and may decline in the future.

Our ordinary shares have experienced significant market price and volume fluctuations in the past and may experience significant market price and volume fluctuations in the future in response to factors such as the following, some of which are beyond our control:

- quarterly variations in our operating results;
- operating results that vary from the expectations of securities analysts and investors;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- announcements of technological innovations or new products by us or our competitors;
- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- changes in the status of our intellectual property rights;
- announcements by third parties of significant claims or proceedings against us;
- additions or departures of key personnel;
- future sales of our ordinary shares; and
- stock market price, competitor’s performances and volume fluctuations.

Domestic and international stock markets often experience extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions, such as a recession or interest rate or currency rate

fluctuations or political events or hostilities in or surrounding Israel, could adversely affect the market price of our ordinary shares.

In the past, securities class action litigation has been brought against a company following periods of volatility in the market price of its securities. We could potentially in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources.

There is a substantial risk that we are a passive foreign investment company, or PFIC, which will subject our U.S. investors to adverse tax rules.

Holders of our ordinary shares who are U.S. residents face income tax risks. There is a substantial risk that we are a PFIC. Our treatment as a PFIC could result in a reduction in the after-tax return to the holders of our ordinary shares and would likely cause a reduction in the value of such ordinary shares. For U.S. federal income tax purposes, we will be classified as a PFIC for any taxable year in which either (i) 75% or more of our gross income is passive income, or (ii) at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, cash is considered to be an asset that produces passive income. As a result of our substantial cash position, we believe that there is a substantial risk that we qualified as a PFIC during the taxable year ended December 31, 2010, and some prior years, under a literal application of the asset test described above, which looks solely to the market value. We believe that there is also a risk that we qualified as a PFIC during the taxable year ended December 31, 2011. If we are classified as a PFIC for U.S. federal income tax purposes, highly complex rules would apply to U.S. holders owning ordinary shares. Accordingly, you are urged to consult your tax advisors regarding the application of such rules. United States residents should carefully read “Item 10E. Additional Information - Taxation, United States Federal Income Tax Consequences” for a more complete discussion of the U.S. federal income tax risks related to owning and disposing of our ordinary shares.

Our ordinary shares are traded on more than one market and this may result in price variations.

Our ordinary shares are traded on the NASDAQ Global Select Market and on the Tel Aviv Stock Exchange. Trading in our ordinary shares on these markets is made in different currencies (dollars on the NASDAQ Global Select Market and NIS on the Tel Aviv Stock Exchange), and at different times (resulting from different time zones, different trading days and different public holidays in the United States and Israel). Consequently, the trading prices of our ordinary shares on these two markets often differ. Any decrease in the trading price of our ordinary shares on one of these markets could cause a decrease in the trading price of our ordinary shares on the other market.

Risks Relating to Our Location in Israel

Political, economic and military instability in Israel may disrupt our operations and negatively affect our business condition, harm our results of operations and adversely affect our share price.

We are incorporated under the laws of, and our principal executive offices and manufacturing and research and development facilities are located in, the State of Israel. As a result, political, economic and military conditions affecting Israel directly influence us. Any major hostilities involving Israel, a full or partial mobilization of the reserve forces of the Israeli army, the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel could adversely affect our business, financial condition and results of operations.

Since the establishment of the State of Israel in 1948, Israel and its Arab neighbors have engaged in a number of armed conflicts. A state of hostility, varying from time to time in intensity and degree, has led to security and economic problems for Israel. In recent years, there was an escalation in violence among Israel, Hamas, the Palestinian Authority and other groups. Also, during 2011, riots and uprisings in several countries in the Middle East and neighboring regions have led to severe political instability in several neighboring states and to a decline in the regional security situation. Such instability may affect the local and global economy, could negatively affect business conditions and, therefore, could adversely affect our operations. To date, these matters have not had any material effect on our business and results of operations; however, the regional security situation and worldwide perceptions of it are outside our control and there can be no assurance that these matters will not negatively affect us in the future. Ongoing violence between Israel and the Palestinians as well as tension between Israel and other countries in the

Middle East may have a material adverse effect on our business, financial condition and results of operations.

Furthermore, there are a number of countries, primarily in the Middle East, as well as Malaysia and Indonesia, that restrict business with Israel or Israeli companies, and we are precluded from marketing our products to these countries. Restrictive laws or policies directed towards Israel or Israeli businesses may have an adverse impact on our operations, our financial results or the expansion of our business.

Our results of operations may be negatively affected by the obligation of our personnel to perform military service.

Many of our officers and employees in Israel are obligated to perform annual reserve duty in the Israeli Defense Forces and may be called for active duty under emergency circumstances at any time. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. Our operations could be disrupted by the absence for a significant period of one or more of our executive officers or key employees or a significant number of other employees due to military service. Any disruption in our operations could adversely affect our business.

Our operations expose us to risks associated with fluctuations in foreign currency exchange rates that could adversely affect our business

Most of our revenues are in dollars or are linked to the dollar, while a portion of our expenses, principally salaries and related personnel expenses, were incurred in other currencies, particularly in NIS and Euro. Therefore, our costs in such other currencies, as expressed in U.S. dollars, are influenced by the exchange rate between the U.S. dollar and the relevant currency. We are also exposed to the risk that the rate of inflation in Israel will exceed the rate of depreciation of the NIS in relation to the dollar or that the timing of this depreciation lags behind inflation in Israel. This would have the effect of increasing the dollar cost of our operations. In the past, the NIS exchange rate with the dollar and other foreign currencies had fluctuated, generally reflecting inflation rate differentials. We cannot predict any future trends in the rate of inflation in Israel or the rate of depreciation or appreciation of the NIS against the dollar. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected.

The tax benefits from our beneficiary enterprise programs are conditioned upon our satisfying specified covenants. If we fail to satisfy these conditions, we may be required to pay additional taxes and would likely be denied these benefits in the future.

We have two programs which qualify as beneficiary enterprises, as defined in an amendment to the Law for the Encouragement of Capital Investments, 1959, or the Investment Law, which came into effect on April 1, 2005, or Beneficiary Enterprises. The portion of our income derived from any of our Beneficiary Enterprise programs, commencing when we begin to generate net income from these programs, is exempt from tax for a period of two years and will be subject to a reduced tax rate for an additional five to eight years, depending on the percentage of our share capital held by non-Israelis. The benefits available to our Beneficiary Enterprise program are dependent upon the fulfillment of conditions stipulated in applicable law and a pre-ruling that we received from the Israeli Tax Authority in October 2007. If we fail to comply with one or more of these conditions, we may be required to pay additional taxes during the period in which we would have benefited from the tax exemption or reduced tax rates and would likely be denied these benefits in the future. In 2011, due to the acquisition of certain assets from Aethra, we did not comply with all of the conditions stipulated in the pre-ruling that we received from the Israeli Tax Authority in October 2007. Therefore on May 22, 2011, we submitted an application to the Israeli Tax Authority with respect to the acquisition of certain assets from Aethra. The Aethra acquisition and the provisions of such ruling may affect the tax benefits afforded to us under our Beneficiary Enterprise programs. As of the date of this annual report we have not received any ruling from the Israeli Tax Authority regarding such application.

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Service and enforcement of legal process on us and our directors and officers may be difficult to obtain.

Service of process upon our directors and officers and the Israeli experts named in this annual report, most of whom reside outside the United States, may be difficult to obtain within the United States. Furthermore, since substantially most our assets, our directors and officers and the Israeli experts named in this annual report are located outside the United States, any judgment obtained in the United States against us or these individuals or entities may not be collectible within the United States.

There is doubt as to the enforceability of civil liabilities under the Securities Act and the Securities Exchange Act in original actions instituted in Israel. However, subject to certain time limitations and other conditions, Israeli courts may enforce final judgments of United States courts for liquidated amounts in civil matters, including judgments based upon the civil liability provisions of those Acts.

The rights and responsibilities of our shareholders are governed by Israeli law and differ in some respects from the rights and responsibilities of shareholders under U.S. law.

We are incorporated under Israeli law. The rights and responsibilities of holders of our ordinary shares are governed by our memorandum of association, articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters. Israeli law provides that these duties are applicable in shareholder votes at the general meeting with respect to, among other things, amendments to a company's articles of association, increases in a company's authorized share capital, mergers and actions and transactions involving interests of officers, directors or other interested parties which require the shareholders' general meeting's approval. In addition, a controlling shareholder of an Israeli company or a shareholder who knows that he or she possesses the power to determine the outcome of a vote at a meeting of our shareholders, or who has, by virtue of the company's articles of association, the power to appoint or prevent the appointment of an office holder in the company, or any other power with respect to the company, has a duty of fairness toward the company. However, Israeli law does not define the substance of this duty of fairness. There is little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we may follow certain home country corporate governance practices instead of certain NASDAQ requirements. We follow Israeli law and practice instead of NASDAQ rules regarding the requirement to obtain shareholder approval for certain dilutive events.

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of The NASDAQ Stock Market Rules. We follow Israeli law and practice instead of The NASDAQ Stock Market Rules regarding the requirement to obtain shareholder approval for certain dilutive events (such as for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company). As a foreign private issuer listed on the NASDAQ Global Select Market, we may also follow home country practice with regard to, among other things, the composition of the board of directors, director nomination process, compensation of officers and quorum at shareholders' meetings. A foreign private issuer that elects to follow a home country practice instead of NASDAQ requirements must submit to NASDAQ in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed

with the Securities and Exchange Commission, or the SEC, each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under NASDAQ's corporate governance rules.

Provisions of Israeli law may delay, prevent or make difficult our acquisition by a third-party, which could prevent a change of control and therefore depress the price of our shares.

Provisions of Israeli corporate and tax law may have the effect of delaying, preventing or making more difficult a merger with, or other acquisition of, us. This could cause our ordinary shares to trade at prices below the price for which third parties might be willing to pay to gain control of us. Third parties who are otherwise willing to pay a premium over prevailing market prices to gain control of us may be unable or unwilling to do so because of these provisions of Israeli law.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We were incorporated under the laws of the State of Israel in January 1992, commenced operations in October 1992 and commenced sales of our products in the fourth quarter of 1994. We are a public limited liability company under the Israeli Companies Law, 5759-1999 and operate under that law and associated legislation. Our registered offices and principal place of business are located at 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel, and our telephone number is +972-3-767-9300. Our website address is www.radvision.com. The information on our website is not incorporated by reference into this annual report.

We are a leading provider of high quality, scalable and easy-to-use products and technologies for unified visual communications, including video network infrastructure, developer tools, and HD room, desktop and mobile video conferencing systems. Hundreds of thousands of end-users around the world today communicate over a wide variety of networks using products and solutions based on or built around our multimedia communication platforms and software development solutions. We have over 600 customers worldwide using our Technology Business Unit products, including Alcatel-Lucent, Cisco, Comverse, Huawei, HTC, LG Electronics, LifeSize (acquired by Logitech), Microsoft, Nortel, NTT/DoCoMo, Orange Telecom, Philips, Quanta, Samsung, Siemens, Sony, Telecom Italia and Technicolor (formerly Thomson). Thousands of enterprises around the world and dozens of telecommunications operators are using our products, video conferencing systems and solutions.

Since 2001, we have conducted our business through two separate business units, corresponding to our two product lines, to enable our product development and product marketing teams to respond quickly to evolving market needs with new product introductions.

Our Video Business Unit, or VBU, formerly referred to as our Networking Business Unit, or NBU, offers one of the broadest and most complete end-to-end videoconferencing solutions for IP, ISDN, SIP, H.323 and 3G / 4G wireless networks in the industry today. These products are sold to businesses of all sizes and markets including the large and small enterprise market, government agencies and service providers.

We provide a complete offering for deployment of video conferencing solutions, including video network infrastructure, desktop, mobile, conference room endpoint, telepresence products and management software. We sell our products through a worldwide network of distributors, VARs, OEMs, and system integrators who use our products to develop and install advanced IP and ISDN-based visual communication solutions for use in the company meeting room and on employee's desktops. We also sell our products and platforms to, or in conjunction with, major vendors, such as Microsoft, Alcatel-Lucent, Cisco and IBM, which then integrate our solutions into their communications platforms and architectures. These integrated solutions enable the delivery of real-time interactive IP and wireless video telephony services over both broadband connections (such as cable and DSL) and mobile networks. Over the years we expanded our offerings to include a software desktop solution through our acquisition of First Virtual Communications, Inc., or FVC, and its wholly-owned subsidiary, CUseeMe Networks, Inc., in March 2005 and a

room video conferencing solution through our acquisition of selected assets from Aethra Video Srl and Aethra SpA in February of 2010

Our Technology Business Unit, or TBU, is a one-stop-shop for video client frameworks and developer platforms that consumer electronics manufacturers, equipment vendors, integrators and service providers use to build and launch multimedia (voice, video, presence and messaging) products and services over IP, 3G, 4G and IP multimedia subsystem, or IMS, and long term evolution, or LTE, networks.

Our TBU software solutions include ready to use video client frameworks for mobile, desktop and embedded platforms including tablets and smart phones together comprising our BEEHD family of client products. The BEEHD client frameworks, which are sold to device manufacturers, service providers, systems integrators and application developers, allow them to quickly launch video communications products and solutions on multiple platforms. The BEEHD client frameworks are designed for both consumer based service provider IP, 3G and 4G IMS or LTE networks as well as enterprise networks. Complementing this offering are our video testing solutions named VQ Monitor, eVident and ProLab for pre-deployment and post-deployment of video communication products in enterprises and service provider networks as well as video testing solutions for development and testing labs.

Our TBU also offers enabling technology to developers, including toolkits for SIP, Diameter, NAT Traversal, MEGACO/H.248,A/S-RTP, MGCP, H.323, RTSP (real time streaming protocol) and 3G-324M. Our TBU also offers an IMS and LTE development suite, which extends our existing toolkits to IMS for mobile, VoLTE (Voice over LTE), fixed and cable implementations.

Both business units also assist customers to integrate our technology into their networks and products and to customize our products to their specific needs.

In February 2010, we acquired certain assets of Aethra, including certain intellectual property and technology for HD video conferencing endpoint systems, certain fixed assets and our assumption of selected commercial agreements. We had an OEM relationship with Aethra from 2005, through which our video infrastructure products and technology were included in Aethra video solutions, allowing Aethra to offer the market a complete end-to-end solution. The agreements for the acquisition were incorporated into Aethra’s pre-insolvency plan that was filed and admitted by the Italian court on January 25, 2010. In 2011, we completed the second and final phase of the acquisition. The total purchase price for the acquisition as of December 31, 2011 was $9.4 million, out of which an amount of $806,000 was recorded as part of acquisition related costs since according to ASC 805 this payment was not part of business combination payment. In addition, as of December 31, 2011, we recorded $2.8 million of acquisition-related restructuring expenses. We have utilized Aethra’s HD video endpoint technology to bring to the market an HD room conferencing system which we launched in June of 2010, and we have integrated Aethra’s HD video technology into our video network infrastructure and desktop solutions to offer a full video conferencing portfolio in response to customer demand created by rapid change and consolidation in the video marketplace. We believe that the addition of Aethra’s technology assets will continue to enhance our existing video network infrastructure and desktop solutions to provide a more complete solution to enterprise customers.

Our capital expenditures for the years ended December 31, 2009, 2010 and 2011 were approximately $2.1 million, $2.9 million and $2.4 million, respectively. These expenditures were principally for research and development equipment and office furniture and equipment.

B. Business Overview

Overview and Strategy

We are a leading developer and provider of products and technologies for unified visual communications, including video network infrastructure, developer tools, and high definition (HD) room, telepresence suites, desktop and mobile video conferencing systems. Hundreds of thousands of end-users around the world today communicate over a wide variety of networks using products and solutions based on or built around our multimedia communication platforms, video conferencing endpoints and software development solutions.

We have over 600 customers worldwide using our TBU products including, Alcatel-Lucent, Cisco, Comverse, Huawei, HTC, LG Electronics, LifeSize, Microsoft, Nortel, NTT/DoCoMo, Orange Telecom, Philips, Quanta, Samsung, Siemens, Sony, Telecom Italia and Technicolor (formerly Thomson). Thousands of enterprises around the world and dozens of telecommunications operators are using our products, video conferencing systems and solutions.

Our goal is to develop and deliver market-leading technologies and products that drive widespread adoption and deployment of interactive unified visual communications over packet and next-generation networks. We provide solutions at every level – protocol developer toolkits, professional services, hardware-based network infrastructure, software-based desktop solutions, conference room video systems, as well as fully integrated solutions that complement the unified communication solutions of other vendors such as those from Alcatel-Lucent, Avaya , Cisco, Huawei, IBM, LifeSize and Microsoft. We believe that our offering combinations of IP-centric video conferencing products along with software toolkits, positions us as a key enabling vendor in the evolution of voice, video and data communications over IP.

In April 2010, we announced our SCOPIA XT1000 series HD video conferencing room system, which was the first development based on our acquisition of the Aethra endpoint technology. In June 2010, we announced the SCOPIA XT1000 series SMB solution, an HD video conferencing solution especially suited to the communication requirements of small and medium businesses.

In July 2011, we introduced our SCOPIA XT Telepresence Platform, delivering an immersive telepresence system customizable to the unique requirements of individual rooms and customer needs. In August 2011, we extended our video conferencing room system product range with the SCOPIA XT1000 Picollo, a value-oriented HD video conferencing system. This was followed in October 2011 with the availability of SCOPIA Mobile V3, the first enterprise-grade, fully interoperable video application to support standards-based audio, video and data on mobile platforms such as the Apple iPhone and iPad. Together these developments provide us with a complete portfolio of video conferencing clients from tablets and smartphones to immersive telepresence systems.

In January 2012, our SCOPIA Video Gateway for Microsoft Lync achieved full qualification from Microsoft for video interoperability with Microsoft Lync 2010 and Microsoft Office Communications Server 2007 R2. At the time of this report, we offer the first and only Microsoft-qualified gateway solution for video conferencing.

Also in January 2012, we announced our SCOPIA XT5000 HD video conferencing room system. The XT5000 is our new flagship product in the SCOPIA series of room systems. The SCOPIA XT5000 is the industry's first room system to combine advanced dual HD 1080p/60fps video and content, HD audio, H.264 High Profile and H.264 Scalable Video Coding (SVC). These capabilities make the XT5000 one of the industry's most powerful systems in its class.

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Key elements of our business strategy include the following:

- Maintain and extend our technology leadership. We believe that we have established ourselves as a leader in providing core-enabling technologies and products for a broad range of IP and wireless communication solutions and services. We provide a full portfolio of video conferencing products and services in addition to enabling HD video and connectivity to standards-based video room conferencing systems in many of the market-leading unified communication solutions such as IBM's Lotus Sametime, Microsoft's Lync and Alcatel-Lucent's MyTeamwork.

During 2011, we announced several new solutions, including SCOPIA Mobile V3, the first enterprise-grade, fully interoperable video application to support standards-based audio, video and data on mobile platforms; the SCOPIA XT Telepresence Platform delivering an immersive telepresence system customizable to the unique requirements of individual rooms and customer needs; the SCOPIA XT1000 Piccolo for affordable HD video communications for businesses of any size; and the SCOPIA Elite MCU 5105 extending enterprise-grade video conferencing features to small and mid-sized organizations.

In January 2012, we announced the SCOPIA XT5000 HD video conferencing room system. The XT5000 delivers leading-edge power supporting dual 1080p/60fps video and content. The XT5000 also exhibits significant technology leadership including H.264 High Profile and H.264 SVC – the latest in bandwidth and network management technologies, along with Apple iPad Multi-Touch control for its user interface.

- Complement our portfolio to become an innovative end-to-end player with ground breaking solutions. We have utilized the assets acquired from Aethra and, along with our relationship with Samsung and similar companies, have complemented our video conferencing products portfolio to become an innovative player in the end-to-end market. In the area of desktop software for video conferencing we own the SCOPIA Desktop client which leads the market in its category. In October 2011, we added video capabilities to SCOPIA Mobile, delivering to the market the first enterprise-grade, fully interoperable video application to support standards-based audio, video and data on mobile platforms. SCOPIA Mobile also includes unique capabilities where conference participants can review previously shared data without interrupting the presenter. We intend to continue to develop innovative and potentially ground breaking products and bring those to the market based on the expertise we own.

- Strengthen and expand our relationships with our major partners' active in the unified communications market. We have established and continue to maintain collaborative working relationships with many companies in the IP communication market, including Alcatel-Lucent, Huawei, IBM, Microsoft, Nokia, Samsung, Siemens and Sony as partners. We work closely with our customers and partners to integrate our products and core technology into their solutions. Our core technology and our system design expertise enable us to assist these customers in the development of complete solutions that contain enhanced features and functionality compared to competitive alternatives. We strive to establish long-term relationships with our customers and partners by starting with a few products and subsequently expanding these relationships by increasing the number and range of products sold to these customers. We intend to expand the depth and breadth of our existing relationships, while initiating similar new relationships with other leading players focused on the IP communications market.

- Continue to offer new and enhanced products and features. We believe that we have consistently been either first, or among the first, to market products that support real-time voice, video and data communication over packet networks. We were the first-to-market with IP multipoint control units, or MCUs and gateways that provide combined voice, video and data functionality, the first-to-market with software development kits for the development of H.323-compliant IP communication products and applications, and the first to announce support for SIP (Session Initiation Protocol) in our infrastructure platform. We were also the first to offer a 3G toolkit and 3G to IP (H.323 and SIP) bridging. We were the first to offer an IMS-SIP protocol stack and the firsts to add to our portfolio a scalable vide coding implementation that is backwards compatible with systems deployed in the market. We continue to be an industry standardization leader through active participation and chairing of industry standards groups, leading to contributions to important communications technologies such as Firewall/NAT (network address translation) traversal standardization (H.460.18/19), forward error correction mechanisms and emerging IMS specifications. We intend to utilize our technological expertise as a basis for market leadership by striving to be the first-to-market with new and enhanced products and features that address the increasingly sophisticated needs of our customers and the evolving markets they serve. In addition, we believe that our participation in the drafting of industry standards gives us the ability to quickly identify emerging trends enabling us to develop new products and technologies that are at the forefront of technological evolution in the IP communication industry.

- Provide ground breaking endpoints solutions that will revolutionize the market. We intend to continue our efforts to maintain our position as a key enabling solution provider for major vendors' to drive visual communication beyond the meeting room and onto the desktop. We intend to continue to leverage our acquisition of certain assets of Aethra to introduce additional endpoints to the market. We will also continue to work closely with our partners to bring innovative and potentially ground breaking endpoints providing exceptional value to the end customer. Collaboration with unified communications players such as Alcatel-Lucent, IBM, Microsoft and others will continue as well, providing multi-party capabilities and standards-based video conferencing connectivity to their unified communications offerings such as MyTeamwork, Sametime and Lync.

Our Business

Our business is separated into two units: our videoconferencing Video Business Unit, or VBU, and our software developer toolkit business unit known as the Technology Business Unit, or TBU. The discussion below of our business is separated by unit. In each section we provide an overview of our products, our competitive advantage, and industry trends that are beneficial to each unit and our business.

Video Business Unit

Our VBU provides a comprehensive portfolio of visual communications solutions for the enterprise market that allow advanced voice, data and video conferencing. Our SCOPIA platform includes advanced network infrastructure solutions for multipoint conferencing, mobile devices, network connectivity and firewall traversal; endpoint solutions for board rooms, conference rooms, desktop and personal video conferencing and management software for scheduling, device, bandwidth management and directory services. All references in this annual report to "systems" and "solutions" refer to our video conferencing products sold through our VBU.

VBU Products

Our SCOPIA platform is a powerful combination of hardware and software products that enable the network platform, applications and endpoints to provide advanced video-based conferencing and collaboration on a customer's network. Our solutions are standards-based and support the highest resolutions available in today's video conferencing solutions, providing interoperability and interconnectivity between any mobile or video enabled device, such as a

telepresence system, a meeting room or a desktop video conferencing endpoint, and other telephony and videoconferencing systems. Our solutions are used by institutions, enterprises, service providers and operators to create high quality, easy-to-use voice, video, and data communication, collaboration, and entertainment environments, regardless of the communication network/protocol - IP, SIP, 3G, 4G, H.323, H.320, ISDN or next generation IMS (IP multimedia subsystem).

Our SCOPIA platform is the industry's most comprehensive, robust video platform for visual communication solutions that delivers the scalability and seamless device support organizations need to leverage and protect current standards-based conferencing investments. As HD endpoints bring increased video quality to traditional room-based video conferencing systems and as unified communications and collaboration solutions extend video to the desktop and mobile arenas, our SCOPIA platform provides organizations the flexibility to cost-effectively adopt emerging HD and unified communications technologies.

The SCOPIA platform is a powerful combination of hardware and software that supports media processing for advanced room system devices and delivers high scalability and distributed processing for desktops and mobile deployments. Our complete solution includes all the components necessary to provide a complete video, voice, and data collaboration solution on a customer's network. Key components of our solution include SCOPIA Video Infrastructure, SCOPIA Video Conference Systems and SCOPIA Management Solutions.

SCOPIA Video Infrastructure

Reliable and highly scalable visual communication infrastructure solutions for enterprise and service provider environments, our SCOPIA Video Infrastructure offers the industry's most technologically advanced and easy-to-use infrastructure for real-time conferencing over any network or protocol using any device. Easy to use, plug and play, functionality minimizes initial setup time and offers unmatched flexibility. With advanced features and technology including support for HD, Scalable Video Coding (SVC) and Netsense (congestion detection and bandwidth estimation algorithm), support for bridging and interconnecting devices and networks, the SCOPIA Video Infrastructure products are at the core of an advanced video deployment.

- SCOPIA Elite MCUs. The SCOPIA Elite 5000 Series is our new generation MCU architecture for high definition multiparty conferencing. Utilizing the latest in digital signal processing technology, SCOPIA Elite's advanced media processing supports 1080p HD and provides connectivity, dynamic resource allocation, and individual video layouts per participant yielding an uncompromised video experience. The SCOPIA Elite 5000 Series can be configured from 5 to 30 ports of high definition continuous presence providing a line of systems to suit a variety of applications and budgets. Each system can also deliver four times the capacity at standard definition (SD) by utilizing SCOPIA Elite's dynamic resource allocation. This maximizes capacity for mixed endpoint environments without any system configuration changes. This flexible model offers significant value and fast return on investment with up to 120 video conferencing ports per system. SCOPIA Elite is the industry's first standards-based MCU to natively support advanced H.264 SVC, technology. Our SVC technology provides a high quality experience over unmanaged networks, such as the Internet, particularly benefiting desktop video conferencing users on the road or teleworkers from their home offices. Providing SVC on the MCU provides the benefits of high error resiliency between MCUs with video endpoints supporting SVC, while maintaining full interoperability and high quality with conferencing and telepresence systems not currently using SVC. The SCOPIA Elite MCU supports an innovative network congestion detection and bandwidth estimation algorithm for automatic sensing of the available bandwidth. This algorithm enables any endpoint to connect to the MCU and utilize the bandwidth available on the line without overloading the network and preventing video quality degradation due to packet loss.

- SCOPIA 100/400 MCUs. The SCOPIA 100/400MCUs provide a very cost effective MCU solution for an enterprise network. These SCOPIA MCUs are optimized for support of standard definition (SD) endpoints but can also fully support HD endpoints as well. They can be used as cost effective deployment supporting mixed SD and HD deployments or can augment a deployment of SCOPIA Elite MCUs for cost effective support of SD endpoints in the network. The systems range in size from the SCOPIA 100, supporting up to the 48 ports, to SCOPIA 400, supporting up to 96 ports.

- SCOPIA Video Gateway for Microsoft Lync. The SCOPIA Video Gateway for Microsoft Lync allows end-users to use telepresence systems, such as those from Cisco/Tandberg, Logitech/LifeSize and Polycom, as well as any standards-based video conferencing system within the Lync unified communications environment. This approach provides users with flexibility and choice as to which telepresence or video conferencing systems they use and does not compromise the Lync ease-of-use and experience at the desktop. The SCOPIA Video Gateway for Microsoft Lync provides a cost-effective and easily deployable solution as it does not require large-scale software or firmware upgrades on already deployed video conferencing systems when used with Microsoft Lync. The SCOPIA Video Gateway for Microsoft Lync is the first and only Microsoft qualified video conferencing gateway solution in the market. During 2011, the gateway was tested as part of the Microsoft partner program and was qualified for use in OCS and Lync deployments.

- SCOPIA Network Gateways. SCOPIA Network Gateways provide seamless connectivity between different networks and standards to deliver feature-rich, reliable, multimedia conferencing and communications. SCOPIA Network Gateways are ideal for connecting IP video conferencing networks with ISDN and PSTN networks allowing connectivity to ISDN H.320 endpoints, telephones or H.320 phones.

- SCOPIA Enhanced Communication Server, or ECS, Gatekeeper. Our high-performance, standards-compliant H.323 ECS Gatekeeper provides advanced backbone management for IP telephony and multimedia communication networks. The ECS Gatekeeper provides gatekeeper functionality and everything required to simply and easily define, control and manage voice, video and data traffic over IP networks, no matter how large or complex. The ECS Gatekeeper ensures optimal bandwidth utilization to deliver carrier-grade, best-quality call completion and video collaborative communications over any network and any protocol.

- SCOPIA PathFinder Firewall Traversal. SCOPIA PathFinder Firewall Traversal is a complete firewall and NAT traversal solution enabling secure connectivity between enterprise networks and remote sites. SCOPIA PathFinder maintains the security and advantages of firewall and NAT over heterogeneous video networks and allows seamless integration with existing video endpoints and infrastructure components.

SCOPIA Video Conference Clients

Advanced HD video conferencing endpoints for personal and group use at the desktop, on the road, in the conference room or the board room.

- SCOPIA XT5000 Room System. The new SCOPIA XT5000 is our flagship product in the SCOPIA series of state-of-the-art video conferencing systems. The SCOPIA XT5000 is the industry's first and only system that incorporates dual 1080p/60 frames per second, or fps live video and content, HD audio, H.264 High Profile and RADVISION Scalable Video Coding (SVC), along with iPad Multi-Touch control, making it the most advanced system in its class. The XT5000 uniquely combines the latest in bandwidth and network management technologies – H.264 High Profile for bandwidth efficiency and SVC for a high quality image, even in unpredictable network environments.

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- SCOPIA XT1000 Series Product line. The SCOPIA XT1000 series HD video conferencing room system product line supports up to two streams of HD video each at 1080p resolution and 30fpr. The available high-end Pan-Tilt-Zoom camera supports 10x optical zoom and wide angle capability for viewing details as well as an entire group. The second 1080p video stream can be used with an additional 1080p camera for complete visual coverage or with a personal computer, or PC, for data sharing. When used for data collaboration, the system supports high resolution PC data sharing at 30fps so presentations and video clips can be shared with zero loss of quality. The SCOPIA XT1000 series is available with an embedded HD MCU with support for high definition, continuous presence meetings with up to nine participants, which is the highest capacity embedded MCU in the industry today. The advanced audio system provides high definition audio encoding to ensure high clarity audio transmission with no loss of quality. Beam forming technology is used in the 3-way microphone pod to put the focus on the speaker while isolating background noise.

- SCOPIA XT1000 Series SMB. The SCOPIA XT1000 Series SMB for small and medium businesses is a unique combination of XT1000 technology along with desktop and mobile technology that enables any customer easy access HD video conferencing including XT1000 HDroom system capabilities, multiparty conferencing and HD desktop, tablet and smartphone access to the application.

- SCOPIA XT Telepresence Platform. The SCOPIA XT Telepresence Platform delivers an immersive telepresence experience customizable to the unique requirements of individual rooms and customer needs. The XT Telepresence Platform provides a cost-effective and highly flexible approach, enabling partners to meet the unique needs of each customer deployment. Customers can work with one of our partners and define the installation and furnishings to best fit within their conference room and budgets for a customized telepresence solution.

- SCOPIA Desktop. SCOPIA Desktop is a software based client/server application that extends a room system conferencing application to remote and desktop users for voice, video and data communications. It includes the latest in video technology including support for HD video, SVC for unsurpassed error resiliency and HD H.264 for viewing both meeting participants and data collaboration. Its audio system provides echo cancellation, background noise suppression and is highly resilient to network errors common on the Internet. SCOPIA Desktop is a simple web browser plug-in that is centrally managed and deployed without complex licensing fees or installation issues. Users simply click on a link and in moments are connected to a conference. The system provides automatic firewall traversal to allow anyone to participate regardless of where they are. In addition, the user can see all the data used during the conference thanks to Slider technology (patent pending) that allows the user to review all the presented slides without interrupting the presenter.

- SCOPIA Desktop Pro. SCOPIA Desktop Pro extends the functionality of SCOPIA Desktop by providing on a licensed per seat basis a video conferencing client that also supports point to point calling with call initiation from a presence based and corporate configured directory. This client supports authenticated users and advanced capabilities such as point to point calling and seamless escalation to multi party calls.

- SCOPIA VC240. The SCOPIA VC240 is high resolution desktop monitor with integrated HD video conferencing. It was jointly developed combining the best of breed technologies and capabilities of RADVISION and SAMSUNG to integrate our advanced video conferencing into a SAMSUNG high resolution multimedia LCD monitor. The SCOPIA VC240 can operate as a standalone desktop HD video conferencing device as well as a 24-inch- high resolution monitor. It is fully interoperable with our SCOPIA line of products and complements our other desktop video solutions.

- SCOPIA Mobile. SCOPIA Mobile is a free application for participation in video conferences via the Apple® iPad®, iPhone® and iPod touch® that allows users to connect with full video, audio and data collaboration to standards-based video conferencing and telepresence systems. SCOPIA Mobile is a natural extension to the SCOPIA product family with the increasing smart phone and mobile digital device penetration among enterprise users. Conference participants can directly control and participate in video conferences through the touch screen interfaces of these highly popular and inexpensive mobile devices.

- SCOPIA Control. SCOPIA Control is the first Apple iPad application for control of video conferencing room systems that provides a highly intuitive user interface to initiate calls, control their video conferencing systems and moderate meetings without any training or introduction.

SCOPIA Management Solutions

- SCOPIA iVIEW Management Suite. SCOPIA iVIEW Management Suite provides a comprehensive management solution for voice and video collaborative communications

The network management component provides enterprises with a single access point to managing all their video conferencing network devices, including SCOPIA infrastructure devices (MCUs, gateways, firewall traversal appliances), through the call control software applications (H.323 gatekeeper, SIP agents) and to the various endpoint devices deployed in the network, including our endpoints and third party devices. Through the network management of iVIEW, administrators can detect and monitor their devices, remotely configure and control the devices and upgrade software/firmware to the various devices.

iVIEW's scheduling and resource component allows administrators and conferencing operators to conveniently schedule, manage and control their conferences from a single access point. iVIEW also provides scalability and redundancy capabilities for large enterprise or cloud-based service providers, with unique capabilities such as virtual MCU with automatic cascading for bandwidth preservation, least cost routing for cross-site communications cost savings, virtual conference room for ease-of-use and other features.

iVIEW also integrates with enterprises' existing applications such as Microsoft Active Directory or IBM Lotus Domino for easy user provisioning and Microsoft Outlook or IBM Lotus Notes for an easy and intuitive calendar application scheduling. iVIEW also provides the interface to market leading unified communication solutions such as IBM Sametime and Microsoft Lync and Office Communications Server.

VBU Product Benefits

Our VBU products provide market leading solutions to meet the needs of today's advanced visual communication requirements. RADVISION was the first company to deliver an IP MCU and an IP gateway to the market. We have leveraged and built upon that product leadership to provide a complete portfolio of video communication solutions for the enterprise market providing the deployment of cost effective, highly advanced visual communication and collaboration solutions. As HD endpoints bring increased video quality to traditional room-based video conferencing systems, and unified communications and collaboration solutions extend video to the desktop and mobile arenas, an increased number of organizations are turning to us for the flexibility to cost-effectively adopt emerging HD and unified communications technologies.

Our products, through the powerful combination of hardware and software, provide a comprehensive, robust video platform for visual communication solutions that deliver the scalability and seamless device support that organizations need to leverage and protect current standards-based conferencing investments. We believe that our products are among the leading visual communication solutions in the industry today by virtue of our technological innovation in several key areas:

- Connectivity. Today's video conferencing deployments are a mix of heterogeneous device capabilities deployed on different networks. We believe an effective solution will allow interconnectivity and interoperability between all devices and networks – circuit switched, packet IP or wireless based. Our solutions allow connectivity between any type of standards-based device from high-end telepresence systems through high-end room-based systems, executive desktop systems, desktop video clients, unified communications clients to telephony devices or wireless mobile devices. We also provide unparalleled connectivity for both inside and outside the private network through firewall traversal solutions.

- Simplicity. We deliver easy to use and easy to operate video conferencing systems that will connect to any standard video endpoint. This capability is provided through a centralized, comprehensive and simple-to-use management suite, an open architecture with integration to existing enterprise applications and tools, a flexible and dynamic resource management model and with products and features focused on usability and simplicity. The recently introduced SCOPIA Mobile product is an example of one of our latest developments focused on usability and simplicity. SCOPIA Mobile provides video conferencing and management capabilities through the latest mobile devices including the Apple iPhone and iPad.

- Distributed architecture. We designed every component of the SCOPIA platform for deployment in a distributed IP network. We believe that no competing product can match the capacity of our SCOPIA platform. Because of its IP architecture, the entire infrastructure does not need to be centrally located but can be distributed throughout a network. This allows the proper sized MCU devices to be deployed strategically throughout the network and allows calls to be built dynamically across the distributed devices. The enterprise benefits from increased redundancy, network traffic optimization, resource management and high scalability. These benefits of huge scalability and distributed architecture are also found in the SCOPIA Desktop product portfolio, which is designed to support mass deployments in large enterprises.

- Extensive protocol support and unified communications integration capabilities. In addition to supporting both ISDN and H.323, our solution also supports SIP for desktop and mobile communication. Our portfolio also provides multipoint video conferencing capabilities and room-based systems connectivity to the majority of the unified communications software applications of the main players in the market today.

- IP protocol expertise. We are a leader in developing and delivering advanced voice and video protocols over IP networks, primarily H.323 and SIP. As a result, our solutions support the most recent versions of each of the

signaling protocols with the associated features they enable. In addition, our solutions are interoperable with nearly any standards-based endpoint on the market today.

- Scalable Video Coding (SVC) for network resiliency. We introduced SVC to our product line in 2009. SVC is an extension to the H.264 codec standard that is used by most of today's video conferencing devices. SVC video technology allows video conferencing devices to send and receive multi-layered video streams composed of a small base layer and optional additional layers that enhance resolution, frame rate and quality. Layering provides a dramatically higher degree of error resiliency and video quality with no significant need for higher bandwidth. It is especially effective over networks with packet loss and/or that lack quality of service, typical of many wireless Internet networks.

With SVC, we enable full interoperability with existing devices while enjoying all the benefits of very high network error resiliency and high quality support for video conferencing room and telepresence systems. SVC will also improve the quality of connections between cascaded infrastructure devices (MCUs) and allow traditional endpoints without SVC capability to leverage the benefits of SVC.

- Desktop software client. Our desktop software client was enhanced in 2009 to provide video conferencing capabilities on the Mac platform in addition to the PC. The client provides capabilities to fully extend the video conferencing room system experience to the desktop including HD video, SVC, interoperable data collaboration and firewall traversal capabilities. It provides a very effective way to extend video communications beyond typical enterprise boundaries to workers at home and on the road. The desktop client has a very scalable deployment model where it can be installed on every member of an organization's desktop including external guests, clients, prospects and suppliers. This model provides access to high quality video conferencing capabilities extending the utility of a video conferencing deployment.

Visual Communication Market Trends Which May Benefit Our Company

Increased cost justification for video conferencing. The current conservative economic climate is causing companies to utilize more cost effective meeting solutions and video conferencing is proving to be a cost justifiable replacement for travel. HD solutions including telepresence are becoming affordable and provide a high quality replacement for long distance meetings.

HD has led to a better experience and perception of video conferencing. Video conferencing in the past has had a reputation for low quality and being difficult to use. The advent of HD video conferencing has dramatically improved the quality of the experience. The entry into the market by large enterprise vendors like Cisco and Microsoft has led to increased awareness and improved perception of video conferencing and generated increased demand.

Workforce dynamics. Telecommuting, mobile workers and labor outsourcing are creating a more distributed workforce. Meetings are increasingly across different time zones and cultural boundaries and the use of video significantly helps bridge these barriers.

Unified communications in the workplace and at home. With the need for greater efficiency and the importance of accurate communication, companies are turning to new ways of communicating to enable remote parties to interact as if they were in the same room. Conference calls and e-mail usage have increased dramatically and instant messaging is increasingly being adopted in the enterprise. We believe that this trend of accessing all forms of communication from familiar applications is driving the unified communications experience and is making enterprises explore multimedia applications that provide advanced voice, video and data experiences to maximize information flow, whether in a group meeting or person to person.

Green initiatives. Due to increasing carbon foot-print awareness, companies are now, more than ever, looking for ways to find "greener" alternatives to air travel. We believe that the ever increasing quality of video technology and level of its maturity, the decreasing cost of bandwidth, the wider use of video conferencing in the enterprise and the ongoing reduction in the cost of endpoints, could all benefit us.

Technology Business Unit

Our TBU has pioneered the introduction of Voice and Video over IP, or V2oIP, telecom developer solutions, combining its expertise in signaling and multimedia. In addition, we develop video conferencing client solutions. We were first to market with V2oIP developer solutions such as protocol stacks and server platforms. Since our inception, we have played a leading role in the industry as a member of standardization boards and interoperability committees. Our solutions are used by hundreds of customers worldwide and power major parts of today's IP telecom deployments.

TBU Products

Our TBU products and solutions have expanded and evolved to become complete client framework offerings. The BEEHD family of products, which runs on multiple platforms such as desktop, Android-based mobile and tablet devices as well as embedded devices, has facilitated such expansion. The BEEHD offering is a complete client framework for developing HD video-enabled devices and products, offering developers fast market penetration of integrated HD video communication endpoints. The BEEHD offering serves the requirements of consumer electronics device manufacturers, service providers and application developers. This technology utilizes our advanced video technology, such as SVC, for high quality user experience over unmanaged networks such as the Internet. Complementing this product family is our BEEHD Cloud that allows remote control and management of BEEHD based clients, no matter where the endpoint is located on the network. BEEHD Cloud allows for building complex call control scenarios using a simple web application. BEEHD Cloud functions as a Service Delivery Platform (SDP) SDK in the cloud. Our telecom developer solutions provide customers with solutions and frameworks at various levels of integration, including comprehensive high definition video client frameworks, which include media, signaling and call control, protocol stack software development kits, and comprehensive and flexible server and client solutions over packet and 3G networks supporting IMS (IP Multimedia Subsystem), LTE, rich communication suite, or RCS, and pre-IMS architectures. Our telecom developer solutions assist application developers to focus on developing their applications and devices while reducing the overall development and testing effort required, as these solutions offer a comprehensive standard implementation and feature set. Our developer solutions are constantly tested for interoperability minimizing the effort required by the application developer. As a result, our customers benefit from a reduced time-to-revenue as they can release products to the market with less development and testing efforts. Complementing these offerings, our testing and analysis tools (ProLab™ Testing Suite and eVident™) enable developers, testing laboratories, system integrators and IT managers to validate and test products, as well as measure multimedia quality on the network.

Our global services group, comprised of V2oIP experts in both signaling and media, provides professional services to assist customers, from quick start, on-site development assistance to complex turnkey solutions.

Developers can use our toolkits to reduce the high costs of in-house continuous investments in order to stay up to date with the rapidly changing and evolving standards and to maintain complete interoperability with different equipment, vendors and service providers. We believe that our toolkits enable customers to focus on their core competencies and reduce the time to market and risk involved with industry standard compliant IP and 3G communication products, systems and applications.

- RADVISION BEEHD Client Framework. A complete client framework for developing HD video-enabled devices and products, offering developers fast market penetration of integrated HD video telephony endpoints. Optimized for embedded systems, the BEEHD client framework solution can be integrated with any device to allow high quality interactive V2oIP video communications over unmanaged, error prone, best-effort networks.

- RADVISION Cloud. BEEHD Cloud serves as a Video Communication SDK in the cloud, thus complementing BEEHD Client Frameworks by providing a complete video deployment solution. It allows developers to simply create complex video communications services using the tools they already know.

- RADVISION SIP Developer Suite. Session initiation protocol, commonly referred to as SIP, is a popular signaling protocol for initiating, managing and terminating voice and video sessions across packet networks. SIP was designed for building high performance user agents. The RADVISION SIP Developer Suite enables the development of products that require full user/agent functionality. Our SIP Suite is designed to provide high scalability and extensibility for both small and large-scale projects. It enables the implementation of feature-rich SIP entities such as application servers, softswitches, IP-PBXs, gateways and conferencing bridges. Our SIP is a key milestone for implementing the upcoming IMS network and components. The SIP protocol was also adopted by the 3GPP (3rd Generation Partnership Project), PacketCable 2.0 (Cable market) and TISPAN (Telco networks) as a mandatory part of the IMS architecture for next generation mobile and fixed networks. Our SIP Developer Suite supports the needed extensions to cope with the 3GPP requirements in order to provide a solution for IMS, VoLTE and RCS applications, services and core-network IMS equipment vendors. The SIP Suite was enhanced with new add-ons and toolkits like XML Document Management (XDM), Interactive Connectivity Establishment (ICE), Simple Traversal Underneath NAT (STUN) and Traversal Using Relay NAT (TURN) toolkits to provide our customers with one stop shop value proposition.

- RADVISION IMS ExpressTM. IMS (IP multimedia subsystem) is a next generation network architecture that serves fixed-line, cable and cellular networks. For service providers, application service providers, or ASPs, content providers and carriers, IMS enables converged service offerings and has been adopted by the world's largest carriers. IMS is the cornerstone of converged telecommunications and offers unique opportunities for the development of next-generation devices and equipment and converged mobile communications. RADVISION IMS Express provides customers with a complete IMS developer suite. The suite covers the full range of IMS-ready tools – IMS signaling protocols (such as IMS SIP, Diameter and IMS Megaco), complementary engines and packages for IMS services development (such as XDM, MSRP and SIMPLE), IMS server framework, IMS client framework for terminal development and IMS testing tool.

- RADVISION IMS DIAMETER Toolkit. The IMS DIAMETER Toolkit is a powerful software tool designed for the development of IMS (IP multimedia subsystem) Diameter-compliant network elements. It includes all required development components, including a set of quick start sample applications that demonstrate efficient API (application programming interface) usage, a graphical user interface, or GUI, test application and detailed documentation. Implementing all major IMS interfaces and assuring IETF RFC 3588-compliancy, the IMS DIAMETER Toolkit allows seamless integration with IMS based IP networks (3GPP and TISPAN). Our IMS DIAMETER Toolkit is standards-based (IETF, TISPAN and 3GPP), and offers highly reliable performance.

- RADVISION NAT Traversal Toolkit. We offer a complete network address translation, or NAT, traversal solution for developers. The RADVISION NAT Traversal Toolkit supports multiple protocols defined by the Internet Engineering Task Force, or IETF, including STUN, TURN and ICE. This solution is available for SIP, RTSP, MEGACO/H.248, Diameter and others.

- RADVISION SIP Server Platform. The SIP Server Platform provides a complete framework for developing all types of SIP Server applications including Proxies, Redirect Servers, Registrars, Presence Servers, IMS Application Servers and different types of B2BUAs. The SIP Server Platform radically simplifies and accelerates development by providing a standards-compliant, robust and high performance implementation of standard SIP server functionality controlled through a multi-level, user friendly API.

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- RADVISION H.323 Development Toolkit. H.323 is currently the most widely deployed standard for video over IP communications. All components of an H.323-compliant network, including terminals, gateways, gatekeepers and conferencing bridges, use the H.323 protocol to communicate. The RADVISION H.323 software development kits provide developers with the core software building blocks needed to develop H.323-compliant products, systems and applications. The RADVISION H.323 software development kit is an integrated set of software programs that execute the H.323 protocol and perform the functions necessary to establish and maintain real-time voice, video and data communication over packet-based networks. The RADVISION H.323 software development kits can be used to develop a broad spectrum of products, including gateways, gatekeepers, conferencing bridges, IP telephones and other H.323-compliant products.

- RADVISION MGCP Development Toolkit. MGCP is the protocol by which a centralized gateway controller communicates with and controls the numerous gateways throughout a packet network and manages the network traffic through those gateways. The RADVISION MGCP software development kit is used to build MGCP compliant media gateways controllers and media gateways.

- RADVISION MEGACO Development Toolkit. MEGACO/H.248 is the official industry standard media gateway control protocol for large-scale IP-centric communication networks. The RADVISION MEGACO/H.248 Development Toolkit includes a unique Media Device Manager to greatly simplify application development and reduce development time by eliminating the need for developers to write code for interpreting MEGACO/H.248 messages.

- 3G-324M Developer Toolkit. The IP network has not evolved sufficiently to support high-quality real-time video and voice services over 3G networks. As a result, the 3G standards body, 3GPP, specified that the 3G-324M protocol would be used as the signaling and transport mechanism for real-time media over 3G (such as video streaming and video chat). We were one of the first companies to introduce a toolkit for the development of 3G-324M-based products in early 2003 and we continue to develop improved versions of this solution. We are active in the ITU (International Telecommunication Union) and 3GPP, which are the 3G-324M standardization organizations, and we chair the 3G-324M Activity Group within the IMTC (International Multimedia Telecommunications Consortium).

- RADVISION Multimedia Terminal Framework. Used for the development of a wide variety of applications and devices, from video phones and IP phones to next generation SIP and IMS-based handheld devices with applications such as video share, video telephony, VoIP and others, SoHo PBX systems and IP voice gateways. The advanced functionality and broad flexibility, together with multi-protocol support and advanced features, makes this toolkit central for the development of IP communications solutions. Since the second half of 2008, we have been developing an advanced technology on top of the Multimedia Terminal Framework, which adds media (i.e. codecs and media processing algorithms) and an upper layer application that manages and synchronizes the entire behavior of the client, all in high definition quality, as a result of which the customer may focus solely on the graphical user interface.

- RADVISION Testing Suite. The RADVISION Testing Suite is comprised of solutions for pre- and post-enterprise and service provider deployment as well as solutions for research and development laboratories.

- Enterprise and Service Provider Pre-Deployment. The RADVISION eVident is a video quality monitoring solution that elevates the enterprise into the world of voice over IP, video conferences and unified communication. eVident simulates deployment and network load of voice and video communication systems on an enterprise’s distributed network, providing IT administrators the information needed to prepare their networks for real-time voice and video over IP. To achieve this, network managers must assess whether their network can provide and maintain the expected quality of service, while IT administrators must make informed decisions regarding which network devices to deploy, the amount of bandwidth needed, and the optimal network configuration required to support voice and video over IP technologies. eVident’s proactive approach to ensure network readiness before and

after video and voice services are deployed ensures a successful video conferencing service roll-out.

- Enterprise and Service Provider Post-Deployment. The RADVISION VQ Monitor quantifies and measures the user experience for voice and video communications based on objective and subjective parameters. VQ Monitor guarantees that applications maintain the highest correlation with the voice and video quality user experience. We have developed unique video quality, or VQ, algorithms and a method to enhance the International Telecommunication Union - Telecommunication (ITU-T) G.1070 standard with proprietary advanced technology. We integrate an objective element that uses data collected from user surveys for the development of the algorithms, yielding an automatically generated VQ score similar to the human eye objective rating. This is in addition to techniques that take into consideration advanced image-analysis factors.

- R&D Labs Testing Solution. The RADVISION ProLab Testing Suite is comprised of powerful testing tools that comply with the most recent industry standards and are suitable for use in various stages of the product development cycle, quality assurance and pre-deployment. The products perform essential automated tests for IMS, SIP, 3G-324M and H.323 networks and devices, including performance, load, stress, interoperability, media and protocol compliance. Testing is script-driven, which allows for maximum flexibility and customization, and enables the tests to be re-used. The testing suite contains hundreds of pre-written scripts, canned messages and media files to allow for turnkey test setup.

These highly scalable and feature-rich testing and validation products emulate a wide range of real-world network conditions to test devices and components in rich media collaborative networks. The ProLab suite allows vendors and service providers to perform the rigorous testing and validation needed to ensure high quality, dependability and product deployment. The ProLab suite simulates different network topologies and is specifically designed to perform advanced signaling and media tests. A highly sophisticated scheduling system enables comprehensive automated test procedures during testing cycles. The client/server application is capable of managing single or multiple test agents, such as IMS, SIP, H.323 or 3G-324M

At the core of the ProLab suite is the ProLab Test Manager. It comes bundled with a variety of components and specific testing products for either single or multi-protocol testing.

- Advanced RTP/RTCP Toolkit. The Advanced RTP/RTCP (Real-Time Transport Protocol/Real-Time Transport Control Protocol) Toolkit is designed to address the requirements of mature, production IP telephony applications.

- RADVISION RTSP Toolkit. The RADVISION RTSP (Real Time Streaming Protocol) Toolkit includes a set of intuitive application program interfaces, or APIs, for developing multimedia streaming applications for mobile devices such as personal digital assistants (PDAs) and mobile phones as well as broadband IP-based solutions such as IP TV.

TBU Product Benefits

Market leading technology for standard-based real-time IP communication. We were one of the original five members of the International Telecommunication Union-Telecommunication committee responsible for defining the H.323 standard, which has been adopted worldwide for real-time packet-based communication. We believe our technology is recognized as the market-leading implementation of the H.323 industry standard for real-time voice, video and data communication over packet networks. We also believe that our technology is recognized as one of the market-leading implementations of the SIP, IMS and 3G-324M

We have been actively involved in the development of protocols for real-time communication since the inception of the industry in 1994 and believe that we were the first-to-market with enabling products and technology for voice, video and data communication over IP networks.

Interoperability. We chair the leading interoperability industry organizations – the International Multimedia Teleconferencing Consortium and the IMS Forum. In addition, we participate in all the major interoperability testing events to assure complete interoperability of our products. We provide our customers with products and technology that are interoperable across a broad range of IP communication systems. Our products and technology have been integrated into a variety of systems developed by hundreds of communication equipment providers. This field-proven technology together with our on-going participation in the entire industry's interoperability events leads us to believe that our products and technology are interoperable with all major equipment vendors and products. We believe that our long-standing involvement in the definition of standards and accumulated experience with product development across our broad customer base provides us with a competitive advantage in addressing interoperability needs.

Multi-domain, real-time voice, video and data communication functionality. We are one of the few companies that offer IP communication products that support combined voice, video and data communication over IP and 3G networks. We believe that this functionality is attractive to enterprises and service providers that seek a flexible IP communication solution, which can provide enhanced multimedia functionality in fixed line and mobile environments.

One stop shop. Our solutions include a variety of technology components needed to build an end product. This includes a combination of signaling, media and application that provides our customer with a complete solution that speeds up its time to market.

Video expertise. TBU has gained extensive expertise with video, such as video analysis and metrics incorporated into ProLab and eVident, video algorithms and codecs embedded in the client suite. With the increased penetration of video-related products into the market and the complex perception that developers have of video, our TBU video technology offers a clear value-added benefit to customers over competing solutions, most of which are still either voice-centric or enable only basic video.

Improved time to market. Our customers rely on our accumulated expertise with communication standards and core technology to significantly reduce their development cycle and improve time to market. Communication equipment providers seeking to market standards compliant systems for real-time voice and video communication over packet and 3G networks require standards - compliant building blocks to develop their products. Rather than dedicate in-house resources to implementing industry standards, these developers can use our products and technology and focus their core competencies on building enhanced systems, products and applications.

Broad range of product environments. Our products and technology provide our customers with flexibility to design individual products and applications or complete systems. Our customers can build a complete network solution for real-time IP communication using our full suite of products or integrate our products with their own products or other vendor products into their real-time IP communication solution. Similarly, our technology has been designed to enable the development of a broad range of products and applications, from those that can service single users, including hand held devices and residential IP phones, to multi-user products, like highly complex, powerful carrier class gateways. Taken together, we believe our products and technology provide all of the key network components necessary to build real-time IP communication solutions.

Industry Trends That May Benefit Our Developer Toolkits

Growth in IP communications. Such as:

- rapid growth in the adoption of IMS and VoLTE;
- an increasing need for enterprises to expand their networks to enable them to send, access and receive information quickly, economically and globally;
- an increasing use of the Internet and other packet networks for communicating and engaging in commercial transactions;
- an increase in available bandwidth at declining prices;
- the introduction of new voice, video and data communication services and applications;
- the dramatic growth of wireless and broadband mobile networks and the interest by consumers to use WiFi and 3G-based devices and networks for new multimedia services such as video streaming and video telephony;
- the increasing focus by major vendors, such as Alcatel-Lucent, Cisco, IBM, Microsoft and Siemens, to provide Unified Communications solutions that include video conferencing to employee desktops in the enterprise market;
- the emergence of low cost, high quality IP communications devices that enable people, both in business and in everyday life, to communicate more effectively and access real-time video over broadband mobile or residential IP or 3G connections; and
- the growth in complexity of the SIP standard, which is making in-house SIP development by potential customers a more difficult task.

Limitations of traditional networks. The growth in data communication traffic, particularly the growth in the number of Internet users, has placed significant strains on the capacity of traditional circuit-switched networks.

Advantages of packet-based networks. By using packet technologies based on industry standards, new services can be deployed rapidly and economically.

The need for products that deliver industry standards for real-time IP communications. Our protocol toolkits provide the underpinning technology required for the rapid development of next generation products and applications for real-time multimedia communication.

Growth in real-time voice and video IP communication. Cost-effective increases in capacity to meet increasing communication traffic demands; support for new communication applications, such as video conferencing and data collaboration, for improved workforce productivity; interoperability with different network configurations of their customers, suppliers and partners; and cost savings associated with simplified network management resulting from creating a single network that handles all communication, rather than having to maintain separate telephone and computer networks.

Products and Technology under Development

We intend to capitalize upon our technological leadership in real-time IP communication and visual communication network appliance and functionality to develop new products and technology that meet the evolving needs of the enterprise and service providers' communications networks, as well as platforms and tools to enable vendors to develop IP and 3G multimedia communications products and services.

Our TBU is continuing to invest in both the client and server markets. For the client market, we enhanced our comprehensive solution for terminal developers to include media engines, turning these products into one-stop shops for developers wishing to focus on the development of the application rather than the intricacies of the codecs and protocols necessary to create interoperable communications products. We believe that this will increase our customer value proposition, increase our competitiveness, reduce the customer's time to market and allow the customer to focus on the business and economic benefits rather than invest time and energy in dealing with the lower layers of a product.

Our VBU is continuing to invest in developing innovative and state of the art endpoint, infrastructure and management products that cater to multimedia communication services in enterprises and service providers. We believe that offering an end-to-end solution with a range of products in these three areas will increase our competitiveness and allow us to attract additional sales channels.

Customers

We generally sell our VBU enterprise products to OEMs, systems integrators, distributors and VARs. Our OEM customers purchase our products to integrate with their own products or products of other third parties to build complete IP communication solutions. Our systems integrator customers either purchase our full suite of products or integrate our individual products with products of other third parties to build complete IP communication solutions. Our distributors and VAR customers purchase our products to resell to end-users as separate units, or as part of a family of related product offerings, either under our RADVISION label or under private labels.

We sell our service provider products to major telecommunications equipment vendors (who may use our solution as part of a larger service portfolio), telecommunications operators and application service providers, or ASPs.

We generally sell our TBU products in the form of software development kits directly to developers of IP communication products, systems and applications for developing their own IP communication solutions based on our core enabling technology.

Cisco accounted for approximately 42%, 34% and 12% of our sales for the years ended December 31, 2009, 2010 and 2011, respectively. In April 2010, Cisco completed the acquisition of Tandberg, one of our principal competitors and the full TANDBERG product line is now part of the Cisco TelePresence portfolio. As a result of the acquisition, Cisco sales declined in 2010 and declined further in 2011. We expect Cisco sales will continue to decline in 2012. In addition, our OEM agreement with LifeSize (acquired by Logitech), which was formerly one of our major OEM arrangements, was terminated in February 2011.

The following is a representative list of our primary customers in 2011:

Alcatel-Lucent	Hewlett-Packard	Pan Telecom
AT&T Corp	IBM Corporation	PANTECH
AV Fusion ApS	Imago Group	Polycom Inc.
Broadcom Corporation	Inala Technologies (Pty)	PT. Artapala Telekomindo
CAP –VISIO	Ltd.	PT. Kayreach System
CiscoCompuWiz Inc.	INFOSFERAInteractive	SEAL Group
Conference Solution Co. Ltd.	Digital Solutions LLC	Siemens
CRAMBO, S.ADigital China	KAVENA Multimedia AB	Solincom Inc.
Technology	LifeSize/Logitech	Sorenson Communications
E-Soft	MBI Co., Ltd.	Target Distributing
France Telecom SA	Midwich Limited	VICONTEC Distribution
G.E.@Com Srl		GmbH Vigatec S.A.

Genband US LLC	Lozenge INTL Comercio, VTV
HD Distributing, LLC	Importacao e Exportaco
	Ltda
	NEUKKARI Oy
	NTT AT Corporation
	NTT BizLink

The following table presents the percentage of total consolidated revenues that we derive from sales in each of the regions shown:

	Year Ended December 31,		
Region	2009	2010	2011
The Americas	62 %	52 %	37 %
Europe, the Middle East and Africa...	18 %	25 %	33 %
Asia-Pacific	20 %	23 %	30 %

Sales and Marketing

Sales organization. We market and sell our products through multiple channels in North and South America, Europe, Africa, the Middle East and the Asia-Pacific region. Our video communications products are sold to end-users principally through indirect channels including OEMs, system integrators, distributors and VARs. We market and sell our technology products, primarily in the form of software development kits, directly to developers of IP, video and wireless communication products and applications. We sell to service providers through major telecommunications equipment vendors. In several countries in the Asia-Pacific region we sell our software development kits indirectly through local sales representatives.

We currently have sales offices in the United States in New Jersey, California and New Hampshire. We also have a sales office in Israel and sales and marketing or representative/liaison offices in Hong Kong, China, Korea, Japan, India, Singapore, the United Kingdom, France, Germany, Italy, Spain, Brazil and Mexico.

We have dedicated sales teams to support our large strategic partners as well as to identify potential strategic customers who would deploy our products on large scales and generate significant revenues for us.

We won several prestigious awards for our solution offerings in 2011. Telepresence and Videoconferencing Insight, a global video conferencing research firm, selected us as the “Best Video-Enabled Unified Communications Company of the Year 2010.” Technology Marketing Corporation’s (TMC®) INTERNET TELEPHONY magazine (www.itmag.com) named our SCOPIA XT1000 SMB solution as a recipient of the 2010 Product of the Year Award along with its 2011 Unified Communications Excellent Award for our BEEHD for Desktop. TMC also named our SCOPIA Video Gateway for Microsoft Lync 2010 as a recipient of a 2010 Communications Solutions Product of the Year Award. In early 2012, TMC named us as a recipient of the 2011 INTERNET TELEPHONY magazine Product of the Year Award for the SCOPIA Mobile HD Video Conferencing solution.

As an end-to-end solution provider, we are committed to working closely with our valued partners to create strong and beneficial sales and support opportunities. Our partners are diverse, ranging from small specialized businesses to medium sized companies for which video is just one aspect of their business to very large enterprises that deploy several network systems. Our Eye-To-Eye Partner Program is designed to:

- Align partners and our company to common business goals;

- Reward partners for selling our solutions;
- Generate demand for our solutions through jointly funded marketing activities;
- Increase partners' turnover in selling our solutions;
- Make it easy for partners to work with our company; and
- Provide the assistance required to support end users.

Our Eye-To-Eye Partner Program is targeted at resellers, distributors and VARs who want to increase their revenues by joining forces with us, and our program ensures the highest level of support for partners.

Marketing organization. Our marketing organization develops strategies and implements programs to support the sale of our products and technology and to sustain and enhance our market position as an industry leader. Our current marketing efforts include various sales and channel support programs designed to drive sales and to increase industry visibility, including press/analyst tours, trade shows and events, speaking engagements and ongoing interaction with analysts and the media as well as targeted marketing programs. Additional programs include technical and training seminars where customers and other industry participants are educated in real-time IP communication technology and the benefits of our products and technology. We also view our website and social media as important marketing tools for lead generation, customer relations and to support our market position as video communication experts through quality content, including providing information related to issues relevant to the communication industry, as well as important product and market trends.

To reinforce and further strengthen our market position as a technology leader in the field of real-time IP, wireless and visual communication, we actively participate in key industry consortia and standards bodies. We are also active in defining and reviewing evolving IP communication standards that are being developed by international standards bodies and industry organizations, including:

- ITU-T (International Telecommunication Union - Telecommunication), which has published the H.323 and MEGACO standards;
- IETF (Internet Engineering Task Force), which has published the SIP and MEGACO standards;
- IMTC (International Multimedia Telecommunications Consortium), a global organization that promotes interoperable multimedia communication solutions based on international standards. We regularly participate in IMTC-sponsored InterOP (Interoperability) events, a vendor-neutral forum where IMTC members test the interoperability of their products;
- UCIF (Unified Communications Interoperability Forum), a worldwide alliance that defines and certifies interoperability scenarios, delivers implementation guidelines and recommends best practices for interoperability; and
- 3GPP (3rd Generation Partnership Project), which develops the IMS standards.

Customer Care and Support Services

Our ability to provide our customers with responsive and qualified customer care and support services globally is essential to attract and retain customers, build brand loyalty and maintain our leadership position in the market. We

believe our customer care and support organizational structure enables us to provide superior technical support and customer service on a cost- and time-efficient basis.

We provide global customer care and support services for our products and technology. Our customer care and technical support teams are located in Israel and in the United States in New Jersey, New Hampshire and California. In addition, we have support teams in the United Kingdom, Japan, Korea, India, Spain, France, Germany, Hong Kong, Italy and China. We offer a 24 hour, seven days a week, 365 days a year service program in certain of our offices to better serve our video business customers who desire the expanded service. We also offer various other services, such as assisting our video business customers with the initial installation, set-up, expedite hardware replacement and training. In addition, our technical support team trains and certifies our networking customers to provide local support in each of the geographical areas in which our products are sold.

Our standard software development kit contract provides for one year of support services, renewable annually at the customer's option. Customers who have contracted for support services receive all relevant software updates as well as access to our customer care and technical support teams.

We also offer professional services, including consulting, development, customization and system integration expertise to our customers, in order to work hand-in-hand throughout the development process. Our professional services are offered both for TBU and VBU customers.

Intellectual Property

We rely on copyright, trademark and trade secret laws, confidentiality agreements and other contractual arrangements with our customers, third-party distributors, suppliers, employees and others to protect our intellectual property.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products and technology or obtain and use information that we regard as proprietary. Policing unauthorized use of our products and technology is difficult. In addition, the laws of some foreign countries in which we currently or may in the future sell products to do not protect our proprietary rights to as great an extent as do the laws of the United States. Our means of protecting our proprietary rights may not be adequate and our competitors may independently develop similar technology, duplicate our products or design around our intellectual property.

We rely on certain technology that we license from third parties, including software that is integrated with internally developed software and used in our products to perform key functions. If we are unable to continue to license any of this software on commercially reasonable terms, we will face delays in releases of our products or will be required to reduce the functionality of our products until equivalent technology can be identified, licensed or developed, and integrated into our current products.

Competition

We compete in a new, rapidly evolving and highly competitive and fragmented market. We expect competition to intensify in the future. We believe that the main competitive factors in our market are time to market, product quality, features, cost, technological performance, scalability, compliance with industry standards and customer relationships.

The principal competitors in the market for our video business products are Cisco (which acquired Tandberg in 2010), LifeSize (acquired by Logitech in 2009), Polycom, Sony, Vidyo, Huawei, ZTE and various small or new market entrants.

The principal competitors in the market for our software development kit products currently include Aricent, Data Connection Limited, Ecrio, M5T ENEA (which acquired Netbrics), Trillium Digital Systems (acquired by Continuous Computing) and open source developers and in-house developers employed by manufacturers of telecommunication equipment and systems.

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Additional competitors may enter any of our markets at any time.

Manufacturing

Our manufacturing operations consist of product and materials planning, procurement, out-sourcing of sub-assembled kits, final assembly, testing, quality control, packaging and shipping. We generally assemble, test and integrate our products at a subcontractor's facilities in Israel for our video infrastructure products and use Philippines-based subcontractors for video endpoint products for room systems. We test our products both during and after the manufacturing and assembly process using internally developed quality assurance testing procedures. We use an enterprise resource planning Oracle ERP system. We believe that the efficiency of our assembly process to date is largely due to our product architecture and our design for manufacturability. We manufacture our software development kits on CD-ROMs and package and ship them accompanied by relevant documentation, or through FTP linked internet access.

We are committed to managing the quality of our products and services and reducing their environmental impact. Our quality management system is in compliance with ISO 9001:2008 standard, and is certified to this standard since September 2, 1999 (certificate number I4879). Our environmental management system is in compliance with ISO 14001:2004 standard, and is certified to this standard since January 18, 2004 (certificate number I1904X).

We currently obtain key components used in the manufacture of certain of our products from a single supplier or from a limited number of suppliers. Any delays in delivery or shortages in these components could interrupt and delay manufacturing of our products and result in the cancellation of orders for our products. In addition, these suppliers could discontinue the manufacture or supply of these components at any time. We may not be able to identify and integrate alternative sources of supply in a timely fashion or at all. Any transition to alternate suppliers may result in delays in shipment and increased expenses and may limit our ability to deliver products to our customers. Furthermore, if we are unable to identify an alternative source of supply, we would have to modify our products to use a substitute component, which may cause delays in shipments, increased design and manufacturing costs and increased prices for our products. To date, we have not encountered any material interruptions in supply.

C. Organizational Structure

We have twelve wholly-owned subsidiaries: RADVISION Inc. and its wholly-owned subsidiary RADVISION Government Services, Inc. in the United States, RADVISION (HK) Ltd. in Hong Kong, RADVISION (UK) Ltd. in the United Kingdom, RADVISION FRANCE S.A.R.L. in France, RADVISION Japan KK in Japan, RADVISION B.V. in the Netherlands, RADVISION GmbH in Germany, RADVISION ESPAÑA, S.R.L. in Spain and RADVISION Brazil Serviços Ltda. in Brazil, all of which are primarily engaged in the sale and marketing of our products and technology, and RADVISION Communication Development (Beijing) Co. Ltd. in China. and RADVISION S.r.l in Italy, both of which are primarily engaged in research and development and the sale and marketing of our products and technology.

Zohar Zisapel, the Chairman of our Board of Directors and a principal shareholder of our company, and Yehuda Zisapel, a principal shareholder of our company, who formerly was a director and the Chairman of our Board of Directors, are brothers. Individually or together they are directors and principal shareholders of several other companies which, together with us and the other subsidiaries and affiliates, are known as the RAD-BYNET group (although this is not a legal entity). In addition to engaging in other businesses, members of the RAD-BYNET group are actively engaged in designing, manufacturing, marketing and supporting data communication products, none of which currently compete with our products. Some of the products of members of the RAD-BYNET group are complementary to, and may be used in connection with, our products.

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D. Property, Plants and Equipment

Our headquarters and principal administrative, finance, sales and marketing and promotion operations are located in approximately 65,000 square feet of leased office space in Tel Aviv, Israel at an aggregate rental cost of approximately $1.7 million in 2011. The lease for our principal offices expires in June 2015 and is fully paid up until June 2012. In the United States, we lease approximately 12,600 square feet of office space in Fair Lawn, New Jersey under a lease expiring in September 2012, approximately 3,200 square feet in Sunnyvale, California under a lease expiring in November 2012 and approximately 5,500 square feet in Bedford, New Hampshire under a lease expiring in April 2016. We also lease approximately 2,650 square feet in Hong Kong under a lease expiring in May 2014, approximately 150 square feet in Singapore under a lease expiring in July 2012, approximately 2,240 square feet in Korea under a lease expiring in December 2012, approximately 2,200 square feet in Uxbridge, United Kingdom under a lease expiring in July 2013, approximately 13,300 square feet in Ancona, Italy under a lease expiring in December 2015 (although we have been advised that the current owner of this premises is under bankruptcy proceedings which may influence our rights to use the premises), approximately 9,800 square feet in China under a lease expiring in December 2012, approximately 1,800 square feet in Japan under a lease expiring in February 2013, approximately 270 square feet in France under a lease expiring in June 2014. The aggregate annual rent for our sales and service offices in the United States, Hong Kong, China, Japan, Singapore, India, the United Kingdom, Italy, Korea and France was approximately $1.8 million in 2011.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. Operating Results

The following discussion of our results of operations should be read together with our consolidated financial statements and the related notes, which appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report.

Background

We are a leading provider of products and technologies for unified visual communications, including video network infrastructure, developer tools, and HD room, telepresence suites, desktop and mobile video conferencing systems. We were incorporated in January 1992, commenced operations in October 1992 and commenced sales of our products in the fourth quarter of 1994. Our ordinary shares are listed on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange (symbol: RVSN).

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with U.S. generally accepted accounting principles, or U.S. GAAP, and audited in accordance with the standards of the Public Company Accounting Oversight Board (United States).

Our revenues are generated mainly in U.S. dollars ("dollars") or are linked to the dollar and a majority of our expenses is incurred in dollars. Consequently, we use the dollar as our functional currency. Transactions and balances in other currencies are re-measured into dollars according to the principles in Financial Accounting Standards Board, or FASB, Accounting Standards Codification ASC, 830 "Foreign Currency Matters." Gains and losses arising from re-measurement are reflected in the statements of operations as financial income or expenses as appropriate.

Overview

We are one of the industry's leading providers of products and technologies for unified visual communications, including video network infrastructure, developer tools and high definition (HD) room, telepresence suites, desktop and mobile video conferencing systems . Hundreds of thousands of end-users around the world today communicate over a wide variety of networks using products and solutions based on or built around our multimedia communication platforms and software development solutions. We have over 600 customers worldwide, including Alcatel-Lucent, Cisco, Comverse, Huawei, HTC, LG Electronics, LifeSize/Logitech, Microsoft, Nortel, NTT/DoCoMo, Orange Telecom, Philips, Quanta, Samsung, Siemens, Sony, Telecom Italia, and Technicolor (formerly Thomson).

In February 2010, we acquired certain assets of Aethra, including certain intellectual property and technology for HD video conferencing endpoint systems. With the acquisition, we entered into the video conferencing endpoint market segment. Prior to the acquisition, we had an OEM relationship with Aethra from 2005, through which our video infrastructure products and technology were included in Aethra video solutions, allowing Aethra to offer the market a complete end-to-end solution. As a result of the Aethra acquisition, our expenses in several categories increased commensurate with the costs of operating and integrating the acquired businesses. These increases were primarily attributable to increases in personnel expenses and related costs correlating to increases in cost of revenues.

We have two separate business units, corresponding to our two product lines, to enable our product development and product marketing teams to respond quickly to evolving market needs with new product introductions.

Our VBU offers one of the broadest and most complete end-to-end videoconferencing solutions for IP, ISDN (integrated services digital network), SIP, H.323 and 3G-based networks in the industry today. These products are sold to businesses of all sizes and markets including the large and small enterprise market, government agencies and service providers. The VBU provides a complete offering for deployment of a videoconferencing solution, including video network infrastructure, desktop, conference room endpoint products, telepresence suites and management software. We sell our products through a worldwide network of distributors, VARs, OEMs, and system integrators, who use our products to develop and install advanced IP and ISDN-based visual communication solutions for use in the company meeting room and on employee's desktops. We also sell our products and platforms to major vendors, such as Alcatel-Lucent, Cisco and IBM, which then integrate our solutions into their communications platforms and architectures. These integrated solutions enable the delivery of real-time interactive IP and 3G-based video telephony services over both broadband connections (such as cable and DSL) and 3G mobile networks. Over the years we expanded our offerings to include a software desktop solution through our acquisition of FVC and its wholly-owned subsidiary, CUseeMe Networks, Inc., in March 2005, and a room video conferencing solution through our acquisition of selected assets from Aethra Video Srl and Aethra SpA in February of 2010.

Our TBU is a one-stop-shop for video client frameworks and developer platforms that consumer electronics manufacturers, equipment vendors, integrators and service providers use to build and launch multimedia (voice, video, presence and messaging) products and services over IP, 3G, 4G and IP IMS and LTE networks.

Our TBU software solutions include ready to use video client frameworks for mobile, desktop and embedded platforms including tablets and smart phones together comprising our BEEHD family of client products. The BEEHD client frameworks allow device manufacturers, service providers, integrators and application developers to quickly launch video communications products and solutions on multiple platforms. The BEEHD client frameworks are designed for both consumer based service provider 3G and 4G IMS or LTE networks as well as enterprise networks. Complementing this offering are our video testing solutions named VQ Monitor, eVident and ProLab for pre-deployment and post-deployment of video communication products in enterprises and service provider networks as well as video testing solution for development and testing labs.

Our TBU also provides enabling, technology for developers, including toolkits for SIP, Diameter, NAT Traversal, MEGACO/H.248,A/S-RTP, MGCP, H.323, RTSP (real time streaming protocol) and 3G-324M. Our TBU also offers an IMS and LTE development suite, which extends our existing toolkits to IMS for mobile, VoLTE, fixed and cable implementations.

Both business units also assist customers to integrate our technology into their networks and products and to customize our products to their specific needs.

Our goal is to develop and deliver market-leading technologies and products that drive widespread adoption and deployment of interactive unified visual communications over packet and next-generation networks. We provide solutions at every level - protocol developer toolkits, professional services, hardware-based network infrastructure, software-based desktop solutions, conference room video systems, as well as fully integrated solutions that complement the unified communication solutions of other vendors such as those from Alcatel-Lucent, Cisco, Huawei, IBM, LifeSize, Microsoft and Sony. We believe that our offering combinations of IP-centric videoconferencing products along with software toolkits, position us as a key enabling vendor in the evolution of V²IP communications (Video and Voice over IP).

Critical Accounting Policies and Estimations

We have identified the following policies as critical to the understanding of our financial statements. The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting periods. Areas where significant judgments are made include, but are not limited to, revenue recognition, allowance for doubtful accounts, investment valuation, inventory valuation, goodwill and intangible assets, warranty, income tax valuation allowance, tax contingencies and uncertainties. Actual results could differ materially from these estimates.

Revenue Recognition. When an arrangement does not require significant production, modification or customization of software or does not contain services considered to be essential to the functionality of the software, revenue is recognized when the following four criteria are met:

- Persuasive evidence of an arrangement exists. We require evidence of an agreement with a customer specifying the terms and conditions of the products or services to be delivered typically in the form of a signed contract, statement of work or purchase order.

- Delivery has occurred. For software licenses, delivery takes place when the customer is given access to the software programs via access to a website or shipped medium. For sales of videoconferencing systems that are delivered physically, delivery takes place upon transfer of the videoconferencing system to the customer’s possession. For services, delivery takes place as the services are provided.

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- The fee is fixed or determinable. Fees are fixed or determinable if they are not subject to a refund or cancellation and do not have payment terms that exceed our standard payment terms.

- Collection is probable. We perform a credit review of all customers with significant transactions to determine whether a customer is credit worthy and collection is probable.

In general, revenues are recognized as follows: (i) revenues from license fees and sales of products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, no significant obligations with regard to implementation remain, the fee is fixed or determinable and collectability is probable; (ii) maintenance and technical support is deferred and recognized on a straight-line basis over the term of the maintenance and support agreement; (iii) other services are recognized as the services are performed; (iv) revenues from royalties are recognized at the time of shipment by customers, as they are reported to us by those customers, and when collectability is probable; and (v) non-refundable payments on account of future royalties where no future obligation exists with regard to these royalties are recognized upon the signing of such arrangement and if collectability is probable.

We exercise judgment and use estimates in connection with the determination of the amount of product software license and services revenues to be recognized in each accounting period. If collection is not considered probable, revenue is recognized when the fee is collected. We record provisions against revenue for estimated sales returns and allowances on product and service-related sales in the same period as the related revenue is recorded. These estimates are based on historical sales returns and analyses of credit memo data, and other known factors. If the historical data we use to calculate these estimates do not accurately reflect future returns, adjustments to these reserves may be required that would increase or decrease revenue or net income.

Many of our arrangements include multiple elements. Such elements typically include any or all of the following: products or software licenses, software maintenance and technical support and in some cases customization and development of software services. For multiple-element software licensing sales arrangements which do not contain tangible products and do not involve significant modification or customization of the software or services that are considered essential to the functionality of the software, revenues are allocated to the different elements in the arrangement based on each element's relative fair value using vendor-specific objective evidence, or VSOE, as the basis of fair value. We defer revenue for the fair value of our undelivered elements (usually maintenance and support) and recognize revenue for the remainder of the arrangement fee attributable to the elements initially delivered in the arrangement when all other basic revenue recognition criteria have been met. Any discount in the arrangement is allocated to the delivered element. The VSOE of fair value of the maintenance and support services included in multiple element arrangements is determined based on the price charged when sold separately (i.e. when maintenance is renewed) and based on VSOE established by management for new products.

For multiple-element arrangements which contain tangible products containing software components and non-software components that function together to deliver the product's essential functionality, the multiple deliverables are evaluated to determine the unit of accounting, and the entire fee from the arrangement is allocated to each unit of accounting based on the relative selling price of each deliverable. When applying the relative selling price method, we determine the selling price for each deliverable using VSOE of selling price, if it exists, or TPE of selling price. If neither VSOE nor TPE of selling price exist for a deliverable, we use our best estimate of selling price for that deliverable. Revenue allocated to each element is then recognized when the other revenue recognition criteria are met for each element.

With respect to multiple-element arrangements that involve significant modification or customization of the software or involve services that are considered essential to the functionality of the software, contract accounting is applied according to the provisions of ASC 605-35 "Construction-Type and Production-Type Contracts," or ASC 605-35 in accordance with which revenues are recognized on the percentage of completion basis, when collectability is

probable. Percentage of completion is determined based on the “output method”, meaning upon completion of milestones. However, in cases where uncertainty exists subsequent to the completion of the milestone with regard to customer acceptance, revenue is not recognized until actual customer acceptance. The recognition of losses on uncompleted contracts is reflected in the period in which the likelihood of losses is identified.

Share-based payments. We applied ASC 718 "Compensation- Stock Compensation," or ASC 718, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors to be based on estimated fair values. ASC 718 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our consolidated statements of operations.

We selected the Black-Scholes-Merton model, which is the most common model in use in evaluating stock options. This model evaluates the options as if there is a single exercise point, and thus considers and expected option life (expected term). The input factored in this model is constant for the entire expected life of the option.

We recognize compensation expenses for the value of awards which have graded vesting based on the straight line method over the requisite service period of each of the awards, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered option.

Expected volatility was calculated based upon actual historical stock price movements over a period equal to the expected term of the options. Estimated forfeitures are based on actual historical pre-vesting forfeitures. We derived the expected term assumption based on the provisions of SAB 110, which states that a company will determine its expected terms according to its historical exercise data for share option grants with sufficient exercise experience, except for options that were re-priced, for which the expected term of the options before the re-pricing was calculated using the binomial method. The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term. We have not historically paid dividends and have no foreseeable plans to pay dividends, therefore estimated dividend yield is 0%. For more information on the assumptions used for the calculation of the expense refer to Note 2r of our consolidated financial statements.

The total compensation cost related to options granted to employees under our share-based compensation plan recognized for the years ended December 31 2009, 2010 and 2011 amounted to $4.3 million, $2.6 million and $2.0 million, respectively.

Allowances for Doubtful Accounts. We perform ongoing credit evaluations of our customers' financial condition, and we require collateral as deemed necessary. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make payments. In judging the adequacy of the allowance for doubtful accounts, we consider multiple factors including the aging of our receivables, historical bad debt experience and the general economic environment. Management applies considerable judgment in assessing the realization of receivables, including assessing the probability of collection and the current credit worthiness of each customer. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Valuation of Investments. Fair value of marketable securities is estimated using quoted market prices where available. For securities not actively traded, fair value is estimated using values obtained from our cash asset managers or an independent valuation firm. To estimate the value of these investments, the cash asset managers or independent valuation firm employ various models that take into consideration such factors, among others, as the credit rating of the issuer, effective maturity of the security, yields on comparably rated publicly traded securities, availability of insurance and risk-free yield curves. The actual value at which such securities could actually be sold or settled with a willing buyer or seller may differ from such estimated fair value depending on a number of factors, including, but not limited to, current and future economic conditions, the quantity sold or settled, the presence of an active market and the availability of a willing buyer or seller.

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On April 1, 2009, we adopted ASC 320. This guidance clarifies the interaction of the factors that should be considered when determining whether a debt security is other than temporarily impaired; provides guidance on the amount of other-than-temporary impairment recognized in earnings and other comprehensive income; and expands the disclosures required for other-than-temporary impairments for debt and equity securities. The guidance requires an entity to assess whether it intends to sell, or it is more likely than not that it will be required to sell a security before recovery of its amortized cost basis. If either of those criteria is met, the entire difference between amortized cost and fair value is recognized in earnings. For securities that do not meet these criteria, the amount of impairment recognized in earnings is limited to the amount related to credit losses, while an impairment related to other factors is recognized in other comprehensive income.

We adopted ASC 820, which establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The adoption of this statement did not have a material impact on our consolidated results of operations and financial condition. See Note 2p to our consolidated financial statements.

Inventories. Inventories are stated at the lower of cost or market. Cost is determined by the average cost method. We write down obsolete or slow moving inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand, market conditions and sale forecasts. If actual market conditions are less favorable than we anticipate, additional inventory write-downs may be required.

Warranty Reserves. Upon shipment of products to our customers, we provide for the estimated cost to repair or replace products that may be returned under warranty. Our warranty period is typically 12 months from the date of shipment although this may vary depending on the demands of the customer. The reserve is estimated based on actual historical experience. Factors that may impact our warranty costs in the future include our reliance on our contract manufacturer to provide quality products and the fact that our products are complex and may contain undetected defects, errors or failures in either the hardware or the software.

Goodwill and Intangible Assets. Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. The goodwill on our balance sheet is a result of our acquisitions of the assets of Aethra in February 2010, FVC in March 2005 and VisionNex Technologies, Inc., or VisionNex, in September 2004. The identifiable intangible assets, other than goodwill, included in our balance sheet as of December 31, 2011 are customer relationships, technology, distribution network and in process research and development acquired from Aethra . We review goodwill for potential impairment, according to a two-phase process for impairment testing, at least annually and other intangible assets when events or changes in circumstances indicate the carrying value of the other intangible assets may be impaired, in which case we may obtain an appraisal from an independent valuation firm to determine the amount of impairment, if any. In addition to the possible use of an independent valuation firm, we perform internal valuation analyses. Goodwill and intangible assets that resulted from the acquisitions of Aethra, FVC and VisioNex are allocated to the VBU segment and the goodwill impairment testing is performed at the reporting unit level. We determine fair value using widely accepted valuation techniques, including discounted cash flow analysis. This type of analysis requires us to make assumptions and estimates regarding industry economic factors and the profitability of future business strategies. It is our policy to conduct impairment testing based on our current business strategy in light of present industry and economic conditions, as well as future expectations. As of December 31, 2011, we determined there was no impairment of goodwill. If actual results are not consistent with our assumptions and estimates, we may be exposed to a goodwill impairment charge. In addition, we have compared our market capitalization based upon our closing share price as reported by

NASDAQ, including an estimated control premium that an investor would be willing to pay for a controlling interest in us, to the fair value of our company based on the third party valuation study. The determination of a control premium requires the use of judgment and is based primarily on comparable industry and deal-size transactions, related synergies and other benefits.

In accordance with ASC 360 “Property, Plant and Equipment” and ASC 205 “Presentation of Financial Statements,” we perform tests for impairment of long-lived assets whenever events or circumstances suggest that other long-lived assets may not be recoverable. This analysis differs from our goodwill analysis in that impairment is only deemed to have occurred if the sum of the forecasted undiscounted future cash flows related to the assets is less than the carrying value of the asset we are testing for impairment. If the forecasted cash flows are less than the carrying value, then we are required to write down the carrying value to its estimated fair value based primarily upon forecasted discounted cash flows. As of December 31, 2011, no events or changes in circumstances indicating that other long-lived assets may not be recoverable were identified.

These forecasted undiscounted cash flows include estimates and assumptions related to revenue growth rates and operating margins, future economic and market conditions and determination of appropriate market comparables. Our estimates of market segment growth and our market segment share and costs are based on historical data, various internal estimates and certain external sources, and are based on assumptions that are consistent with the plans and estimates we are using to manage the underlying business. Our business consists of both established and emerging technologies, and our forecasts for emerging technologies are based upon internal estimates and external sources rather than historical information. If future forecasts are revised, they may indicate or require future impairment charges. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates.

Deferred Taxes and Uncertain Tax Positions. We utilize the liability method of accounting for income taxes. We record a valuation allowance to reduce our deferred tax assets to the amount that we believe is more likely than not to be realized. In assessing the need for a valuation allowance, we consider all positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, changes to the applicable tax rate in Israel and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in recent years. As a result of our cumulative losses in the United States and the full utilization of our loss carryforward opportunities, we have recorded valuation allowances to reduce our net deferred tax assets to the amount we believe is more likely than not to be realized. In the future, if we realize a deferred tax asset that currently carries a valuation allowance, we may record additional reduction to income tax expense in the period of such realization.

We apply ASC 740-10-55, which requires income tax positions to meet a more-likely-than-not recognition threshold to be recognized in the financial statements. ASC 740-10-55 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with FASB ASC 740 “Income Taxes.” The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. As a multinational corporation, we are subject to taxation in many jurisdictions, and the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in various taxing jurisdictions. If we ultimately determine that the payment of these liabilities will be unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine the liability no longer applies. Conversely, we record additional tax charges in a period in which we determine that a recorded tax liability is less than we expect the ultimate assessment to be. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from our estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities.

Contingencies. We are involved in legal proceedings and other claims from time to time. We are required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses. A determination of the amount of reserves required, if any, for any contingencies are made after careful analysis of each individual claim. The required reserves may change due to future developments in each matter or changes in approach, such as a change in the settlement strategy in dealing with any contingencies, which may result in higher net loss. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material. See "Item 8A. Financial Information – Consolidated Statements and Other Financial Information – Legal Proceedings."

Revenues

We generate revenues from sales of our video business products and our technology products as well as related maintenance, support services and professional services. We sell our products and technology through direct sales and various indirect distribution and reseller channels in the Americas, Europe, the Middle East and the Asia-Pacific region.

Significant Expenses

Cost of Revenues. Our cost of revenues consists of component and material costs, direct labor costs, subcontractor fees, related overhead and depreciation and amortization. Our gross margin is affected by the selling prices for our products as well as the proportion of our revenues generated from the sale of our technology products as compared to our video business products. Generally, our revenues from the sale of our technology products have higher gross margin than our revenues from the sale of our video business products. In addition, within our VBU, our revenues from the sale of our infrastructure products have generally higher gross margin than revenues from the sale of our end point revenues. Accordingly, as the relative proportion of our revenues from our end point products increases as a percentage of our total revenues, our overall gross margin will decline.

Research and development expenses. Our research and development expenses consist primarily of compensation and related costs for research and development personnel, subcontractors, expenses for testing facilities and depreciation of equipment.

Research and development costs are charged to operations as incurred. Software development costs are considered for capitalization when technological feasibility is established. Costs incurred after achievement of technological feasibility in the process of software production have not been material. Therefore, we have not capitalized any of our research and development expenses.

Marketing and selling expenses. Our marketing and selling expenses consist primarily of compensation and related costs for sales personnel, marketing personnel, sales commissions, marketing programs, public relations, promotional materials, travel expenses and trade show exhibit expenses.

General and administrative expenses. Our general and administrative expenses consist primarily of salaries and related expenses for executive, accounting and human resources personnel, professional fees, provisions for doubtful accounts and other general corporate expenses.

Financial income, net. Our financial income, net consists primarily of interest earned on bank deposits and other liquid investments, gains and losses from the re-measurement of non-dollar exchange transactions and balances into dollars, other than temporary impairment of auction rate securities and amortization of marketable securities premium net of accretion of discounts.

Results of Operations

The following discussion of our results of operations for the years ended December 31, 2009, 2010 and 2011, including the percentage data in the following table, is based upon our statements of income contained in our financial statements for those periods and the related notes, included in this annual report:

	December 31,		
	2009	2010	2011
Revenues	100.0 %	100.0 %	100.0 %
Cost of revenues	21.4	27.6	32.0
Gross profit	78.6	72.4	68.0
Operating expenses:			
Research and development	33.3	32.5	41.0
Selling and marketing	34.1	33.3	46.3
General and administrative	6.8	6.3	7.3
Additional consideration for Aethra assets purchase	-	-	1.0
Acquisition-related restructuring expenses, net	-	2.9	0.1
Acquisition-related costs	0.7	0.3	-
Total operating expenses	74.9	75.3	95.8
Operating income (loss)	3.7	(2.9)	(27.8)
Financial income, net	2.1	1.0	1.2
Tax expense, net	(6.8)	(1.7)	(3.4)
Net loss	(1.0)%	(3.6)%	(30.0)%

Year Ended December 31, 2011 Compared with Year Ended December 31, 2010

Revenues. Revenues decreased by 18% from $95.2 million for the year ended December 31, 2010 to $78 million for the year ended December 31, 2011. This decrease in revenues was primarily attributable to a decrease in sales to Cisco. In April 2010, Cisco completed the acquisition of TANDBERG, one of our principal competitors. As a result of the acquisition, Cisco sales declined to 34% of our sales in 2010 and to 12% in 2011. We expect Cisco sales to continue to decline in 2012. VBU sales decreased by $17.2 million compared to 2010, while TBU sales remained at the same level as 2010. The decrease in VBU sales is mainly attributable to a decrease in our OEM revenues (mainly from reduced sales to Cisco) which was off-set in part by an increase in our revenues from sales to end point users.

Revenues from video products decreased by 22% from $79.3 million for the year ended December 31, 2010 to $62.1 million for the year ended December 31, 2011. The decrease in revenues from video products was primarily attributable to a decrease in sales to Cisco, which was off-set in part by an increase in sales of our endpoint product lines. Revenues from technology products remained at $16.0 million for the year ended December 31, 2011, as in the year ended December 31, 2010.

Revenue from sales to customers in the Americas decreased from $49.7 million, or 52.2% of revenue, for the year ended December 31, 2010 to $28.6 million, or 36.6% of revenue, for the year ended December 31, 2011, a decrease of $21.1 million, or 42.5%. The decrease in sales to customers in the Americas was primarily attributable to the decrease in sales to Cisco.

Revenue from sales to customers in Europe, the Middle East and Africa, or EMEA, increased from $23.5 million, or 24.6% of revenue, for the year ended December 31, 2010, to $25.8 million, or 33.1% of revenue, for the year ended December 31, 2011, an increase of $2.3 million, or 9.9%. The increase in sales to customers in EMEA was primarily attributable to an increase in sales of our endpoint product lines.

Revenue from sales to customers in the Asia-Pacific region increased from $22.1 million, or 23.2% of revenue, for the year ended December 31, 2010, to $23.6 million, or 30.3% of revenue, for the year ended December 31, 2011, an increase of $1.5 million, or 7.0%. The increase in sales to customers in the Asia-Pacific region is primarily attributable to an increase in sales of our endpoint product lines.

Cost of Revenues. Cost of revenues decreased from $26.3 million for the year ended December 31, 2010, to $25.0 million for the year ended December 31, 2011, a decrease of $1.3 million, or 4.9%. Gross profit as a percentage of revenues was 72.4% for the year ended December 31, 2010 as compared to 68.0% for the year ended December 31, 2011. The decrease in our gross margin is primarily attributable to a higher portion of endpoint product sales within our revenue mix which have a lower gross margin. Cost of revenues for the years ended December 31, 2010 and 2011 includes $129,000 and $118,000, respectively, of stock-based compensation recorded under ASC 718.

Research and Development Expenses. Research and development expenses increased from $30.9 million for the year ended December 31, 2010, or 32.5% of revenues, to $31.9 million for the year ended December 31, 2011, or 41.0% of revenue, an increase of $1.0 million, or 3.3%. The increase in research and development expenses was primarily attributable to additional payroll expenses as a result of the Aethra assets acquisition in February 2010 and to the appreciation of the NIS against the U.S. dollar, which increased the dollar value of our Israeli personnel expenses. Research and development expenses for the years ended December 31, 2010 and 2011 include $930,000 and $700,000, respectively, of stock-based compensation recorded under ASC 718.

Selling and Marketing Expenses. Selling and marketing expenses increased from $31.7 million for the year ended December 31, 2010, or 33.3% of revenues, to $36.1 million for the year ended December 31, 2011, or 46.3% of revenues, an increase of $4.4 million, or 13.8%. During 2011, we decided to increase our investment in sales and marketing in order to support future revenue growth. The increase in selling and marketing expenses was primarily attributable to an increase in the number of sales and marketing employees and an increase in marketing activities. Marketing and selling expenses for the years ended December 31, 2010 and 2011 include $777,000 and $791,000 respectively, of stock-based compensation recorded under ASC 718.

General and Administrative Expenses. General and administrative expenses decreased from $6.1 million for the year ended December 31, 2010, or 6.3% of revenues, to $5.7 million for the year ended December 31, 2011, or 7.3% of revenues, a decrease of $0.4 million, or 5.9%. The decrease in general and administrative expenses was primarily attributable to lower professional fees due to expenses incurred in 2010 in connection with the self-tender offer for our company's ordinary shares and lower stock-based compensation expenses, which were partially offset by higher doubtful debt expenses in 2011. General and administrative expenses for the years ended December 31, 2010 and 2011 include $ $790,000 and $428,000, respectively, of stock-based compensation recorded under ASC 718.

Acquisition-related restructuring expenses. We recorded acquisition-related restructuring expenses of $2.7 million for the year ended December 31, 2010, or 2.9% of revenue, compared to $0.1 or 0.1% for the year ended December 31, 2011. Acquisition-related restructuring expenses consist of certain expenses that we are required to pay under Italian

law relating to former employees of the Aethra video department, who are currently subject to the Italian Cassa Integrazione Guadagni Straordinaria, or CIGS, unemployment plan. Under the CIGS plan, such employees are entitled to unemployment benefits from the Italian government, and we are required to pay monthly social security payments and severance payments.

Acquisition-related costs. In 2010, we recorded $364,000 of acquisition-related expenses, mainly legal and accounting costs that we incurred in connection with the acquisition of certain Aethra assets. In 2011, we recorded $806,000 of acquisition-related expenses related to the second and final phase of the acquisition of the Aethra assets, as the payment was not considered part of the business combination payment.

Financial Income, Net. Financial income, net decreased from $1.0 million for the year ended December 31, 2010 to $920,000 for the year ended December 31, 2011. Financial income, net includes $306,000 and $340,000 of other than temporary impairment with respect to available for sale securities in 2010 and 2011, respectively. Financial income in 2010 and 2011 was primarily derived from the investment of the proceeds of our March 2000 initial public offering, cash generated from operating activities and exercise of options by employees, which was offset in part by the use of cash to repurchase our ordinary shares.

Tax Expense, Net. For the year ended December 31, 2011, we recorded income tax expense of approximately $2.7 million. Our tax expenses were primarily attributable to current foreign tax expenses of approximately $897,000, an increase in the valuation allowance on deferred income tax assets, which resulted in tax expenses of $1,235,000 and $523,000, for prior years' tax expenses. For the year ended December 31, 2010, we recorded income tax expense of approximately $1.6 million. The expense was primarily attributable to foreign tax expenses of approximately $1.2 million and prior years' tax expenses of $532,000, partially offset in part by a $136,000 tax benefit resulting from an increase in deferred income tax assets.

Year Ended December 31, 2010 Compared with Year Ended December 31, 2009

Revenues. Revenues increased by 17.6% from $81.0 million for the year ended December 31, 2009 to $95.2 million for the year ended December 31, 2010. This increase in revenues was primarily attributable to increased demand for our video products, including our new endpoint products. VBU sales increased by $16.7 million compared to 2009, while TBU sales decreased by $2.4 million compared to 2009. The increase in VBU sales is mainly due to revenues from our new products, which include our endpoint and SCOPIA Elite product lines, which increase was off-set in part by a decrease in our OEM revenues.

Revenues from video products increased by 26.6% from $62.6 million for the year ended December 31, 2009 to $79.3 million for the year ended December 31, 2010. The increase in revenues from video products was primarily attributable to sales of endpoint and infrastructure product lines, which was off-set by a decrease of revenues from our OEM customers. Revenues from technology products decreased by 13.2% from $18.4 million for the year ended December 31, 2009 to $16.0 million for the year ended December 31, 2010. The decrease in revenues from technology products was attributable to a $1.0 million decrease in revenues from royalties, a $0.8 million decrease in revenues from license fees, a $0.4 million decrease in professional services fees and a $0.2 million decrease from maintenance fees.

Revenue from sales to customers in the Americas decreased from $50.6 million, or 62.5% of revenue, for the year ended December 31, 2009 to $49.7 million, or 52.2% of revenue, for the year ended December 31, 2010, a decrease of $0.9 million, or 1.8%. The decrease in sales to customers in the Americas was primarily attributable to a decrease in sales to Cisco, which decrease was offset by an increase in sales of our products to other purchasers in the Americas.

Revenue from sales to customers in Europe, the Middle East and Africa, or EMEA, increased from $14.4 million, or 17.8% of revenue, for the year ended December 31, 2009 to $23.5 million, or 24.6% of revenue, for the year ended December 31, 2010, an increase of $9.1 million, or 63.5%. The increase in sales to customers in EMEA was primarily attributable to an increase in sales of our VBU products, including endpoints and infrastructure product lines.

Revenue from sales to customers in the Asia-Pacific region increased from $16 million, or 19.8% of revenue, for the year ended December 31, 2009 to $22.1 million, or 23.2% of revenue, for the year ended December 31, 2010, an increase of $6.0 million, or 37.6%. The increase in sales to customers in the Asia-Pacific region is primarily attributable to an increase in sale of our VBU products, including endpoints and infrastructure product lines.

For the years ended December 31, 2008 and 2009, Cisco accounted for approximately 39% and 42%, respectively, of our sales. In April 2010, Cisco completed the acquisition of TANDBERG, one of our principal competitors. As a result of the acquisition, Cisco sales declined to 34% of our sales in 2010.

Cost of Revenues. Cost of revenues increased from $17.4 million for the year ended December 31, 2009 to $26.3 million for the year ended December 31, 2010, an increase of $8.9 million, or 51.2%. Gross profit as a percentage of revenues was 78.6% for the year ended December 31, 2009 as compared to 72.4% for the year ended December 31, 2010. The decrease in our gross profit percentage is primarily attributable to a greater proportion of sales derived from our end point products, which have lower gross margins, compared to sales of our infrastructure products. Cost of revenues for the years ended December 31, 2009 and 2010 includes $331,000 and $129,000, respectively, of stock-based compensation recorded under ASC 718.

Research and Development Expenses. Research and development expenses increased from $27 million for the year ended December 31, 2009, or 33.3% of revenues, to $30.9 million for the year ended December 31, 2010, or 32.5% of revenue, an increase of $3.9 million, or 14.7%. The increase in research and development expenses was primarily attributable to an increase in the number of research and development employees as a result of the Aethra assets acquisition and due to the appreciation of the NIS against the U.S. dollar, which increased the dollar value of our Israeli personnel expenses. Research and development expenses for the years ended December 31, 2009 and 2010 include $1.3 million and $930,000, respectively, of stock-based compensation recorded under ASC 718.

Marketing and Selling Expenses. Marketing and selling expenses increased from $27.6 million for the year ended December 31, 2009, or 34.1% of revenues, to $31.7 million for the year ended December 31, 2010, or 33.3% of revenues, an increase of $4.1 million, or 15.0%. The increase in marketing and selling expenses was primarily attributable to an increase in the number of sales and marketing employees, increased sales commission expenses due to increased revenues and the appreciation of the NIS against the U.S. dollar, which increased the dollar value of our Israeli personnel expense. Marketing and selling expenses for the years ended December 31, 2009 and 2010 include $1.6 million and $777,000, respectively, of stock-based compensation recorded under ASC 718.

General and Administrative Expenses. General and administrative expenses increased from $5.5 million for the year ended December 31, 2009, or 6.8% of revenues, to $6.1 million for the year ended December 31, 2010, or 6.3% of revenues, an increase of $0.6 million, or 10.3%. The increase in general and administrative expenses was primarily attributable to the appreciation of the NIS against the U.S. dollar, which increased the dollar value of our Israeli personnel expenses and due to expenses incurred in connection with the self tender offer for our company's ordinary shares that we completed in September 2010. General and administrative expenses for the years ended December 31, 2009 and 2010 include $1 million and $790,000, respectively, of stock-based compensation recorded under ASC 718.

Acquisition-related restructuring expenses. We recorded acquisition-related restructuring expenses of $2.7 million for the year ended December 31, 2010, or 2.9% of revenue. Acquisition-related restructuring expenses consist of certain expenses that we are required to pay under Italian law relating to former employees of the Aethra video

department, who are currently subject to the CIGS unemployment plan. Under the CIGS plan, such employees are entitled to unemployment benefits from the Italian government, and we are required to pay monthly social security payments and severance payments. We did not record any acquisition-related restructuring expenses for the year ended December 31, 2009.

Acquisition-related costs. In 2009 and 2010, we recorded $580,000 and $364,000, respectively, of acquisition-related legal and accounting costs that we incurred in connection with the acquisition of certain Aethra assets.

Financial Income, Net. Financial income, net decreased from $1.7 million for the year ended December 31, 2009 to $1.0 million for the year ended December 31, 2010. The decrease was primarily attributable to lower prevailing interest rates on securities, bonds and bank deposits and due to exchange rate differences, net. Financial income, net includes $554,000 and $306,000 of other than temporary impairment with respect to available for sale securities in 2009 and 2010, respectively. Financial income in 2009 and 2010 was primarily derived from the investment of the proceeds of our March 2000 initial public offering, cash generated from operating activities and exercise of options by employees, which was offset in part by the use of cash to repurchase our ordinary shares.

Tax Expense, Net. For the year ended December 31, 2010, we recorded income tax expense of approximately $1.6 million. The expense was primarily attributable to current foreign taxes expenses of approximately $1.2 million and prior years' tax expenses of $532,000, offset in part by a $136,000 tax benefit resulting from an increase in deferred income tax assets. For the year ended December 31, 2009, we recorded income tax expense of approximately $5.5 million. The expense was primarily attributable to an increase in a valuation allowance of approximately $4.4 million due to uncertainty about our future revenues from Cisco, which were expected to decline gradually in 2010, as well as the effect on our profits if those revenues are not replaced. In addition, the income tax expense for 2009 included $719,000 of current foreign taxes and approximately $365,000 of prior years' domestic tax expenses.

Consolidated Balance Sheet Data

Trade Receivables. Trade receivables increased from $15.1 million as of December 31, 2010 to $18.5 million as of December 31, 2011, an increase of $3.4 million, or 22.2%. The increase in trade receivables was primarily attributable to a different mix of customers in 2011 and sales that were back-end loaded, in the fourth quarter.

Allowance for Doubtful Accounts. Allowance for doubtful accounts increased from $1.5 million as of December 31, 2010 to $2.0 million as of December 31, 2011. Allowance for doubtful accounts as a percentage of trade receivables increased from 10.2% as of December 31, 2010 to 10.6% as of December 31, 2011.

Other Receivables and Prepaid Expenses. Other receivables and prepaid expenses decreased from $7.1 million as of December 31, 2010 to $6.1 million as of December 31, 2011, a decrease of $1.0 million, or 13.5%. This decrease was primarily attributable to receivables from governmental authorities and an increase in valuation allowance for deferred tax assets.

Inventories. Inventories decreased from $2.6 million as of December 31, 2010 to $2.2 million as of December 31, 2011, a decrease of $400,000, or 13.3%. The number of inventory days outstanding decreased from approximately 32 days as of December 31, 2010 to approximately 29 days as of December 31, 2011. The decrease in number of inventory days was primarily attributable to better than expected fourth quarter sales and lower production forecasts.

Trade Payables. Trade payables decreased from $3.5 million as of December 31, 2010 to $3.1 million as of December 31, 2011, a decrease of $400,000, or 10.3%. The decrease in trade payables was primarily attributable to decreased manufacturing activities by our turnkey manufacturers.

Other Payables, Accrued Expenses and Deferred Revenues. Other payables, accrued expenses and deferred revenues decreased from $27.0 million as of December 31, 2010 to $22.9 million as of December 31, 2011, a decrease of $4.1 million, or 15.2%. This decrease was primarily attributable to payment of accrued liabilities related to the acquisition of the Aethra assets and payment of amount accrued for Italian CIGS employees.

Conditions in Israel

We are incorporated under the laws of, and our principal executive offices and manufacturing and research and development facilities are located in, the State of Israel. See Item 3.D. “Key Information – Risk Factors – Risks Relating to Our Location in Israel” for a description of governmental, economic, fiscal, monetary or political polices or factors that have materially affected or could materially affect our operations.

Trade Relations

Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development, and the International Finance Corporation. Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Tariffs and Trade. In addition, Israel has been granted preferences under the Generalized System of Preferences from the United States, Australia, Canada and Japan. These preferences allow Israel to export the products covered by such programs either duty-free or at reduced tariffs. In June 2010, Israel joined the Organization for Economic Co-operation and Development, or the OECD, an international organization whose members are governments of mostly developed economies. The OECD’s main goal is to promote policies that will improve the economic and social well-being of people around the world.

Israel and the European Union Community, known as the “European Union,” concluded a Free Trade Agreement in July 1975 that confers some advantages with respect to Israeli exports to most European countries and obligates Israel to lower its tariffs with respect to imports from these countries over a number of years. In 1985, Israel and the United States entered into an agreement to establish a Free Trade Area. The Free Trade Area has eliminated all tariff and some non-tariff barriers on most trade between the two countries. On January 1, 1993, an agreement between Israel and the European Free Trade Association, known as the “EFTA,” established a free-trade zone between Israel and the EFTA nations. In November 1995, Israel entered into a new agreement with the European Union, which includes a redefinition of rules of origin and other improvements, such as allowing Israel to become a member of the Research and Technology programs of the European Union. In recent years, Israel has established commercial and trade relations with a number of other nations, including Russia, China, India, Turkey and other nations in Eastern Europe and the Asia-Pacific region.

Impact of Currency Fluctuation and of Inflation

Most of our revenues generated outside of the United States are denominated in U.S. dollars. Costs not effectively denominated in U.S. dollars are remeasured into U.S. dollars, when recorded, at the prevailing exchange rates at the date of the transaction. Consequently, fluctuations in the rates of exchange between the U.S. dollar and non-U.S. dollar currencies affect our results of operations. An increase in the value of a particular currency relative to the U.S. dollar will increase the dollar reporting value for transactions in that particular currency, and a decrease in the value of that currency relative to the U.S. dollar will decrease the dollar reporting value for those transactions.

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Since most of our sales are quoted in dollars, and a portion of our expenses, principally salaries and related personnel expenses, are in NIS and Euro, our results may be adversely affected by the appreciation of the NIS and Euro against the U.S. dollar or by a change in the rate of inflation in Israel or if such change in the rate of inflation is not offset, or is offset on a lagging basis, by a corresponding depreciation of the NIS and Euro against the U.S. dollar and other foreign currencies. When the rate of inflation in Israel exceeds the rate of depreciation of the NIS against the dollar, the dollar cost of our operations in Israel increase. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected.

The following table presents information about the rate of inflation in Israel, the rate of depreciation or appreciation of the NIS against the U.S. dollar, and the rate of inflation of Israel adjusted for the depreciation:

Year ended December 31,	Israeli inflation rate %	NIS depreciation (appreciation) rate %	Israeli inflation adjusted for depreciation (appreciation) %
2007	3.4	(9.0)	12.4
2008	3.8	(1.1)	4.9
2009	3.9	(0.7)	4.6
2010	2.7	(6.0)	8.7
2011	2.2	7.7	(5.5)

We cannot assure you that we will not be materially and adversely affected in the future if inflation in Israel exceeds the depreciation of the NIS against the dollar or if the timing of the depreciation lags behind inflation in Israel.

During 2011 the NIS depreciated against the U.S. dollar. A depreciation of the NIS in relation to the dollar has the effect of reducing the dollar amount of any of our expenses or liabilities which are payable in NIS, unless these expenses or payables are linked to the dollar. This depreciation also has the effect of decreasing the dollar value of any asset which consists of NIS or receivables payable in NIS, unless the receivables are linked to the dollar. Conversely, any increase in the value of the NIS in relation to the dollar, as occurred during 2010, has the effect of increasing the dollar value of any unlinked NIS assets and the dollar amounts of any unlinked NIS liabilities and expenses. Exchange rate fluctuations and especially larger periodic depreciations will have an impact on our profitability and period-to-period comparisons of our results. The effects of foreign currency re-measurements are reported in our consolidated financial statements in current operations.

To manage this risk, from time to time, we have entered into forward exchange contracts to hedge some of our foreign currency exposure. As of December 31, 2011, we had outstanding forward exchange contracts for the acquisition of NIS 3.7 million in consideration for $1.0 million matured in January 2012. As of December 31, 2011, the changes in fair value of these contracts were a loss of $50,000.

Recently Issued Accounting Standards

In May 2011, the FASB issued guidance that changed the requirement for presenting “Comprehensive Income” in the consolidated financial statements. The guidance requires an entity to present the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The currently available option to disclose the components of other comprehensive income within the statement of stockholders’ equity will no longer be available. The guidance is effective for fiscal years and interim periods within those years, beginning after December 15, 2011 and should be applied retrospectively. The adoption of the standard will have no impact on our financial position or results of operations, but will result in a change in the presentation of our basic consolidated financial statements. We are evaluating whether to present other

comprehensive income in a single continuous statement of comprehensive income or in two separate but consecutive statements.

In September 2011, the FASB amended the guidance on the annual testing of goodwill for impairment. The amended guidance will allow companies to assess qualitative factors to determine if it is more likely than not that goodwill might be impaired and whether it is necessary to perform the two-step goodwill impairment test required under current accounting standards. The guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our financial statements.

B. Liquidity and Capital Resources

From our inception until our initial public offering in March 2000, we financed our operations through cash generated by operations and a combination of private placements of our share capital and borrowings under lines of credit. Since our initial public offering in March 2000, we have satisfied our financial requirements primarily through cash generated by operations, funds generated by our initial public offering (approximately $78.5 million net proceeds) and funds generated from proceeds from option exercises.

In February 2010, we acquired certain assets of Aethra, including certain intellectual property and technology for HD video conferencing endpoint systems. In 2011, we completed the acquisition. The total purchase price for the acquisition as of December 31, 2011 was $9.4 million and in connection with the acquisition we also recorded $2.8 million of acquisition-related restructuring expenses, which represent labor related expenses.

On September 7, 2010, we completed a self-tender offer to purchase 5.0% of our voting power, or 976,906 of our ordinary shares, for $7.30 per share, net to the seller in cash, less any required withholding taxes and without interest. We paid an aggregate of approximately $7.13 million for the tendered shares accepted for purchase.

As of December 31, 2011, we had approximately $19.7 million in cash and cash equivalents, $35.5 million in short term investments, and our working capital was approximately $56.0 million. Taking into account long-term investments, we had approximately $90.6 million in cash and investments as of December 31, 2011. We believe that our working capital is sufficient for our present requirements and is sufficient to meet our day to day operating expenses and material commitments for the next twelve months.

Our management believes that another financial measure that is important in assessing our company’s financial condition is day’s sales outstanding, or DSOs. Our DSOs increased from 52 days at December 31, 2010 to 77 days at December 31, 2011. The increase was primarily attributable to a different mix of customers in 2011 and sales that were back-end loaded quarters in the fourth quarter.

Capital expenditures for the years ended December 31, 2009, 2010 and 2011 were approximately $2.1 million, $2.9 million and $2.4 million, respectively. These expenditures were principally for research and development equipment, office furniture and equipment. We currently do not have significant capital spending or purchase commitments, but we expect to continue to engage in capital spending consistent with anticipated growth in our operations, infrastructure and personnel.

The following table summarizes our cash flows for the periods presented:

	Year ended December 31,		
	2009	2010	2011
	($ in thousands)		
Net cash provided by (used in) operating activities	7,256	6,005	(19,608)
Net cash provided by (used in) investing activities	(4,711)	(22,101)	23,318
Net cash used in financing activities	(128)	(6,440)	(1,753)
Net increase (decrease) in cash and cash equivalents	2,417	(22,536)	1,957
Cash and cash equivalents at beginning of period	37,872	40,289	17,753
Cash and cash equivalents at end of period	40,289	17,753	19,710

Net cash used in operating activities was approximately $19.6 million for the year ended December 31, 2011. This amount was primarily attributable to our net loss of $23.4 million adjusted for depreciation and amortization expenses of $4.6 million, stock-based compensation of $2.0 million recorded under ASC 718, a $1.2 million decrease in deferred tax asset, a decrease of $797,000 in long term prepaid expenses, an increase in severance pay of $582,000, a decrease of $480,000 in accrued interest, a decrease of $340,000 in inventory and a decrease in other accounts receivables and prepaid expenses of $48,000. These adjustments to net loss were offset in part by a $3.4 million increase in trade receivables, a decrease of $2.1 million in accrued expenses and other accounts payable, a $396,000 tax benefit of relating to loss carryforwards arising from the exercise of non-qualified employee stock options, a decrease of $362,000 in trade payables and a $70,000 decrease in deferred revenues. Net cash provided by operating activities was approximately $6.0 million for the year ended December 31, 2010. This amount was primarily attributable to our net loss of $3.4 million adjusted for an increase of $5.8 million in accrued expenses and other accounts payable, depreciation and amortization expenses of $4.7 million, stock-based compensation of $2.6 million recorded under ASC 718, an increase of $2.0 million in trade payables and a decrease of $1.3 million in long term prepaid expenses. These adjustments to net loss were off-set in part by a $3.4 million increase in trade receivables, an increase of $1.5 million in inventory, a $1.0 million increase in other accounts receivables and prepaid expenses, a $497,000 tax benefit relating to loss carryforwards arising from the exercise of non-qualified employee stock options, a $365,000 increase in accrued interest, a $136,000 increase in deferred tax asset and a $126,000 decrease in deferred revenues. Net cash provided by operating activities was approximately $7.3 million for the year ended December 31, 2009. This amount was primarily attributable to our net loss of $774,000 adjusted for depreciation and amortization expenses of $3.2 million, stock-based compensation of $4.3 million recorded under ASC 718, an increase in a valuation allowance in the amount of $4.4 million and a decrease of $2.4 million in trade receivables, net. These adjustments to net loss were off-set in part by a decrease of $3.1 million in accrued expenses and other accounts payable, a $1 million increase in other accounts receivables and prepaid expenses, an increase of $1 million in long term prepaid expenses and a $421,000 decrease in accrued interest.

Net cash provided by investing activities was approximately $23.3 million for the year ended December 31, 2011. The cash provided by investing activities in the year ended December 31, 2011 was attributable to net proceeds from maturity and withdrawal of bank deposits and marketable securities in the amount of $27.3 million, partially offset by the use of approximately $1.6 million for the acquisition of Aethra assets and $2.4 million for purchases of property and equipment. Net cash used in investing activities was approximately $22.1 million for the year ended December 31, 2010. Of the cash used in investing activities in the year ended December 31, 2010, approximately $7.0 million was used for the acquisition of Aethra asset, $2.9 million was used for purchases of property and equipment and $12.2 million was used to purchase investments in bank deposits and marketable securities. Net cash used in investing activities was approximately $4.7 million for the year ended December 31, 2009. Of the cash used in investing activities in the year ended December 31, 2009, approximately $2.1 million was used for purchases of property and equipment and approximately $2.6 million was used to purchase investments in bank deposits and marketable securities.

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Net cash used in financing activities was approximately $1.8 million for the year ended December 31, 2011. Of the cash used in financing activities in the year ended December 31, 2011, $3.9 million was used to purchase treasury shares at cost, offset by the issuance of $1.7 million of ordinary shares and treasury stock upon the exercise of options and a $396,000 tax benefit relating to loss carryforwards arising from the exercise of non-qualified employee stock options. Net cash used in financing activities was approximately $6.4 million for the year ended December 31, 2010. Of the cash used in financing activities in the year ended December 31, 2010, $7.1 million was used to purchase 5% of our voting power in the self-tender offer completed in September 2010, offset by a $497,000 tax benefit relating to loss carryforwards arising from the exercise of non-qualified employee stock options and the issuance of $194,000 of ordinary shares and treasury stock upon the exercise of options. Net cash used in financing activities was approximately $128,000 for the year ended December 31, 2009. Of the cash used in financing activities in the year ended December 31, 2009, $1.1 million was used for the repurchase of our company's shares, offset by a $567,000 tax benefit arising from the exercise of non-qualified employee options and the issuance of $446,000 of ordinary shares and treasury stock.

During the second quarter of 2006, our Board of Directors authorized the repurchase of up to $30 million or two million of our ordinary shares in the open market from time to time at prevailing market prices. The repurchase program received the approval of the District Court in Tel Aviv-Jaffa in August 2006 in accordance with the requirements of the Israeli Companies Law. Under this program, which was completed in 2007, we repurchased 1,631,724 ordinary shares at a total purchase price of approximately $30 million, or an average price of $18.37 per share.

During the third quarter of 2007, our Board of Directors authorized the repurchase of up to an additional $30 million of our ordinary shares in the open market from time to time at prevailing market prices. The repurchase program received the approval of the District Court in Tel Aviv-Jaffa in November 2007 in accordance with the requirements of the Israeli Companies Law. As of December 31, 2011, we had repurchased 3,564,360 ordinary shares under the program at a total purchase price of approximately $27.3 million, or an average price of $7.66 per share.

As of December 31, 2011, we had reissued 1,115,560 of the repurchased ordinary shares in connection with the exercise of employee stock options.

As of December 31, 2011, our principal commitments consisted of obligations outstanding under operating leases. Our capital requirements are dependent on many factors, including market acceptance of our products and the allocation of resources to our research and development efforts, as well as our marketing and sales activities. In 2011, we experienced increases in our expenditures as a result of the growth in our operations and personnel. We intend to increase our expenditures in the future consistent with our anticipated growth. We anticipate that our cash resources will be used primarily to fund our operating activities, as well as for capital expenditures.

C. Research and Development, Patents and Licenses

We place considerable emphasis on research and development to expand the capabilities of our existing products and technology, to develop new products and to improve our existing technologies and capabilities. We believe that our future success will depend upon our ability to maintain our technological leadership, to enhance our existing products and technology and to introduce on a timely basis new commercially viable products and technology addressing the needs of our customers. Our investment in research and development for the years ended December 31, 2009, 2010 and 2011 was $27.0 million, $30.9 million and $31.9 million, respectively. We intend to continue to devote a significant portion of our personnel and financial resources to research and development. As part of our product development process, we seek to maintain close relationships with our customers to identify market needs and to define appropriate product specifications.

As of December 31, 2011, our research and development staff consisted of approximately 209 employees compared to 222 as of December 31, 2010. In 2011, our research and development activities were conducted mainly at our facilities in Tel Aviv, Israel and in part in Beijing, China, New Hampshire, the United States and Ancona, Italy. To introduce new, high quality products, we deploy procedures for the design, development and quality assurance of our new product developments. Our team is divided according to our existing product lines. Each product line team is headed by a team leader and includes software or hardware engineers and quality control technicians.

As of December 31, 2011, we owned eight registered U.S. patents relating to various aspects of interactive multimedia communications. During 2011, we filed three new patent applications with the U.S. Patent and Trademark Office covering protocols and techniques to improve multi-media communications. We also filed two patent applications in other countries' patent offices.

D. Trend Information

Revenues decreased from $95.2 million for the year ended December 31, 2010 to $78.0 million for the year ended December 31, 2011, a decrease of 18.1%. The decrease in revenues in 2011 was primarily due to our VBU as a result of a decrease in the sales to Cisco, partially offset by an increase in sales of our endpoint products line that we introduced in 2010. We expect that our new endpoint products line will account for a growing percentage of our revenues in the future.

Cisco accounted for approximately 42% of our sales in the year ended December 31, 2009. In April 2010, Cisco completed the acquisition of TANDBERG, one of our principal competitors. As a result of the acquisition, Cisco sales declined to 34% of sales in 2010 and to 12% in 2011. We expect Cisco sales to decline further in 2012.

For additional trend information see the discussion in Item 5.A "Operating Results and Financial Review and Prospects – Operating Results."

E. Off-Balance Sheet Arrangements

We are not a party to any material off-balance sheet arrangements. In addition, we have no unconsolidated special purpose financing or partnership entities that are likely to create material contingent obligations.

F. Tabular Disclosure of Contractual Obligations

The following table summarizes our minimum contractual obligations and commercial commitments, as of December 31, 2011 and the effect we expect them to have on our liquidity and cash flow in future periods.

Contractual Obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating lease obligations	$10,888,000	$4,057,000	5,516,000	1,315,000	-
Uncertain income tax position (*)	$627,000	-	-	-	-
Accrued severance pay (**)	8,956,000	-	-	-	-
Total	$20,471,000	$4,057,000	$5,516,000	$1,315,000	$-

(*) Under ASC 740, uncertain income tax position is due upon settlement and we are unable to reasonably estimate the ultimate amount or timing of settlement. See Note 16a to the consolidated financial statements for further information regarding our potential liability under ASC 740.

(**) Severance pay relates to accrued severance obligations to our Israeli employees as required under Israeli labor law. We are legally required to pay severance upon certain circumstances, primarily termination of employment by our company and retirement or death of the respective employee and other than in certain circumstances, there is no obligation to pay severance if the employee voluntarily resigns. Of this amount, $1.7 million is unfunded.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Set forth below are the name, age, principal position and a biographical description of each of our directors and executive officers:

Name	Age	Position
Zohar Zisapel (1)	63	Chairman of the Board of Directors
Boaz Raviv	52	Chief Executive Officer
Adi Sfadia	42	Chief Financial Officer
Joseph Atsmon (1) (2)	63	Director
Liora Lev (2)	59	Director
Yoseph Linde(2)	65	Director
Efraim Wachtel	67	Director

(1) Member of our Option Committee and Compensation Committee.
(2) Member of our Audit Committee

Messrs. Zohar Zisapel and Efraim Wachtel, Class C directors, will serve as directors until our 2013 annual general meeting of shareholders. Our Class A and Class B director categories are currently vacant. Mr. Joseph Atsmon was elected at our 2009 annual general meeting of shareholders to serve as an outside director pursuant to the Israeli Companies Law for a third three-year term. Ms. Liora Lev was elected at our 2009 annual general meeting of shareholders to serve as an outside director pursuant to the Israeli Companies Law for a second three-year term. Dr. Yoseph Linde was elected at our 2008 annual general meeting of shareholders to serve as an outside director pursuant to the Israeli Companies Law for an initial three-year term. (See Item 6C. “Directors, Senior Management and Employees - Board Practices - Outside Directors”.)

Zohar Zisapel has served as a director since November 1992. Mr. Zisapel served as the Chairman of our Board of Directors from November 1992 until August 1999 and again assumed the position of Chairman of our Board of Directors in April 2001. During the last several years, Mr. Zisapel has been engaged primarily in the management of high technology companies. Mr. Zisapel is a founder and chairman of the Board of Directors of RAD Data Communications Ltd., or RAD Data, and he serves as a director of other public companies, including Amdocs Ltd., RADCOM Ltd. (as Chairman of the Board of Directors), Ceragon Networks Ltd. (as Chairman of the Board of Directors) and Silicom Ltd. Mr. Zisapel holds a B.Sc. degree from the Technion - Israel Institute of Technology and an M.Sc. degree from Tel Aviv University.

Boaz Raviv has served as our chief executive officer since January 2006. Prior to assuming that position and from December, 2000, Mr. Raviv served as general manager of our Technology Business Unit (TBU) and he assumed additional responsibility for our former Networking Business Unit (NBU) in late 2004. From December 1999 to December 2000, Mr. Raviv served as vice president, business development and marketing of Elron TeleSoft Ltd. and from January 1996 to November 1999, Mr. Raviv served as telecom division manager at Elron Software Ltd. From July 1989 until December 1995, Mr. Raviv served in various positions at CAP GEMINI, France, among such positions in the development of its data communications network. Mr. Raviv served his apprenticeship at Robotic in CEMAGREF, the French National Center of Mechanical Engineering. Mr. Raviv holds a B.Sc. degree from the Technion - Israel Institute of Technology.

Adi Sfadia has served as our chief financial officer since July 2008. Mr. Sfadia served as our Vice President of Finance from mid-2007 until January 2008, when he joined Alvarion Ltd., a WiMAX and wireless broadband solutions provider. Mr. Sfadia initially joined us in 2004 as corporate controller. Prior to that, Mr. Sfadia served in several senior financial positions in Israeli companies, where he gained wide financial and managerial experience. Mr. Sfadia served five years in a public accounting position with Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global. Mr. Sfadia holds a B.A. degree in Business Administration and an M.B.A. degree (magna cum laude) from The College of Management in Tel Aviv and Rishon Lezion, and he is a Certified Public Accountant in Israel.

Joseph Atsmon has served as an outside director (within the meaning of the Israeli Companies Law) since June 2003 and is the Chairman of our Audit Committee. Mr. Atsmon has served as a director of Nice Ltd. since July 2001 and Ceragon Networks Ltd. since July 2001. From 1995 until 2000, Mr. Atsmon served as chief executive officer of Teledata Communication Ltd., a public company acquired by ADC Telecommunication Inc. in 1998. From 1986 until 1995, Mr. Atsmon served in various positions at Tadiran Ltd., among them a division president and corporate vice president for Business Development. Mr. Atsmon holds a B.Sc. degree in Electrical Engineering (summa cum laude) from the Technion - Israel Institute of Technology.

Liora Lev has served as an outside director (within the meaning of the Israeli Companies Law) since December 2006 and is a member of our Audit Committee. Ms. Lev is the founder and has served as general partner of Ascend Technology Ventures since 1999. Of the portfolio companies of Ascend Technology Ventures, Ms. Lev currently serves as a member of the Board of Directors of Columbus Application Provider and as a member of the Board of Directors of SintecMedia Ltd., Intellinx Ltd. and Can-Fite BioPharma Ltd. (publicly traded on the Tel Aviv Stock Exchange). In addition, since August 2006 Ms. Lev serves as the chief executive officer and as a director of Advanced Technology Acquisition Corporation (publicly traded on the American Stock Exchange, symbol: AXC). From 1994 until 2000, Ms. Lev served as Commissioner of the Israel Securities Authority and as a member of the Israeli Accounting Standards Board. From 1992 until 1998, Ms. Lev served as chief financial officer and was in charge of the chief information officer of Ashtrom Group. Ms. Lev is a certified public accountant in Israel, with over 20 years of experience in business management, information systems management and finance of public and private companies. Ms. Lev holds a B.A. in Accounting and Economics and an M.Sc. degree in Management Science, specializing in information systems, both from Tel Aviv University. Ms. Lev is also a graduate of the Advanced Management Program, Harvard Business School.

Dr. Yoseph Linde has served as an outside director (within the meaning of the Israeli Companies Law) since August 2008 and is a member of our Audit Committee. Dr. Linde currently serves as general partner of Jerusalem Global Ventures, or JGV, a venture capital fund specializing in early investments in start-up companies providing products for Internet infrastructure, a position that he has held since 1999. Dr. Linde also serves as a director of LocationNet Ltd. and Lumus Ltd., portfolio companies of JGV. JGV manages three parallel funds (Israel and Cayman). Dr. Linde is a general partner and director of two of the funds (CommLaunch Holdings and NetLaunch Holdings) and is also a director of the management company (JGV). Dr. Linde also serves as a director of PeerApp, Inc., a private company. From 1993 until 1999, Dr. Linde was the founder and chairman of LANart Corporation, a company acquired by Communications Systems Inc. in 1999. From 1983 until 1993, Dr. Linde was the founder and chairman of Chipcom Corporation, a public company acquired by 3Com in 1995. From 1982 until 1983, Dr. Linde held the position of Professor at the School of Engineering of Boston University. Dr. Linde holds a B.Sc. degree in electrical engineering from the Technion – Israel Institute of Technology, a M.Sc. degree in electrical engineering from Tel-Aviv University and a Ph.D in electrical engineering from Stanford University.

Efraim Wachtel has served as a director since March 1998. Mr. Wachtel has served as president and chief executive officer of RAD Data since November 1997. From October 1985 to November 1997, Mr. Wachtel served as vice president of sales and marketing of RAD Data. Prior to joining RAD Data, Mr. Wachtel held various research and development positions in several companies in Israel and the United States. Mr. Wachtel holds a B.Sc. degree in electrical engineering from the Technion -Israel Institute of Technology.

Set forth below are the name, age, principal position and a biographical description of each of our other senior officers:

Name	Age	Position
Rael Kolevsohn	42	Vice President and General Counsel
Shani Sandner	41	Vice President of Human Resources
Roberto Giamagli	47	General Manager, Video Business Unit
Pierre Hagendorf	43	General Manager, Technology Business Unit
Ilan Givon	53	Vice President of Operations
Itai Margalit	42	General Manager for Europe, Middle East, Africa, Central and Latin America
Eitan Livne	49	General Manager for Asia-Pacific
Gabriela (Gaby) Koren	40	General Manager for the Americas
Robert Romano	56	Vice President of Marketing
Yair Wiener	35	Chief Technology Officer
Avi Moyal	52	Vice President of Business Development

Rael Kolevsohn has served as our Vice President and General Counsel since August 2007. Prior to joining our company and from 1998 to 2007, Mr. Kolevsohn served as Vice President and General Counsel of Gilat Satellite Networks Ltd., a leading global provider of products and services for satellite based communications networks. From 1994 to 1998, Mr. Kolevsohn completed his legal internship and worked as an associate at the Tel Aviv law firm of Yosiffof, Amir, Cohen & Co. Mr. Kolevsohn holds an LL.B degree, with honors, from the Hebrew University of Jerusalem and is a member of the Israel Bar Association.

Shani Sandner has served as our Vice President of Human Resources since November 2011. Mrs. Sandner joined our company in June 2007 as Director, Corporate HR. Prior to joining our company and from 2003 to 2007 Mrs. Sandner founded and led the Global Human Resources department of Formula Telecom Solutions (LSE: FTS) and from 2000 to 2003 managed the Recruitment Unit of ECTel Ltd. (now cVidya). Mrs. Sandner has extensive experience in providing employment related consulting services as well as leading extensive internal organizational development processes. Mrs. Sandner holds a B.A. degree in Psychology & Education, and an M.A. degree in Consulting Psychology, both from Tel Aviv University.

Roberto Giamagli has served as General Manager, Video Business Unit since March 2009. Between January 2008 and June 2009, Mr. Giamagli served as our General Manager for Europe, Middle East and Africa operations. Mr. Giamagli joined our company in October 2005 as director of sales for Italy. Mr. Giamagli has over 18 years of international sales and management experience in the voice, video and data communications industry. Prior to joining our company and from 1989, Mr. Giamagli served as a vice president, sales and vice president, marketing at Aethra SpA, where he established and expanded a direct and indirect sales team. Mr. Giamagli holds a B.Sc. degree in Computer Science from Pisa University, Italy.

Pierre Hagendorf has served as the General Manager of our Technology Business Unit since December 2011. Prior to this position, he served in various positions in our company from March 2001 to June 2010 including Corporate Vice President of Strategy and Chief Technology Officer. Mr. Hagendorf returns to our company from NICE Systems Ltd.,

where he served as VP Strategy and Technologies from June 2010 to November 2011. Prior to his first tenure in our company, Mr. Hagendorf served in various R&D management positions in National Semiconductor Corporation and VCON Telecommunications Ltd. Mr. Hagendorf holds a B.A. degree in Electrical Engineering from the Technion - Israel Institute of Technology.

Ilan Givon has served as our Vice President of Operations since March 2006. Prior to joining our company and from 2003, Mr. Givon served as the Corporate Vice President for strategic accounts with M-Systems (subsequently merged into SanDisk), a leading manufacturer of personal data storage solutions. Prior to that and from 1998, Mr. Givon served for ten years at Intel Corporation, both in Israel and the United States, in several key positions related to operations, materials management and logistics. Mr. Givon holds a B.A. degree in Economics and Political Science from Tel Aviv University and completed advanced studies in Executive Business Management at the Hebrew University of Jerusalem Business School and in Purchasing and Materials Supply Management at the Technion-Israel Institute of Technology.

Itai Margalit has served as our General Manager for Europe, Middle East and Africa operations since September 2009 and in January 2011, he assumed responsibility also for the Central and Latin America region. Mr. Margalit has extensive experience in the hi-technology industry. Mr. Margalit has held multiple sales management positions, focusing on the EMEA region, in a wide range of product markets. Before joining our company, Mr. Margalit served as the VP Sales – UK, Ireland, and Nordics at Nice CTI Systems UK, where he was responsible for running a multi-million dollar business and managing a large professional team. Mr. Margalit holds an MBA degree in International Business and Finance from Kansas State University.

Eitan Livne has served as General Manager for our Asia-Pacific operations since April 2004. In such position, Mr. Livne manages all sales, field marketing, customer support, human resources, and accounting for this region. Mr. Livne has a wealth of experience in high technology sales throughout Asia. Prior to joining our company and from 2002, Mr. Livne served as the president of TGM International, a specialized multinational firm focusing on providing sales support in Asia to global high technology companies. Prior to that and from 1994, Mr. Livne served in various positions at ECI Telecom, an Israeli based provider of SDH (Synchronous Digital Hierarchy) Optical networking equipment, during which time he managed the company's operations in Asia and served as its president for the Asia-Pacific region. Mr. Livne holds a B.Sc. degree in Exact Sciences from Tel Aviv University.

Gabriela Koren has served as our General Manager for the Americas since January 2012. Prior to joining our company and from 1998 Mrs. Koren served in various positions with NICE Systems across multiple regions and continents, including VP Strategic Partners and Alliances and VP Sales. Mrs. Koren has vast experience in managing direct and indirect sales, channel management, business development as well as managing large teams of employees. Mrs. Koren holds a B.A. degree in Behavioral Science from the Tel Aviv College of Management and an M.B.A. degree from the Kellogg School of Management at Northwestern University.

Robert Romano has served as our Corporate Vice President of Global Marketing since November 2011. Mr. Romano joined our company in 2005 as our VP of Enterprise Marketing. Prior to joining our company and from 1995 to 1998, Mr. Romano has served as VP and General Manager at VTEL Products Corporation, an early market leader in videoconferencing solutions. From 1998 to 2001 Mr. Romano served as President of VCON, Inc., a market leader in video over IP solutions and from 2001 to 2003 he served as VP of Sales and Marketing at First Virtual Communications, an enterprise software conferencing company. From 2003 to 2005, Mr. Romano was an industry consultant in the web and videoconferencing industry. Prior to his involvement in the conferencing industry Mr. Romano served in a variety of sales, marketing and finance positions in IBM, both nationally in the U.S. and internationally. He holds a B.A. degree in Business Administration and Accounting from the University of Washington in Seattle.

Yair Wiener has served as our Chief Technology Officer since March 2009. Mr. Wiener joined our company in 2001 as R&D engineer. Mr. Wiener is an inventor of several registered patent applications and is the author of various academic research papers. As part of his technology leadership role, Mr. Wiener also serves as a member of the board of the unified communications interoperability forums (UCIF) and Chairman of the H.264 SVC technical working group. Mr. Wiener holds a B.A. degree in Physics, a B.Sc. degree in Electrical Engineering, and an M.Sc. degree in Computer Science from the Technion - Israel Institute of Technology.

Avi Moyal has served as our Corporate Vice President of Business Development since April 2009. In this role he is also responsible for our company's strategic alliances. Prior to his current role and from 1994, Mr. Moyal served in various positions at RADVISION Inc., initially as a Director of Technical Services and later as Director of Sales, Vice President of Strategic Accounts, and Vice President of Business Development. Prior to joining our company Mr. Moyal held engineering and director of engineering positions at North Hills Israel, ACE Communications Group and Israel Aircraft Industry Ltd. Mr. Moyal holds a B.Sc. degree in Electrical Engineering from the Technion - Israel Institute of Technology.

B. Compensation

The following table sets forth information concerning the total compensation paid with respect to all of our directors and our executive officers as a group during the year ended December 31, 2011.

Name and Principal Position	Salaries, fees, commissions and bonuses	Pension, retirement and other similar benefits
All officers and directors as a group (7 persons)	$ 744,260	$88,906

We provide automobiles or automobile expense reimbursement to our executive officers at our expense.

As of December 31, 2011, our directors and executive officers as a group, consisting of seven persons, held options to purchase an aggregate of 1,003,887 ordinary shares, having exercise prices ranging from $4.81 to $20.17. The options granted to our executive officers and directors generally vest over a four-year period. Since our 2009 annual general meeting options granted to our directors are fully vested at the date of grant. The options will expire between June 8, 2012 and November 2, 2017 (which is six to ten years from the date of grant of the respective options) or earlier upon termination of employment as an executive officer or with respect to a director, within 18 months after termination or resignation from such office. All of such options were granted under our 2000 Stock Option Plan. See this Item 6E. "Directors, Senior Management and Employees - Share Ownership - Stock Option Plan". We pay each of our outside directors the minimum statutory annual and per meeting cash attendance fees payable to outside directors in companies of our size established in the Israeli Companies Regulations (Rules Regarding Compensation and Expenses to Outside Directors), 2000, as amended (currently, NIS 45,000 ($11,777) per year and NIS 1,590 ($416) per meeting attended), in accordance with the approval of our shareholder at our 2008 annual general meeting.

At our 2009 annual general meeting, our shareholders approved an equity-based compensation plan for directors (other than the current Chairman of our Board of Directors), as follows: (i) for each year of service as a director, an annual grant of options to purchase 10,000 ordinary shares to each of the directors (including outside directors), other than any outside director who is determined by the Board of Directors to be an "expert outside director," as defined in regulations promulgated under the Israeli Companies Law and (ii) for each year of service as an outside director who is determined by our Board of Directors to be an "expert outside director," an annual grant of options to purchase 13,300 ordinary shares. Our Board of Directors determined that Mr. Atsmon qualifies as an "expert outside director." All of

the options will be granted under our 2000 Employee Stock Option Plan, will be fully vested and immediately exercisable on the applicable date of grant and will expire 18 months after such director's termination or resignation from office. The exercise price per share of the options will be equal to the closing price per share of the ordinary shares on the NASDAQ Global Select Market on the applicable date of grant. The term of the compensation plan is for six years commencing from the date of the annual general meeting and will be extended, with respect to any current or future director who is reelected or elected, as applicable, during such six-year period, for the duration of his or her then pending three-year term.

At our 2009 annual general meeting, our shareholders also approved an equity-based compensation plan for the Chairman of our Board of Directors. In accordance with such plan, following his reelection at our 2010 annual general meeting, options to purchase 20,000 ordinary shares were granted to our Chairman on the date of such meeting, and thereafter, will be granted annually during the three-year period of the Chairman's term, on the date of each annual general meeting (i.e., on the date of the 2011 and 2012 annual general meetings). Our Chairman would be entitled to receive, if reelected, options to purchase 60,000 ordinary shares during any three-year term going forward. This same mechanism would apply at the time of the Chairman's reelection at the 2013 annual general meeting, so that our Chairman would be entitled to receive options to purchase an aggregate of 120,000 ordinary shares during the next six years, if reelected. The term of the Chairman's benefit plan is for six years. The options will be fully vested and exercisable immediately on the applicable date of grant and will expire 18 months after the Chairman's termination of or resignation from office. The options are granted under our 2000 Employee Stock Option Plan. The exercise price per share of the options will be equal to the closing price per share of our ordinary shares on the NASDAQ Global Select Market on the applicable date of grant.

Pursuant to NASDAQ Stock Market Rules, compensation of our chief executive officer and other executive officers (as set forth in such rules) is recommended to our Board of Directors for determination by a majority of our independent directors, subject to any further approvals required under the Israeli Companies Law. See Item 6C. "Directors, Senior Management and Employees - Board Practices - Approval of Related Party Transactions Under Israeli Law".

C. Board Practices

Election of Directors

Our Articles of Association provide for a board of directors consisting of no less than five and no more than nine members or such other number as may be determined from time to time at a general meeting of shareholders. Our Board of Directors is currently composed of five directors.

In accordance with our Articles of Association, our Board of Directors is divided into three classes (other than outside directors), each consisting of a number of directors equal as nearly as practicable to one-third of the total number of non-outside directors. Generally, at each annual meeting of shareholders one class of directors is elected for a term of three years by a vote of the holders of a majority of the voting power represented and voting at such meeting. Under our Articles of Association, a vacancy in two of the three director classes at any given time is permitted. Our Class A and Class B director categories are currently vacant.

All the members of our Board of Directors, except the outside directors (as detailed below) may be reelected upon completion of their term of office. In the intervals between annual general meetings of the company, our Board of Directors may elect new directors, whether to fill vacancies or in addition to those of their body, provided that the total number of directors will not at any time exceed any maximum number, if any, fixed by or in accordance with our Articles of Association.

Our directors are nominated by a majority of our independent directors, as such term is defined under NASDAQ Stock Market Rules.

Outside and Independent Directors

Outside Directors. The Israeli Companies Law requires Israeli companies with shares that have been offered to the public in or outside of Israel to appoint at least two outside directors. No person may be appointed as an outside director if such person or such person's relative or affiliate has, as of the date of the appointment, or has had at any time during the two years preceding such date, any affiliation with the company, a controlling shareholder of the company or their respective affiliates.

The term "affiliation" is broadly defined in the Companies Law and includes:

- an employment relationship;
- a business or professional relationship maintained on a regular basis;
- control; and
- service as an office holder.

In addition, no person may serve as an outside director if the person's position or other activities create or may create a conflict of interest with the person's responsibilities as an outside director or may otherwise interfere with the person's ability to serve as an outside director. If, at the time an outside director is to be appointed, all current members of the board of directors are of the same gender, then at least one outside director must be of the other gender.

A person is qualified to serve as an outside director only if he or she has "accounting and financial expertise" or "professional qualifications," as such terms are defined under regulations promulgated under the Israeli Companies Law. At least one outside director must have "accounting and financial expertise." However, Israeli companies listed on certain stock exchanges outside Israel, including The NASDAQ Global Select Market, such as our company, are not required to appoint an outside director with "accounting and financial expertise" if a director with accounting and financial expertise who qualifies as an independent director for purposes of audit committee membership under the laws of the foreign country in which the stock exchange is located serves on its board of directors. All of the outside directors of such a company must have "professional qualifications."

Any committee of the board of directors that is authorized to exercise powers vested in the board of directors must include at least one outside director and the audit committee must include all of the outside directors. An outside director is entitled to compensation as provided in regulations adopted under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

Outside directors are elected by a majority vote at a shareholders' meeting, provided that either:

- the majority of shares voted at the meeting in favor of their election include at least a majority of the shares held by non-controlling shareholders or disinterested shareholders (other than personal interest, which is not the result of its affiliations with the controlling shareholder) that voted at the meeting (not including abstentions); or

- the total number of shares held by non-controlling shareholders voted against the election of the outside director does not exceed two percent of the aggregate voting rights in the company.

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The initial term of an outside director is three years and may be extended for up to two additional terms of three years each. In addition, Israeli companies listed on certain stock exchanges outside Israel, including the NASDAQ Global Select Market, such as our company, may appoint an outside director for additional terms of not more than three years subject to certain conditions. Such conditions include the determination by the audit committee and board of directors, that in view of the director's professional expertise and special contribution to the company's board of directors and its committees, the appointment of the outside director for an additional term is in the best interest of the company. Reelection of an outside director may be effected through one of the following mechanisms: (i) the board of directors proposes the reelection of the nominee and the election is approved by the shareholders by the majority required to appoint outside directors for their initial term; or (ii) a shareholder holding one percent or more of the voting rights proposes the reelection of the nominee, and the reelection is approved by a majority of the votes cast by the shareholders of the company, excluding the votes of controlling shareholders and those who have a personal interest in the matter as a result of their relations with the controlling shareholders, provided that the aggregate votes cast in favor of the reelection by such non-excluded shareholders constitute more than two percent of the voting rights in the company. Outside directors may be removed from office only in a general meeting by the same percentage of shareholders as is required for their election, or by a court, and then only if the outside directors cease to meet the statutory qualifications for their appointment or if they violate their duty of loyalty to the company.

Our Board of Directors has three outside directors under Israeli law. Mr. Joseph Atsmon and Ms. Liora Lev, both of whom have "accounting and financial expertise," and Dr. Yoseph Linde, who has "professional expertise," as such terms are defined under the Israeli Companies Law. Mr. Atsmon was elected to serve as an outside director for an initial three year term in 2003, was elected to serve as an outside director for a second three-year term at our 2006 annual general meeting of shareholders and was elected to serve as an outside director for an additional three-year term at our 2009 annual general meeting of shareholders. Ms. Lev was elected to serve as an outside director for an initial three year term at our 2006 annual general meeting of shareholders and was elected to serve as an outside director for a second three-year term at our 2009 annual general meeting of shareholders. Dr. Yoseph Linde was elected to serve as an outside director for an initial three year term at our 2008 annual general meeting of shareholders and was elected to serve as an outside director for a second three-year term at our 2011 annual general meeting of shareholders.

Independent Directors. In general, NASDAQ Stock Market Rules require that the board of directors of a NASDAQ-listed company have a majority of independent directors and its audit committee must have at least three members and be comprised only of independent directors, each of whom satisfies the respective "independence" requirements of NASDAQ and the SEC.

Pursuant to a recent amendment to the Israeli Companies Law, an Israeli company whose shares are publicly traded may elect to adopt a provision in its articles of association pursuant to which a majority of its board of directors will constitute individuals complying with certain independence criteria prescribed by the Israeli Companies Law. We have not included such a provision in our Articles of Association since our board of directors complies with the independent director requirements of the NASDAQ Stock Market Rules described above.

Independent directors of our company meet at least twice a year in an executive session. Among other things, at such sessions the independent directors recommend the compensation of all our senior officers and nominate directors to be elected by our shareholders at our annual general meeting. Our executive officers do not participate in any discussions or decisions that involve any aspect of their compensation.

Our Board of Directors has determined that each of Ms. Lev and Messrs. Atsmon and Linde qualifies as an independent director under the requirements of the SEC and NASDAQ. Ms. Lev and Messrs. Atsmon and Linde are also our outside directors within the meaning of the Israeli Companies Law.

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Committees of the Board of Directors

Audit Committee. Our Audit Committee, established in accordance with Section 114 of the Israeli Companies Law and Section 3(a)(58)(A) of the Securities Exchange Act of 1934, assists our Board of Directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent public accountants' qualifications and independence, the performance of our internal audit function, internal auditor and independent public accountants, finding any defects in the business management of our company for which purpose the Audit Committee may consult with our independent auditors and internal auditor, proposing to the board of directors ways to correct such defects, and such other duties as may be directed by our Board of Directors. The responsibilities of the Audit Committee also include approving related-party transactions as required by Israeli law and determining whether certain related party transactions are "material" or "extraordinary" for the purposes of the requisite approval procedures; assessing the scope of work and compensation of our independent accountant; approving the terms of employment of any of our officers (in addition to the approval required of our Board of Directors); and setting procedures (including providing protections) to whistle blowers. Under Israeli law, an audit committee may not approve an action or a transaction with a controlling shareholder, or with an office holder, unless at the time of approval two outside directors are serving as members of the audit committee and at least one of the outside directors was present at the meeting in which an approval was granted.

Our Audit Committee is authorized generally to investigate any matter within the scope of its responsibilities and has the power to obtain from the internal auditing unit, our independent auditors or any other officer or employee any information that is relevant to such investigations. Our Audit Committee also has the right to hire independent counsel and accountants to assist it in any investigation that it may instigate.

Our Audit Committee consists of three members of our Board of Directors who satisfy the respective "independence" requirements of the SEC, NASDAQ and Israeli law for audit committee members. Under the Israeli Companies Law, the majority of the members of the Audit Committee are required to be "independent" (as such term is defined under the Israeli Companies Law) and the chairman of the audit committee is required to be an outside director. In addition, the following persons are disqualified from serving as members of the audit committee: the chairman, any director employed by the company or by its controlling shareholder or by an entity controlled by the controlling shareholder, a director who regularly provides services to the company or to its controlling shareholder or to an entity controlled by the controlling shareholder, and any director who derives most of its income from the controlling shareholder. Our Audit Committee is currently composed of Joseph Atsmon, Liora Lev and Yoseph Linde. Joseph Atsmon has been elected as the Chairperson of the Audit Committee. The Audit Committee meets at least once each quarter. Our Audit Committee charter is available on our website at www.radvision.com.

Option Committee. Our Board of Directors has established an option committee, which administers our option plans (see Item 6E. Directors, Senior Management and Employees - Share Ownership - Stock Option Plan"). The Option Committee is responsible for approving all option grants other than grants to our directors, chief executive officer and all other officers that report to the chief executive officer. Messrs. Zohar Zisapel and Joseph Atsmon are the current members of our Option Committee.

Compensation Committee. Our Board of Directors has established a compensation committee, which is responsible for the hiring and compensation of all employees that report to the chief executive officer of our company, subject to any other approvals that may be required under applicable law. Messrs. Zohar Zisapel and Joseph Atsmon are the current members of our Compensation Committee.

Board Meeting in Urgent Situations

Section 100 of the Companies Law, requires that notice of a meeting of the Board of Directors be given a reasonable time in advance of the meeting. A recent amendment to Section 102 of the Companies Law provides, as an exception to this general rule, that subject to the consent of a majority of the directors, convening a board meeting without prior notice is permissible in urgent situations. Accordingly, in the 2011 annual general meeting, our shareholders approved an amendment to Article 90 of our Articles of Association, according to which in urgent situations, a Board meeting may be convened without any prior notice with the approval of a majority of the Directors, including a majority of those who are lawfully entitled to participate in and vote at such meeting (as conclusively determined by the Secretary, and in the absence of such determination, by the Chairman of the Board).

Internal Audit

The Israeli Companies Law requires the board of directors of a public company to appoint an internal auditor nominated by the audit committee. The role of the internal auditor is to examine, among other things, the compliance of the company's conduct with applicable law and orderly business practice. A person who does not satisfy the Israeli Companies Law's independence requirements may not be appointed as an internal auditor. Our internal auditor is currently Mr. Ilan Chaikin, Certified Public Accountant, at Chaikin, Cohen, Rubin and Duvshani.

Directors' Service Contracts

We do not have any service contracts with our directors. There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our company or any of our subsidiaries.

Approval of Related Party Transactions Under Israeli Law

Fiduciary Duties of Office Holders

The Israeli Companies Law codifies the fiduciary duties that "office holders," including directors and executive officers, owe to a company. An "office holder" is defined in the Israeli Companies Law as a director, general manager, chief business manager, deputy general manager, vice general manager, other manager directly subordinate to the general manager or any other person assuming the responsibilities of any of the foregoing positions without regard to such person's title. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the appropriateness of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The duty of loyalty includes (i) avoiding any conflict of interest between the office holder's position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company's business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company's affairs that the office holder has received due to his position as an office holder. Each person identified as a director or executive officer in the first table under Item 6.A. "Directors, Senior Management and Employees — Directors and Senior Management" above is an office holder.

Disclosure of Personal Interests of an Office Holder

The Israeli Companies Law requires that an office holder promptly, and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have and all related material information known to him or her and any documents in their possession, in connection with any existing or proposed transaction by us. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business, other than on market terms, or likely to have a material impact on the company's profitability, assets or liabilities, the office holder must also disclose any personal interest held by the office holder's spouse, siblings, parents, grandparents, descendants, spouse's descendants and the spouses of any of the foregoing, or by any corporation in which the office holder or a relative is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

Approval of Transactions with Office Holders

Under the Israeli Companies Law and our Articles of Association, all arrangements as to compensation of office holders who are not directors require approval of our Audit Committee and Board of Directors. The compensation of office holders who are directors must be approved by our Audit Committee, Board of Directors and shareholders.

Some transactions, actions and arrangements involving an office holder (or a third party in which an office holder has an interest) must be approved by the board of directors or as otherwise provided for in a company's articles of association, however, a transaction that is adverse to the company's interest may not be approved. In some cases, such a transaction must be approved by the audit committee and by the board of directors itself, and under certain circumstances shareholder approval may be required. A director who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee may not be present during the board of directors or audit committee discussions and may not vote on the transaction, unless the transaction is not an extraordinary transaction or the majority of the members of the board or the audit committee have a personal interest, as the case may be. In the event the majority of the members of the board of directors or the audit committee have a personal interest, then the approval of the general meeting of shareholders is also required.

Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders

The disclosure requirements that apply to an office holder also apply to a controlling shareholder with respect to his or her personal interest in a proposed transaction. The Israeli Companies Law provides that an extraordinary transaction with a controlling shareholder or an extraordinary transaction with another person in whom the controlling shareholder has a personal interest or a transaction with a controlling shareholder or his relative regarding terms of service and employment, must be approved by the audit committee, the board of directors and shareholders. The shareholder approval for such a transaction requires the affirmative vote of the holders of a majority of the voting power of the company present, provided that either (i) such majority includes at least a majority of the votes cast by shareholders who have no personal interest in the transaction or (ii) the votes cast by shareholders who have no personal interest in the transaction against the transaction do not represent more than two percent of the voting rights in the company. In addition, any such extraordinary transaction with a term of more than three years requires the requisite shareholder approval every three years unless (with respect to transactions not involving management fees or employment terms) the audit committee determines that a term in excess of three years is reasonable under the circumstances.

Under the Companies Regulations (Relief from Related Party Transactions), 5760-2000, promulgated under the Israeli Companies Law, as amended, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval. Such extraordinary transactions must be approved by both the audit committee and board of directors. In addition, under such regulations, directors' compensation and employment

arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, a private placement of securities that will (i) cause a person to become a controlling shareholder or (ii) increase the relative holdings of a shareholder that holds 5% or more of the company's outstanding share capital, or cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital in a private placement in which 20% or more of the company's outstanding share capital prior to the placement are offered, the payment for which (in whole or in part) is not in cash or listed securities nor under market terms, requires approval by the board of directors and the shareholders of the company. Other than as described, under Israeli law private placements require the approval of the board of directors.

The Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company. This rule does not apply if there is already another 25% or greater shareholder of the company. Similarly, the Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold greater than a 45% interest in the company, unless there is another shareholder holding more than a 45% interest in the company. These requirements do not apply if, in general, the acquisition was made in a private placement that received shareholder approval, (i) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, if there is not already a 25% or greater shareholder of the company, or (ii) was from a shareholder holding a 45% interest in the company which resulted in the acquirer becoming a holder of a 45% interest in the company if there is not already a 45% or greater shareholder of the company.

If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a public company's outstanding shares or a class of shares, the acquisition must be made by means of a tender offer for all of the outstanding shares or a class of shares. If less than 5% of the outstanding shares are not tendered in the tender offer, all the shares that the acquirer offered to purchase will be transferred to the acquirer. The Israeli Companies Law provides for appraisal rights if any shareholder files a request with the court within three months following the consummation of a full tender offer, unless the acquirer stipulates that any tendering shareholder forfeits its appraisal rights. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares.

Exculpation, Indemnification and Insurance of Directors and Officers

Exculpation of Office Holders

The Israeli Companies Law provides that an Israeli company cannot exculpate an office holder from liability with respect to a breach of his or her duty of loyalty. If permitted by its articles of association, a company may exculpate in advance an office holder from his or her liability to the company, in whole or in part, with respect to a breach of his or her duty of care. However, a company may not exculpate in advance a director from his or her liability to the company with respect to a breach of his duty of care concerning a distribution, as such term is defined under the Israeli Companies Law.

Insurance of Office Holders

The Israeli Companies Law provides that a company may, if permitted by its articles of association, enter into a contract to insure office holders in respect of liabilities incurred by the office holder with a respect to an act or omission performed in his or her capacity as an office holder, as a result of:

- a breach of the office holder's duty of care to the company or to another person;
- a breach of the office holder's duty of loyalty to the company, provided that the office holder acted in good faith and had reasonable cause to assume that his or her act would not prejudice the company's interests; or
- a financial liability imposed upon the office holder in favor of another person.

Indemnification of Office Holders

The Israeli Companies Law provides that a company may, if permitted by its articles of association, indemnify an office holder for acts or omissions performed by the office holder in such capacity for:

- a monetary liability imposed on the office holder in favor of another person by any judgment, including a settlement or an arbitrator's award approved by a court;
- reasonable legal expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent; and
- reasonable legal expenses, including attorneys' fees, incurred by the office holder or which were imposed on him or her by a court, in an action instituted by the company or on the company's behalf or by another person, against the office holder, or in a criminal charge from which he was acquitted, or in a criminal proceeding in which the office holder was convicted of a criminal offense which does not require proof of criminal intent.

In accordance with the Israeli Companies Law, a company's articles of association may permit the company to:

- prospectively undertake to indemnify an office holder, except that with respect to a monetary liability imposed on the office holder by any judgment, settlement or court-approved arbitration award, the undertaking must be limited to types of events which the company's board of directors deems foreseeable considering the company's actual operations at the time of the undertaking, and to an amount or standard that the board of directors has determined as reasonable under the circumstances; and
- retroactively indemnify an office holder of the company.

Limitations on Exculpation, Insurance and Indemnification

The Israeli Companies Law provides that neither a provision of the articles of association permitting the company to enter into a contract to insure the liability of an office holder, nor a provision in the articles of association or a resolution of the board of directors permitting the indemnification of an office holder, nor a provision in the articles of association exculpating an office holder from duty to the company shall be valid, where such insurance, indemnification or exculpation relates to any of the following:

- a breach by the office holder of his duty of loyalty unless, with respect to insurance coverage or indemnification, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his duty of care if such breach was committed intentionally or recklessly, unless the breach was committed only negligently;
- any act or omission done with the intent to unlawfully yield a personal gain; or
- any fine or forfeiture imposed on the office holder.

Pursuant to the Israeli Companies Law, exculpation of, procurement of insurance coverage for, and an undertaking to indemnify or indemnification of, our office holders must be approved by our Audit Committee and our Board of Directors and, if the office holder is a director, also by our shareholders.

A recent amendment to the Israeli Securities Law, 5728-1968 (the "Israeli Securities Law") and a corresponding amendment to the Companies Law, authorize the Israeli Securities Authority to impose administrative sanctions against companies like ours and their office holders for certain violations of the Israeli Securities Law or the Companies Law. These sanctions include monetary sanctions and, for the office holders, certain restrictions on serving as a director or senior officer of a public company for certain periods of time. The sanction that could be imposed upon an individual is up to NIS 1 million (currently equivalent to approximately $274,000), plus the greater of the following amounts payable to persons who suffered damages as a result of the office holder's violation: (i) the amount of profits earned or losses avoided by the office holder as a result of the violation, up to NIS 1 million, or (ii) compensation for damages suffered by the injured persons, up to 20% of the sanction imposed on the office holder.

The amendments to the Israeli Securities Law and the Companies Law provide that only certain types of such liabilities may be reimbursed by indemnification and insurance. Specifically, legal expenses (including attorneys' fees) incurred by an individual in the applicable administrative enforcement proceeding and any compensation payable to injured parties for damages suffered by them (as described in clause (ii) of the immediately preceding paragraph) may be reimbursed via indemnification or insurance, provided that such indemnification and insurance are authorized by the company's articles of association.

Our Articles of Association allow us to insure, indemnify and exempt our office holders to the fullest extent permitted by law, subject to the provisions of the Israeli Companies Law. On January 18, 2000, our shareholders agreed to indemnify our office holders to the fullest extent permitted under the Israeli Companies Law. At our 2007 annual general meeting of shareholders, our shareholders approved a new form of indemnification agreement, which indemnifies the office holders to the fullest extent permitted under the Israeli Companies Law as was then in effect. In light of the recent amendments to the Companies Law and to the Israeli Securities Law, at our 2011 annual general meeting our shareholders approved and amended form of such indemnification letter that ensures that the our directors and certain officers are afforded protection to the fullest extent permitted by law as currently in effect. In addition, at our Extraordinary General Meeting that we have called for April 30, 2012, our shareholders will be asked to vote whether to approve an amendment to our form of indemnification letter to provide that the maximum coverage

available to all indemnitees under such agreement will be changed from fifty percent of the net equity of our company based on the then-most recent financial statements made publicly available before the date on which the indemnity payment is made to fifty percent of the net equity of our company as of December 31, 2011 (equal to approximately $51 million).

We have also obtained directors and officers liability insurance for the benefit of our office holders. At our Extraordinary General Meeting that we have called for April 30, 2012, our shareholders will be asked to vote whether to approve an increase in the aggregate coverage available under our current directors' and officers' liability insurance policy from $15 million to $30 million to be provided to our directors and certain of our officers.

D. Employees

We reduced the number of our employees during early 2009 as part of our cost-cutting initiatives. The number of our employees increased in 2010, primarily due to our engagement of personnel who were previously employed by Aethra, and remained relatively constant in 2011.

The following table presents the number of our employees categorized by activity as of December 31:

	As of December 31,		
	2009	2010	2011
Research and development	199	222	209
Sales and marketing	127	139	147
Operations and customer support	35	36	37
Management and administration	32	32	31
Total	393	429	424

The following table presents the number of our employees categorized by geographic location as of December 31:

	As of December 31,		
	2009	2010	2011
Israel	226	224	220
Americas	74	66	57
Asia-Pacific	71	74	76
Europe	22	65	71
Total	393	429	424

Our relationships with our employees in Israel are governed by Israeli labor legislation and regulations, extension orders of the Israeli Ministry of Labor and personal employment agreements. Israeli labor laws and regulations are applicable to all of our employees in Israel. The laws concern various matters, including severance pay rights at termination, notice period for termination, retirement or death, length of workday and workweek, minimum wage, overtime payments and insurance for work-related accidents. We currently make contributions towards funding our ongoing contingent legal severance pay obligations by paying monthly premiums for our employees' insurance policies and/or pension funds on account of such severance obligations.

In addition, Israeli law requires Israeli employees and employers to pay specified sums to the National Insurance Institute, which is similar to the United States Social Security Administration. Since January 1, 1995, such amounts also include payments for national health insurance. The payments to the National Insurance Institute that include health insurance fees are approximately 17.9% of wages, of which the employee contributes approximately 67.0% and the employer contributes approximately 33.0%. The majority of our permanent employees are covered by life and pension insurance policies providing customary benefits to employees, including retirement and severance benefits. We contribute 13.3% to 15.8%, depending on the employee, of base wages to such plans and the employee contributes about 5.0%. We and our employees are not parties to any collective bargaining agreements. However, certain provisions of the collective bargaining agreements between the Histadrut, the General Federation of Labor in Israel, and the Coordination Bureau of Economic Organizations, including the Manufacturers' Association of Israel,

are applicable to our employees by "extension orders" of the Israeli Ministry of Labor. These provisions principally concern periodic cost of living adjustments, travel allowances, recuperation pay and other conditions of employment.

At the start of their employment, our employees in Israel generally sign written employment agreements that include confidentiality and non-compete provisions. At the start of their employment, our employees in North America generally sign offer letters specifying basic terms and conditions of employment as well as non-disclosure agreements.

In connection with the Aethra asset acquisition, we are required under Italian law to pay certain expenses relating to former employees of the Aethra video department who are currently subject to the Italian CIGS unemployment plan, or CIGS. The agreement entered into with the seller provides, among other things, that the 150 employees who were previously part of Aethra's video department will become subject to CIGS. CIGS permits companies experiencing financial difficulties to temporarily suspend the employment of employees without having to pay their respective salaries and the suspended employees are entitled to unemployment benefits from the Italian government. During CIGS we are only required to pay monthly social security payments and severance payments for the suspended employees. As of the date of this annual report, approximately 33% of Aethra's video department employees have been recalled to employment duty and have been hired by our Italian subsidiary RADVISION Italy S.r.l, while other employees continue to be suspended from work and receive benefits under the CIGS plan.

In accordance with Italian law, the application to approve a CIGS for crisis was filed with the authorities for a period of 12 months and expired on February 9, 2011. On January 26, 2011, we formally commenced a collective voluntary dismissal procedure (Mobilità) in order to dismiss the employees currently subject to the CIGS plan, commencing February 10, 2011, which was agreed to by the Trade Union. Pursuant to an agreement with the Trade Union executed on February 8, 2011, we have filed an application for a further 12 months of CIGS for reorganization for all employees who do not adhere to the Mobilità. Such CIGS for reorganization has been approved and expired on February 9, 2012. Pursuant to another agreement with the Trade Union executed on February 17, 2012, we filed an application for a further 12 months of CIGS for reorganization for all employees still on pay roll but not needed. The approval process is still in course. However, if the application is refused by the authorities, we will dismiss all of the employees that we do not intend to employ and will pay them advance notice payments and a mandatory indemnity payment.

E. Share Ownership

Beneficial Ownership of Executive Officers and Directors

The following table and the footnotes thereto contain information as of April 19, 2012 regarding the beneficial ownership of our ordinary shares by each of our directors and executive officers.

Name	Number of ordinary shares (1)		Percentage of outstanding ordinary shares (2)	
Zohar Zisapel	5,128,317	(3)	27.35	%
Boaz Raviv	477,798	(4)	2.5	%
Adi Sfadia	*		*	
Joseph Atsmon	*		*	
Liora Lev	*		*	
Yoseph Linde	*		*	
Efraim Wachtel	*		*	

* Less than 1%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary shares relating to options currently exercisable or exercisable within 60 days of the date of this annual report are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable and to voting agreements entered into by each of Zohar Zisapel and Boaz Raviv with Avaya under which they have generally agreed, among other things, to vote all of the ordinary shares beneficially owned by each of them in favor of the approval of the merger agreement between our company and Avaya, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(2) The percentages shown are based on 18, 664,768 ordinary shares issued and outstanding (which exclude 3,851,455 ordinary shares held as treasury stock) as of April 19, 2012.

(3) Includes (i) 3,424,151 ordinary shares owned of record by Mr. Zohar Zisapel; (ii) 85,000 ordinary shares issuable upon the exercise of currently exercisable options granted to Mr. Zohar Zisapel, of which options to purchase 45,000 ordinary shares have an exercise price of $19.59 per share and expire in July 2013 ,options to purchase 20,000 ordinary shares have an exercise price of $7.81 per share and expire in November 2016 and options to purchase 20,000 ordinary shares have an exercise price of $5.3 per share and expire in November 2017; (iii) 1,121,097 ordinary shares owned of record by Lomsha Ltd., an Israeli company controlled by Mr. Zohar Zisapel; (iv) 310,856 ordinary shares owned of record by Michael and Klil Holdings (93) Ltd., an Israeli company controlled by Mr. Zohar Zisapel; and (v) 187,213 ordinary shares owned of record by RAD Data, an Israeli company. Mr. Zohar Zisapel is a principal shareholder and Chairman of the Board of Directors of RAD Data. Mr. Zohar Zisapel and his brother, Mr. Yehuda Zisapel, have shared voting and dispositive power with respect to the shares held by RAD Data.

(4) This number reflects 477,798 ordinary shares issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of the date of this annual report granted to Mr. Raviv, with exercise prices ranging between $4.81 and $20.17 and expiration dates ranging between January 30, 2013 and March 2, 2016.

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Stock Option Plan

In 2000, we adopted our 2000 Employee Stock Option Plan, or the 2000 Plan, which authorizes the grant of options to employees and consultants of our company and its subsidiaries. The 2000 Plan initially authorized the issuance thereunder of up to 636,477 ordinary shares and, in addition, subject to sufficient authorized share capital, provides for the reservation of up to 4% of our share capital, on a fully diluted basis, in each subsequent year following the year 2000. We are currently authorized to issue up to 8,430,935 ordinary shares under the 2000 Plan.

Type of Options. Awards under the 2000 Plan may be granted pursuant to Section 102 of the Israeli Income Tax Ordinance [New Version], 1961, or the Israeli Tax Ordinance, Section 3.(9) of the Israeli Tax Ordinance, and may also be granted in the form of incentive stock options, as provided in Section 422 of the U.S. Internal Revenue Code of 1986, as amended, and non-qualified stock options.

Plan Administration. The Option Committee appointed by the Board of Directors administers the 2000 Plan, subject to the ratification of the Board of Directors. Subject to the provisions of the 2000 Plan and applicable law, the Option Committee has the authority to recommend to the Board of Directors:

- the persons to whom awards are granted;
- the form, terms and conditions of the written stock option agreement evidencing the option, including the type of option and the number of shares to which it pertains, the exercise price, option term, vesting schedule and exercisability of the option in special cases (such as death, retirement, disability and change of control); and
- the form and provisions of the notice of exercise and payment upon exercise of the option.

Subject to the provisions of the 2000 Plan and law, the Board of Directors has the authority to:

- nominate a trustee for options issued under Section 102 of the Israeli Tax Ordinance;
- adjust any or all of the number and type of shares that thereafter may be made the subject of options, the number and type of shares subject to outstanding options, and the grant or exercise price with respect to any option, or, if deemed appropriate, make provision for a cash payment to the holder of any outstanding option in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the 2000 Plan in the event of any dividend or other distribution, recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of shares or other securities;
- interpret the provisions of the 2000 Plan; and
- prescribe, amend, and rescind rules and regulations relating to the 2000 Plan or any award there under as it may deem necessary or advisable.

Option Price. The option price per share may not be less than 100% of the fair market value (as such term is defined in the 2000 Plan) of such share on the date of the award; provided, however, that in the case of an award of an incentive stock option made to a 10% owner (as such term is defined in the 2000 Plan), the option price per share may not be less than 110% of the fair market value of such share on the date of the award.

Option Period. An option may not be exercisable after the expiration of ten years from the date of its award, and in the case of an award of incentive stock options made to a 10% owner, such options may not be exercisable after the expiration of five years from its date of award. No option may be exercised after the expiration of its term. In 2006,

the Board of Directors resolved to reduce the option period of future grants to employees to six years.

Non-Transferability of Options. Options granted under the 2000 Plan are not assignable or transferable by the optionee, other than by will or the laws of descent and distribution, and may be exercised during the lifetime of the optionee only by the optionee or his or her guardian or legal representative. However, during the optionee's lifetime, the optionee may, with the consent of the Option Committee, transfer without consideration all or any portion of his options to members of the optionee's immediate family (as defined in the 2000 Plan), a trust established for the exclusive benefit of members of the optionee's immediate family, or a limited liability company in which all members are members of the optionee's immediate family.

Amendment and Termination. Except as set forth in the 2000 Plan, neither the Board of Directors nor the Option Committee may, without the consent of the optionee, alter or in any way impair the rights of such optionee under any award previously granted. Neither the termination of the 2000 Plan nor the change of control of our company, except to the extent provided in the 2000 Plan, will affect any option previously granted.

A summary of the status of the 2000 Plan as of December 31, 2009, 2010 and 2011, and changes during the years ended on those dates, is presented below:

	Year ended December 31,					
	2009		2010		2011	
	Amount	Weighted average exercise price	Amount	Weighted average exercise price	Amount	Weighted average exercise price
Options outstanding at the beginning of the year	3,294,685 (1)	$10.18	3,394,896 (2)	$9.18	3,726,280 (3)	$8.64
Granted	746,300	$6.26	826,800	$6.37	990,800	$8.30
Exercised	(81,500)	$5.50	(33,475)	$5.77	(273,888)	$6.44
Cancelled and Forfeited	(564,589)	$11.69	(461,941)	$8.71	(436,451)	$8.09
Options outstanding at the end of the year	3,394,896 (2)	$9.18	3,726,280 (3)	$8.64	4,006,741 (4)	$8.77
Options exercisable at the end of the year	1,248,227	$11.69	1,748,368	$10.56	2,163,900	$9.97
Options that may be granted as of the end of the year	605,346		670,770		551,040	

(1) Including options to purchase 340,625 ordinary shares granted to directors of our company outside of the 2000 Plan, pursuant to the approval of our shareholders.

(2) Including options to purchase 230,800 ordinary shares granted to directors of our company outside of the 2000 Plan, pursuant to the approval of our shareholders.

(3) Including options to purchase 271,600 ordinary shares granted to directors of our company outside of the 2000 Plan, pursuant to the approval of our shareholders.

(4) Including options to purchase 334,900 ordinary shares granted to directors of our company outside of the 2000 Plan, pursuant to the approval of our shareholders.

On November 25, 2008, we commenced a tender offer to eligible employees (other than our directors, chief executive officer, chief financial officer, president and senior officers who report to the chief executive officer) to exchange outstanding options to purchase ordinary shares issued under our 2000 Plan having an exercise price of $7.50 or more per share, for replacement options issued under our 2000 Plan that entitle the holder to purchase the same number of our ordinary shares at an exercise price equal to the greater of (i) $7.50 per share and (ii) the per share closing price of our ordinary shares on the NASDAQ Global Select Market on the date the replacements options are granted. Pursuant to the exchange offer that expired on December 24, 2008, we accepted for exchange eligible options to purchase an aggregate of 1,276,950 ordinary shares that had been granted under the 2000 Plan and granted new options to purchase an aggregate of 1,276,950 ordinary shares, under the 2000 Plan. The new options have an exercise price equal to $7.5 and have a vesting schedule as described in the tender offer documents.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table sets forth certain information, as of the date of April 19, 2012, regarding the beneficial ownership by all shareholders known to us to own beneficially more than 5% of our ordinary shares.

Name	Number of ordinary shares beneficially owned (1)	Percentage of outstanding ordinary shares (2)
Zohar Zisapel	5,128,317 (3)	27.35 %
Yehuda Zisapel	1,341,950 (4)	7.19 %
Ross Margolies.	1,578,112 (5)	8.45 %
Renaissance Technologies LLC	924,949 (6)	4.96 %

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary shares relating to options currently exercisable or exercisable within 60 days of the date of this annual report are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, subject to community property laws where applicable and to voting agreements entered into by each of Zohar Zisapel and Yehuda Zisapel with Avaya under which they have generally agreed, among other things, to vote all of the ordinary shares beneficially owned by each of them in favor of the approval of the merger agreement between our company and Avaya, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them. Please also see the Schedule 13D filed by Avaya, together with certain of its affiliates, with the SEC on March 15, 2012 (for further details about the merger agreement see Item 10C “Material Contracts”).

(2) The percentages shown are based on 18,665,668 ordinary shares issued and outstanding (which exclude 3,850,555 ordinary shares held as treasury stock) as of April 19, 2012.

(3) Includes (i) 3,424,151 ordinary shares owned of record by Mr. Zohar Zisapel; (ii) 85,000 ordinary shares issuable upon the exercise of currently exercisable options granted to Mr. Zohar Zisapel, of which options to purchase 45,000 ordinary shares have an exercise price of $19.59 per share and expire in July 2013 ,options to purchase 20,000 ordinary shares have an exercise price of $7.81 per share and expire in November 2016 and options to purchase 20,000 ordinary shares have an exercise price of $5.3 per share and expire in November 2017; (iii) 1,121,097 ordinary shares owned of record by Lomsha Ltd., an Israeli company controlled by Mr. Zohar Zisapel; (iv) 310,856 ordinary shares owned of record by Michael and Klil Holdings (93) Ltd., an Israeli company controlled by Mr. Zohar Zisapel; and (v) 187,213 ordinary shares owned of record by RAD Data, an Israeli company. Mr. Zohar Zisapel is a principal shareholder and Chairman of the Board of Directors of RAD Data. Mr. Zohar Zisapel and his brother, Mr. Yehuda Zisapel, have shared voting and dispositive power with respect to the shares held by RAD Data.

(4) Based solely upon, and qualified in its entirety with reference to, a Schedule 13G/A filed with the SEC on January 21, 2009. Includes: (i) 751,901 ordinary shares owned of record by Mr. Yehuda Zisapel; (ii) 402,836 ordinary shares owned of record by RADbit Inc., a company wholly-owned by Bynet Data Communications Ltd. Mr. Yehuda Zisapel is the controlling shareholder and the chairman of the board of directors of Bynet Data Communications Ltd.; and (iii) 187,213 ordinary shares owned of record by RAD Data, an Israeli company. Mr. Yehuda Zisapel is a principal shareholder and a director of RAD Data. Mr. Yehuda Zisapel and his brother, Mr. Zohar Zisapel, have shared voting and dispositive power with respect to the shares held by RAD Data.

(5) Based solely upon, and qualified in its entirety with reference to, a Schedule 13G/A filed with the SEC on February 14, 2012. The Schedule 13G/A states that of such shares, 1,567,000 ordinary shares are held by Stelliam Master Fund, L.P., a Cayman Islands exempted limited partnership, and Stelliam Master Long Fund, L.P., a Cayman Islands exempted limited partnership. Stelliam Investment Management LP serves as investment manager for such funds and Mr. Ross Margolies is the managing member of Stelliam Investment Management LP. Therefore, each of Stelliam Investment Management LP and Mr. Margolies may be deemed to be the beneficial owner of shares held for the account of such funds. In addition, the Schedule 13G/A states that Mr. Margolies holds directly 11,112 ordinary shares.

(6) Based solely upon, and qualified in its entirety with reference to, a Schedule 13G/A filed with the SEC on February 13, 2012. The Schedule 13G/A was filed by Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation due to its majority ownership of Renaissance Technologies LLC.

Significant Changes in the Ownership of Major Shareholders

On September 28, 2010, Mr. Zohar Zisapel filed a Schedule 13D/A with the SEC reflecting beneficial ownership of 4,887,401, or 26.33%, of our ordinary shares. The Schedule 13D/A reflects an increase in Mr. Zohar Zisapel's beneficial ownership of our ordinary as a result of the self-tender offer that we completed in September 2010. On August 22, 2011, Mr. Zohar Zisapel filed a Schedule 13D/A with the SEC reflecting beneficial ownership of 5,108,317, or 27.61%, of our ordinary shares. The Schedule 13D/A reflects an increase in Mr. Zohar Zisapel's beneficial ownership of our ordinary as a result of open market purchases effected on the NASDAQ Global Select Market in the prior 60 days. On March 19, 2012, Mr. Zohar Zisapel filed a Schedule 13D/A with the SEC reflecting beneficial ownership of 5,128,317, or 27.7%, of our ordinary shares. The Schedule 13D/A reflects an increase in Mr. Zohar Zisapel's beneficial ownership of our ordinary shares as a result of a grant of 20,000 additional options on November 2, 2011.

On February 10, 2009, Clough Capital filed with the SEC Amendment No. 2 to the Schedule 13G, on Schedule 13G/A, reflecting beneficial ownership of 1,232,973, or 6.09%, of our ordinary shares. The Schedule 13G/A reflects that the shares include shares beneficially owned by investment companies, pooled investment vehicles and other accounts for which Clough Capital serves as investment adviser. Such shares may be deemed beneficially owned by (a) Clough Capital Partners L.P., (b) Clough Capital Partners LLC, the general partner of Clough Capital Partners L.P., and (c) Messrs. Clough, Canty and Brock, the managing members of Clough Capital Partners LLC. Each such entity and person disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest therein. On February 10, 2010, Clough Capital filed with the SEC Amendment No. 3 to Schedule 13G, reflecting that it ceased to own any of our shares.

On February 13, 2009, Systematic Financial Management, L.P. reported in an amendment to its Schedule 13G that it had beneficial ownership of 1,124,890 of our ordinary shares and therefore it had ceased to be the beneficial owner of more than 5% of our outstanding shares.

On February 13, 2009, Renaissance Technologies LLC, or Renaissance, filed a Schedule 13G with the SEC reflecting beneficial ownership of 1,513,023, or 7.7%, of our ordinary shares. On February 12, 2010, Renaissance filed with the SEC Amendment No. 1 to the Schedule 13G, on Schedule 13G/A, reflecting beneficial ownership of 1,252,470, or 6.42%, of our ordinary shares. On February 11, 2011, Renaissance filed with the SEC Amendment No. 2 to the Schedule 13G, on Schedule 13G/A, reflecting beneficial ownership of 936,895, or 5.05%, of our ordinary shares. The Schedule 13G/A reflects that the shares are deemed beneficially owned by James H. Simons due to his controlling interest in Renaissance Technologies LLC. On February 13, 2012, Renaissance filed with the SEC Amendment No. 3 to the Schedule 13G, on Schedule 13G/A, reflecting beneficial ownership of 924,949, or 5.03%, of our ordinary shares. The Schedule 13G/A reflects that the shares are deemed beneficially owned by Renaissance Technologies Holdings Corporation due to its majority ownership of Renaissance Technologies LLC.

On April 19, 2010, Stelliam Investment Management LP., or Stelliam Management, and Mr. Ross Margolies filed a Schedule 13G with the SEC reflecting beneficial ownership of 993,500, or 5.09%, of our ordinary shares. On April 20, 2010, such reporting persons filed with the SEC Amendment No. 1 to the Schedule 13G, on Schedule 13G/A, reflecting that Mr. Margolies' beneficial ownership had increased to 1,004,612, or 5.15%, of our ordinary shares, while Stelliam's beneficial ownership had not changed. On February 10, 2011, such reporting persons filed with the SEC Amendment No. 2 to the Schedule 13G, on Schedule 13G/A, reflecting that Mr. Margolies' beneficial ownership had increased to 1,711,112, or 9.22%, of our ordinary shares and Stelliam's beneficial ownership had increased to 1,700,000, or 9.16%. The Schedule 13G/A states that the 1,700,000 ordinary shares are held for the account of Stelliam Master Fund, L.P., a Cayman Islands exempted limited partnership, and Stelliam Master Long Fund, L.P., a Cayman Islands exempted limited partnership. Stelliam Management serves as investment manager for such funds and Mr. Margolies is the managing member of Stelliam Management. Therefore each of Stelliam Management and Mr. Margolies may be deemed to be the beneficial owner of the ordinary shares held for the account of such funds. In addition, the Schedule 13G/A states that Mr. Margolies holds directly 11,112 ordinary shares. On February 14, 2012, such reporting persons filed with the SEC Amendment No. 3 to the Schedule 13G, on Schedule 13G/A, reflecting that Mr. Margolies' beneficial ownership had decreased to 1,578,112, or 8.58%, of our ordinary shares and Stelliam's beneficial ownership had decreased to 1,567,000, or 8.52%. The Schedule 13G/A states that the 1,567,000 ordinary shares are held for the account of Stelliam Master Fund, L.P., a Cayman Islands exempted limited partnership and Stelliam Master Long Fund, L.P., a Cayman Islands exempted limited partnership. Stelliam Management serves as investment manager for such funds and Mr. Margolies is the managing member of Stelliam Management. Therefore each of Stelliam Management and Mr. Margolies may be deemed to be the beneficial owner of the ordinary shares held for the account of such funds. In addition, the Schedule 13G/A states that Mr. Margolies directly holds 11,112 ordinary shares.

On March 14, 2012 we entered into a definitive merger agreement with Avaya, a global provider of business communications and collaboration systems and services. Pursuant to the merger agreement, Avaya will acquire our company and will hold 100% of our shares. For more information about our merger with Avaya see Item 10C "Material Contracts."

Major Shareholders Voting Rights

The voting rights of our major shareholders do not differ from the voting rights of other holders of our ordinary shares.

Record Holders

Based on a review of the information provided to us by our transfer agent, as of April 19, 2012, there were 22 holders of record of our ordinary shares, of which 9 record holders holding approximately 79.23% of our ordinary shares had registered addresses in the United States, including banks, brokers and nominees. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside, since many of these ordinary shares were held of record by banks, brokers or other nominees (including one U.S. nominee company, CEDE & Co., which held approximately 79.23% of our outstanding ordinary shares as of such date).

B. Related Party Transactions

The RAD-BYNET Group

Zohar Zisapel, the Chairman of our Board of Directors and a principal shareholder of our company, and Yehuda Zisapel, a principal shareholder of our company, who formerly was a director and the Chairman of our Board of Directors, are brothers. Individually or together they are directors and principal shareholders of several other companies, which, together with us and the other subsidiaries and affiliates, are known as the RAD-BYNET group (although this is not a legal entity). These corporations include, but are not limited to:

Ab-Net Ltd.	Internet Binat Ltd.	RADIFLOW Ltd.
BYNET Data Communications Ltd.	Packetlight Networks Ltd.	RADWIN Ltd.
BYNET Electronics Ltd.	RAD-BYNET Properties and Services (1981) Ltd.	SILICOM Ltd.
BYNET SEMECH Outsourcing Ltd.	RAD Data Communications Ltd.	WISAIR Inc.
BYNET Systems Applications Ltd.	RADWARE Ltd.	
BYNET Software Systems Ltd.	RADCOM Ltd.	
Ceragon Networks Ltd.		
Channelot Ltd.		

Yehuda and Zohar Zisapel (together or separately) also hold shares in other real estate, holdings, biotechnology and pharmaceutical private companies. The above list does not constitute a complete list of the investments of Messrs. Yehuda and Zohar Zisapel.

In addition to engaging in other businesses, members of the RAD-BYNET group are actively engaged in designing, manufacturing, marketing and supporting data communication products, none of which currently compete with our products. Some of the products of members of the RAD-BYNET group are complementary to, and may be used in connection with, our products.

Efraim Wachtel, a director of our company, serves as the president and chief executive officer of RAD Data Communications Ltd.

We generally ascertain the market prices for goods and services that can be obtained at arms' length from unaffiliated third parties before entering into any transaction with a member of the RAD-BYNET group for those goods and services. In addition, all of our transactions to date with members of the RAD-BYNET group were approved by our Audit Committee and Board of Directors. As a result, we believe that the terms of the transactions in which we have engaged and are currently engaged with other members of the RAD-BYNET group are beneficial to us and no less favorable to us than terms which might be available to us from unaffiliated third parties. Any future transactions and arrangements with entities, including other members of the RAD-BYNET group, in which our office holders have a personal interest will require approval by our Audit Committee, our Board of Directors and, if applicable, our shareholders.

Transactions with related parties:

	Year ended December 31,		
	2009	2010	2011
	($ in thousands)		
Revenues (1)	$526	$277	$113
Cost of revenues (2)	$11	$15	$30
Research and development expenses (3)	$66	$77	$144
Marketing, selling, general and administrativeexpenses (3)	$336	$467	$777
Purchase of property and equipment (4)	$329	$368	$298

(1) Reflects revenues from our products and maintenance sold to affiliated companies.

(2) Reflects the purchase of components from affiliated companies.

(3) Reflects the reimbursement of costs to affiliated companies that such affiliated companies incurred in connection with administrative services that they have provided to our company.

(4) Reflects the cost of property and equipment that we purchased from affiliated companies.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Export Sales

See Note 14c of our consolidated financial statements.

Legal Proceedings

In 2003, a third party sent us correspondence alleging that some of our products infringe upon patents held by such third party and offered to license these patents to us. Subsequent correspondence was exchanged during 2004, in which additional requests were made by the third party. As of December 31, 2011, we recorded a provision of approximately $1,019 million, which we believe covers the probable loss from such allegations.

In March, 2010, Network Analysis GmbH, one of our resellers, filed a lawsuit against us in Germany, alleging we caused it damages due to, among other things, our cessation of the development of one of our products that we allegedly promised to develop. The court subsequently rendered a decision in our favor and no appeal was filed. In May, 2011 Network Analysis filed a lawsuit against the Company in the Tel Aviv District Court for the nominal amount of NIS 2,746,375 (Euro 504,691) with similar accusations. Following initial legal proceedings that included the filing of a number of motions, the parties reached a settlement agreement whereby, in exchange for a lump sum payment, the reseller waived all related claims.

In September 2010, we received a letter from a shareholder, addressed to the Chairman of our Board of Directors, in which certain allegations were made with respect to certain actions and alleged inactions of our company, directors and executive officers in connection with the self-tender offer that we completed in September 2010. We responded to the shareholder refuting all claims and denying any wrongdoings.

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During the first quarter of 2012, we received letters from two separate third parties questioning the use in our products of certain technology that is allegedly patented by them. We are still evaluating our position in response to these letters. However, based on initial internal analysis we believe that these matters will not have a material effect on our financial position.

From time to time, we and our subsidiaries are subject to legal, administrative and regulatory proceedings, claims, demands and investigations in the ordinary course of business, including claims with respect to intellectual property, contracts, employment and other matters. In addition to the above mentioned legal proceedings, we do not believe that we are a party to any pending legal proceeding that is likely to have a material effect on our business, financial condition or results of operations.

Dividend Distributions Policy

We have never declared or paid any cash dividends to our shareholders. We currently intend to retain future earnings for use in our business and do not anticipate paying cash dividends on our ordinary shares in the foreseeable future. Any future dividend policy will be determined by our Board of Directors and will be based upon conditions then existing, including our results of operations, financial condition, current and anticipated cash needs, contractual restrictions and other conditions. In addition, our Articles of Association provide that the declaration of a dividend requires approval by an ordinary resolution of our shareholders, which may decrease but not increase the amount proposed by the Board of Directors.

According to the Israeli Companies Law, a company may distribute dividends out of its profits provided that there is no reasonable concern that such dividend distribution will prevent the company from paying all its current and foreseeable obligations, as they become due. Notwithstanding the foregoing, dividends may be paid with the approval of a court, provided that there is no reasonable concern that such dividend distribution will prevent the company from satisfying its current and foreseeable obligations, as they become due. Profits, for purposes of the Israeli Companies Law, means the greater of retained earnings or earnings accumulated during the preceding two years, after deducting previous distributions that were not deducted from the surpluses. In the event cash dividends are declared, such dividends will be paid in NIS.

B. Significant Changes

Since the date of the annual consolidated financial statements included in this annual report, no significant changes have occurred.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Annual Stock Information

The following table sets forth, for each of the years indicated, the high and low market prices of our ordinary shares on the NASDAQ Global Select Market (for periods from July 1, 2007), the NASDAQ Global Market (for periods prior to July 1, 2007) and the Tel Aviv Stock Exchange:

	NASDAQ		Tel Aviv Stock Exchange	
Year	High	Low	High	Low
2007	$24.97	$10.39	$25.13	$10.57
2008	$11.84	$4.08	$11.29	$4.22

2009	$9.61	$4.31	$9.41	$4.55
2010	$9.02	$5.60	$8.90	$5.50
2011	$12.00	$4.55	$12,56	$4.67

Quarterly Stock Information

The following table sets forth, for each of the full financial quarters in the years indicated, the high and low market prices of our ordinary shares on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange:

	NASDAQ		Tel Aviv Stock Exchange	
	High	Low	High	Low
2010				
First Quarter	$ 6.95	$ 5.95	$ 6.93	$ 5.92
Second Quarter	$ 6.96	$ 5.60	$ 6.84	$ 5.50
Third Quarter	$ 7.00	$ 6.00	$ 7.22	$ 6.14
Fourth Quarter	$ 9.02	$ 6.30	$ 8.90	$ 6.34
2011				
First Quarter	$ 11.71	$ 8.55	$ 11.94	$ 8.61
Second Quarter	$ 12.00	$ 7.28	$ 12.56	$ 7.12
Third Quarter	$ 7.89	$ 5.22	$ 7.61	$ 5.42
Fourth Quarter	$ 10.27	$ 4.55	$ 9.94	$ 4.67
2012				
First Quarter	$ 11.75	$ 7.06	$ 11.75	$ 6.82

Monthly Stock Information

The following table sets forth, for the most recent six months, the high and low market prices of our ordinary shares on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange:

	NASDAQ		Tel Aviv Stock Exchange	
	High	Low	High	Low
October 2011	$5.83	$4.88	$5.95	$5.00
November 2011	$5.85	$4.55	$5.84	$4.67
December 2011	$10.27	$4.76	$9.81	$4.81
January 2012	$9.90	$7.26	$9.75	$6.94
February 2012	$8.41	$7.06	$8.27	$6.87
March 2012	$11.75	$7.62	$11.77	$7.59
April 2012 (until April 20)	$11.76	$11.71	$11.89	$11.49

B. Plan of Distribution

Not applicable.

C. Markets

Our ordinary shares were listed on the NASDAQ Global Market from our initial public offering on March 14, 2000 until July 1, 2006, at which date the listing of our ordinary shares was transferred to the NASDAQ Global Select Market (symbol: RVSN). Since October 20, 2002, our ordinary shares have also been traded on the Tel Aviv Stock Exchange.

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D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expense of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Purposes and Objects of the Company

We are a public company registered under the Israel Companies Law as RADVISION Ltd., registration number 51-165181-2. Pursuant to our memorandum of association, we were formed for the purpose of developing, manufacturing and supplying products in the electronics field in general, and specifically, in the field of data communication.

The Powers of the Directors

Under the provisions of the Israel Companies Law and our Articles of Association, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is materially interested. In addition, our directors cannot vote compensation to themselves or any members of their body without the approval of our Audit Committee and our shareholders at a general meeting. See “Item 6B. Directors, Senior Management and Employees – Compensation.”

Directors may not enter into borrowing arrangements on our behalf except in the manner approved by the Company. The Board of Directors has approved a resolution regarding signing authority to ensure the proper oversight and regulation of officers and directors acting on our behalf.

Rights Attached to Shares

Our authorized share capital consists of 45,000,000 ordinary shares of a nominal value of NIS 0.1 each. All outstanding ordinary shares are validly issued, fully paid and non-assessable.

The rights attached to the ordinary shares are as follows:

Dividend rights. Holders of our ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The board of directors may declare interim dividends and propose the final dividend with respect to any fiscal year only out of the retained earnings, in accordance with the provisions of the Israeli Companies

Law. Our Articles of Association provide that the declaration of a dividend requires approval by an ordinary resolution of the shareholders, which may decrease but not increase the amount proposed by the board of directors. See "Item 8A. Financial Information – Consolidated Statements and Other Financial Information – Dividend Distributions Policy." If after one year a dividend has been declared and it is still unclaimed, the board of directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest or linkage differentials on an unclaimed dividend. Also see "Item 10E. Additional Information – Taxation."

Voting rights. Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

The quorum required for an ordinary meeting of shareholders consists of at least two shareholders present in person or by proxy who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capital. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. At the reconvened meeting, the required quorum consists of any two members present in person or by proxy.

An ordinary resolution, such as a resolution for the declaration of dividends, requires approval by the holders of a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot and voting thereon. Under our Articles of Association, a special resolution, such as amending our memorandum of association or articles of association, approving any change in capitalization, winding-up, authorization of a class of shares with special rights, or other changes as specified in our articles of association, requires approval of a special majority, representing the holders of no less than 65% of the voting rights represented at the meeting in person, by proxy or by written ballot, and voting thereon.

Pursuant to our Articles of Association, our directors (except the outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting and hold office until the next annual general meeting of shareholders and until their successors have been elected. All the members of our Board of Directors (except the outside directors) may be reelected upon completion of their term of office. For information regarding the election of outside directors, see “Item 6C. Directors, Senior Management and Employees – Directors and Senior Management - Board Practices - Election of Directors.”

Rights to share in our company’s profits. Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See this Item 10B. “Additional Information – Memorandum and Articles of Association – Rights Attached to Shares – Dividend Rights.”

Rights in the event of liquidation. In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the nominal value of their holdings. This right may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future.

Changing Rights Attached to Shares

According to our Articles of Association, in order to change the rights attached to any class of shares, unless otherwise provided by the terms of the class, such change must be adopted by a general meeting of the shareholders and by a separate general meeting of the holders of the affected class with a majority of 65% of the voting power participating in such meeting.

Annual and Extraordinary Meetings

Under the Israeli Companies Law, a company must convene an annual meeting of shareholders at least once every calendar year and within 15 months of the last annual meeting. Depending on the matter to be voted upon, notice of at least 21 days or 35 days prior to the date of the meeting is required. Our Board of Directors may, in its discretion, convene additional meetings as "special general meetings." In addition, the board must convene a special general meeting upon the demand of two of the directors, 25% of the nominated directors, one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company. See this "Item 10B. Additional Information - Memorandum and Articles of Association- Rights Attached to Shares-Voting Rights."

Limitations on the Rights to Own Securities in Our Company

Neither our Memorandum of Association nor our Articles of Association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel.

Changes in Our Capital

Changes in our capital are subject to the approval of the shareholders at a general meeting by a special majority of 65% of the votes of shareholders participating and voting in the general meeting.

Provisions Restricting Change in Control of Our Company

Tender Offer. A person wishing to acquire shares, or any class of shares, of a publicly traded Israeli company and who would as a result hold over 90% of the company's issued and outstanding share capital, or a class of shares, is required by the Israeli Companies Law to make a tender offer to all of the company's shareholders for the purchase of all of the remaining issued and outstanding shares of the company, or the class of shares, as the case may be. If the shareholders who do not respond to the offer hold less than 5% of the issued share capital of the company, or of the relevant class of shares, all of the shares that the acquirer offered to purchase will be transferred to the acquirer by operation of law. However, the shareholders may petition the court to determine that the consideration for the acquired shares is less than the shares' fair value and that the acquiring party should pay the shares' fair value. If the dissenting shareholders hold more than 5% of the issued and outstanding share capital of the company, or of the relevant class of shares, as the case may be, the acquirer may not acquire additional shares of the company from shareholders who accepted the tender offer if following such acquisition the acquirer would own over 90% of the company's issued and outstanding share capital, or of the relevant class of shares.

The Israeli Companies Law provides that an acquisition of shares of a public company be made by means of a tender offer if as a result of the acquisition the purchaser would become the holder of a ''control block.'' Under the Israeli Companies Law, shares conferring 25% or more of the voting rights in the company constitute a ''control block.'' The requirement for a tender offer does not apply if there is already another holder of a control block. Similarly, the Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the acquirer would hold more than 45% of the voting rights in the company, unless there is another person holding more than 45% of the voting rights in the company. These requirements do not apply if:

- the acquisition was made in a private placement the object of which was to confer to the acquiring party a ''control block'' where there is no holder of a ''control block,'' or to confer to the acquiring party 45% of the voting rights in the company where there is no holder of 45% of the voting rights in the company, and the private placement received the general meeting's approval;

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- the acquisition was from the holder of a ‘‘control block’’ and resulted in a person becoming the holder of a ‘‘control block;’’ or

- the acquisition was from a shareholder holding more than 45% of the voting rights in the company and resulted in a person becoming a holder of more than 45% of the voting rights in the company.

Merger. The Israeli Companies Law permits merger transactions if approved by each party’s board of directors and, except under certain circumstances specified below, by the majority of each party’s shares voted on the proposed merger at a shareholders meeting convened upon prior notice of at least 35 days (which may be shortened to 14 days in certain circumstances). A merger is defined as the transfer of all assets and liabilities, including conditional, future, known and unknown debts of the target company to the surviving company, as a result of which the target company is liquidated, and stricken out of the Companies Register.

Under the Israeli Companies Law, if the approval of a general meeting of the shareholders is required, merger transactions may be approved by holders of a simple majority of the shares present and voting, in person or by proxy or by written ballot, at the general meeting convened to approve the transaction. If one of the merging companies, or a shareholder that holds 25% or more of the means of control of one of the merging companies, or a 25% shareholder, holds shares of the other merging company, then a dissenting vote of holders of the majority of the shares of the other merging company present and voting, excluding shares held by the merging company or a 25% shareholder thereof, or by anyone acting on behalf of either of them, their relatives and corporations controlled thereby, is sufficient to reject the merger transaction. Means of control are defined as any of the following: (i) the right to vote at a general meeting of a company; and (ii) the right to appoint a director of a company. If the transaction would have been approved but for the exclusion of the votes as previously indicated, a court may still approve the merger upon the request of holders of at least 25% of the voting rights of the company. The court will not approve a merger unless it is convinced that the merger is fair and reasonable, taking into account the values of the merging companies and the consideration offered to the shareholders. Upon the request of a creditor of either party to the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that, as a result of the merger, the surviving company will be unable to satisfy the obligations of the merged company. In addition, a merger may not be completed unless at least 50 days have passed from the date that a proposal for approval of the merger was filed with the Israeli Registrar of Companies and 30 days from the date that shareholder approval of both merging companies was obtained.

Notwithstanding the foregoing, a merger is not subject to the approval of the shareholders of the target company if the target company is a wholly-owned subsidiary of the surviving company. A merger is not subject to the approval of the shareholders of the surviving company if:

- the merger does not require the alteration of the memorandum or articles of association of the surviving company;

- the acquiring company would not issue more than 20% of the voting rights thereof to the shareholders of the target company in the course of the merger and no person will become, as a result of the merger, a controlling shareholder of the surviving company, on a fully diluted basis;

- neither the target company, nor any shareholder that holds 25% of the means of control of the target company is a shareholder of the surviving company; and

    - there is no person that holds 25% or more of the means of control in both companies.

Disclosure of Shareholders' Ownership

The Israeli Securities Law, 5728-1968 and regulations promulgated thereunder contain various provisions regarding the ownership threshold above which shareholders must disclose their share ownership. However, these provisions do not apply to companies, such as ours, whose shares are publicly traded in Israel as well as outside of Israel. As a result of the listing of our ordinary shares on the Tel Aviv Stock Exchange, we are required pursuant to the Israeli Securities Law and the regulations promulgated thereunder to deliver to the Israeli Share Registrar, the Israeli Securities Exchange Commission and the Tel Aviv Stock Exchange, all reports, documents, forms and information received by us from our shareholders regarding their shareholdings, provided that such information was published or required to be published under applicable foreign law.

C. Material Contracts

On March 14, 2012 we entered into a definitive merger agreement with Avaya, a global provider of business communications and collaboration systems and services, and Sonic, a wholly-owned indirect subsidiary of Avaya. Pursuant to the terms of the merger agreement, Sonic will merge with and into our company, with our company continuing as the surviving corporation. We will become a wholly-owned subsidiary of Avaya and our ordinary shares will cease to be traded on NASDAQ and the TASE. Each of our ordinary shares issued and outstanding at the effective time of the merger (other than ordinary shares held by us, Avaya or Sonic) will automatically be converted into the right to receive a payment in cash, without interest and less any applicable withholding tax, equal to $11.85. The merger is valued at approximately $230 million.

The merger, which was approved by the board of directors of both companies, is subject to the approval of our shareholders, as well as customary closing conditions. We have called for an Extraordinary General Meeting of Shareholders to take place on April 30, 2012 to vote on the approval of the merger agreement and the merger, among other items. The approval requires the affirmative vote of the holders of a majority of the ordinary shares present (in person or by proxy) at the meeting and voting on such matter (not including abstentions and broker non-votes).

There is no financing condition to the obligations of Avaya to consummate the transaction and it is currently anticipated that the transaction will be consummated within 90 days of the signing of the merger agreement. Holders of an aggregate of approximately 33.34% of our outstanding shares have entered into voting agreements with Avaya under which they have generally agreed, among other things, to vote all of the ordinary shares owned by them in favor of the approval of the merger agreement, the merger and the other transactions contemplated thereby and against any alternative transaction.

While we have numerous contracts with customers, resellers and distributors we do not deem any such individual contract to be material.

D. Exchange Controls

The ownership or voting of our ordinary shares by non-residents of Israel, except with respect to citizens of countries which are in a state of war with Israel, is not restricted in any way by our Memorandum of Association or Articles of Association or by the laws of the State of Israel.

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our ordinary shares. In May 1998, a new "general permit" was issued under the Israeli Currency Control Law, 1978, which removed most of the restrictions that previously existed under such law, and enabled Israeli citizens to freely invest outside of Israel and freely convert Israeli currency into non-Israeli currencies. Also, there are currently no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the

proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding some transactions. However, legislation remains in effect under which currency controls can be imposed by administrative action at any time.

Non-residents of Israel, other than citizens of countries that are in a state of war with Israel, who purchase our ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our ordinary shares to an Israeli resident, into freely repatriable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

E. Taxation

The following is a discussion of Israeli and United States tax consequences material to our shareholders. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, the views expressed in the discussion might not be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

You are urged to consult your own tax advisor as to the Israeli, United States and other tax consequences of the purchase, ownership and disposition of our ordinary shares, including, in particular, the effect of any non-Israeli, state or local taxes.

Israeli Tax Considerations

The following is a summary of the principal Israeli tax laws, applicable to us, of the Israeli Government programs from which we benefit and of Israeli foreign exchange regulations. This section also contains a discussion of material Israeli tax consequences to our shareholders who are not residents or citizens of Israel. This summary does not discuss all aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances, or to some types of investors subject to special treatment under Israeli law. Examples of investors subject to special treatment under Israeli law include residents of Israel, traders in securities, or persons who own, directly or indirectly, 10% or more of our outstanding voting capital, all of whom are subject to special tax regimes not covered in this discussion. Some parts of this discussion are based on new tax legislation that has not been subject to judicial or administrative interpretation. The discussion should not be construed as legal or professional tax advice and does not cover all possible tax consequences.

General Corporate Tax Structure

Israeli companies were generally subject to corporate tax at the rate of 24% in 2011. On December 5, 2011, the Israeli Parliament, or the Knesset, passed the Law for Tax Burden Reform (Legislative Amendments), 2011 ("the Tax Burden Law") which, among others, cancels effective from 2012, the scheduled progressive reduction in the corporate tax rate and increases the corporate tax rate and capital gains tax to 25% in 2012 and thereafter.

Tax Benefits under the Law for the Encouragement of Capital Investments, 1959

We had two capital investment programs that were granted “Approved Enterprise” status under the Investment Law which expired in 2009 and in 2011, and two programs that qualify as “Beneficiary Enterprises” pursuant to an amendment to the Investment Law that came into effect on April 1, 2005. One of the Beneficiary Enterprise programs was converted from a previously Approved Enterprise program pursuant to the approval of the Israel Tax Authority that we received in October 2007.

Prior to an April 2005 amendment to the Investment Law, the Investment Law provided that capital investments in a production facility (or other eligible assets) may be designated as an Approved Enterprise upon prior approval from the Investment Center of the Israel Ministry of Industry, Trade and Labor, or the Investment Center. Each certificate

of approval for an Approved Enterprise relates to a specific investment program, delineated both by the financial scope of the investment and by the physical characteristics of the facility or the asset. If a company has more than one approval or only a portion of its capital investment is approved, its effective tax rate is the result of a weighted combination of the applicable rates.

The April 2005 amendment to the Investment Law revised the criteria for investment programs qualified to receive tax benefits, which, if qualified, are referred to as a “Beneficiary Enterprise” (rather than the previous terminology of “Approved Enterprise”). Companies that meet the specified criteria will receive the tax benefits without need for prior approval and instead, a company may claim the tax benefits offered by the Investment Law directly in its tax returns. Among other things, the April 2005 amendment provides tax benefits to both local and foreign investors. The period of tax benefits for a new Beneficiary Enterprise commences in the year that is the later of: (i) the year in which taxable income is first generated by a company, or (ii) a year selected by the company for commencement, on the condition that the company meets certain provisions provided by the Investment Law. The amendment does not apply to investment programs approved on or prior to March 31, 2005 and applies only to new investment programs. We began to generate income under the provision of the amendment as of the beginning of 2006.

Tax benefits are available under the April 2005 amendment to production facilities (or other eligible facilities), which are generally required to derive more than 25% of their business income from export. In order to receive the tax benefits, the April 2005 amendment states that the company must make an investment in the Beneficiary Enterprise exceeding a certain percentage or a minimum amount specified in the Investment Law. Such investment may be made over a period of no more than three years ending at the end of the year in which the company requested to have the tax benefits apply to the Beneficiary Enterprise, referred to as the "Year of Election." Where the company requests to have the tax benefits apply to an expansion of existing facilities, then only the expansion will be considered a Beneficiary Enterprise and the company’s effective tax rate will be the result of a weighted average of the applicable rates. In such case, the minimum investment required in order to qualify as a Beneficiary Enterprise is required to exceed a certain percentage or a minimum amount of the company’s production assets at the end of the year before the expansion.

The amended Investment Law specifies certain conditions that a Beneficiary Enterprise has to comply with in order to be entitled to benefits. These conditions include among others:

- that the Beneficiary Enterprise’s revenues during the applicable tax year from any single market (i.e. country or a separate customs territory) do not exceed 75% of the Beneficiary Enterprise’s aggregate revenues during such year; or

- that 25% or more of the Beneficiary Enterprise’s revenues during the applicable tax year are generated from sales into a single market (i.e. country or a separate customs territory) with a population of at least 12 million residents.

A company that owns an Approved Enterprise is eligible for governmental grants, but may elect to receive an alternative package comprised of tax benefits, referred to as the “alternative track.” Under the alternative track, a company’s undistributed income derived from an Approved Enterprise is exempt from corporate tax for an initial period (two to ten years, depending on the geographic location of the Approved Enterprise and Beneficiary Enterprise within Israel). The exemption begins in the first year that the company realizes taxable income from the Approved Enterprise. The benefits for a Beneficiary Enterprise are similar to the "alternative track" of an Approved Enterprise.

After expiration of the initial tax exemption period, the company is eligible for a reduced corporate tax rate of 15% to 25% for the following five to eight years, depending on the extent of foreign investment in the company (as shown in the table below). The benefits period is limited to 12 years from the commencement of Year of Election. A company in which more than 25% of the shareholders are non-residents of Israel, defined under the Investment Law as a Foreign Investors Company, may be eligible for benefits for an extended period of up to ten years.

The tax benefits under the Investment Law relate only to taxable income attributable to the specific Approved Enterprise and/or Beneficiary Enterprise. To the extent we have more than one Approved Enterprise and/or Beneficiary Enterprise or only a portion of our capital investments are derived from approved or Beneficiary Enterprises, our effective tax rate will be the result of a weighted combination of the applicable rates.

Percent of Foreign Ownership	Rate of Reduced Tax	Reduced Tax Period	Tax Exemption Period
0-25%	25%	5 years	2 years
25-49%	25%	8 years	2 years
49-74%	20%	8 years	2 years
74-90%	15%	8 years	2 years
90-100%	10%	8 years	2 years

If a company distributes dividends or completes a liquidation from tax-exempt Approved Enterprise and/or Beneficiary Enterprise income, the company will be taxed on the otherwise exempt income at the same reduced corporate tax rate that applies to it after the initial exemption period. Distribution of dividends or completion of a liquidation derived from Approved Enterprise and Beneficiary Enterprise income that was taxed at reduced rates, but not tax exempt, does not result in additional tax consequences to the company. Shareholders who receive dividends derived from Approved Enterprise and Beneficiary Enterprise income are generally taxed at a rate of 15 %, which is withheld and paid by the company paying the dividend, if the dividend is distributed during the benefits period or within the following 12 years (but the 12-year limitation does not apply to a Foreign Investors Company).

The benefits available to an Approved Enterprise program and a Beneficiary Enterprise program are dependent upon the fulfillment of conditions stipulated in the Investment Law and related regulations (which include making specified investments in property and equipment, and financing a percentage of these investments with share capital) and, for our Beneficiary Enterprises, the conditions contained in a pre-ruling that we received from the Israeli Tax Authority in October 2007. If we do not fulfill these conditions, in whole or in part, the benefits can be cancelled and we may be required to refund the amount of the benefits, linked to the Israeli consumer price index plus interest.

In 2011, due to the acquisition of certain assets from Aethra, we did not comply with all of the conditions stipulated in the pre-ruling that we received from the Israeli Tax Authority in October 2007. Therefore, on May 22, 2011 we submitted an application to the Israeli Tax Authority in respect to our acquisition of certain assets from Aethra. The Aethra acquisition and the provisions of such ruling may affect the tax benefits afforded to us under our Approved Enterprise and Beneficiary Enterprise programs. As of the date of this annual report, we have not received any ruling from the Israeli Tax Authority regarding such application.

We have derived, and expect to continue to derive, a substantial portion of our operating income from our Approved Enterprise and Beneficiary Enterprise facilities. We are therefore eligible for a tax exemption from income for two years, which is allocated to each of the programs on undistributed Approved Enterprise and Beneficiary Enterprise income, and an additional subsequent period of reduced corporate tax rates ranging between 10% and 25%, depending on the level of foreign ownership of our shares. The tax benefits attributable to our current Approved Enterprises and Beneficiary Enterprises are scheduled to expire in phases between 2009 and 2017. We intend to reinvest the entire amount of our tax-exempt income and not to distribute such income as a dividend.

In December 2010, the Knesset passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011, which, among other things, include amendment to the Investment Law, effective as of January 1, 2011. According to the amendment, the benefit tracks under the Investment Law were modified and a uniform tax rate will apply to companies eligible for the "Preferred Enterprise" status. In order to be eligible for preferred enterprise status, a company must meet minimum requirements to establish that it contributes to the country's economic growth and is a competitive factor for the gross domestic product. Companies may elect to irrevocably implement the amendment (while waiving benefits provided under the Investment Law in effect prior to 2011) and subsequently would be subject to the amended tax rates as follows: in peripheral regions (Development Area A) the reduced tax rate is 10% in 2011 and 2012 and is scheduled to be 7% in 2013 and 2014 and 6% starting from 2015. In other regions the tax rate is 15% in 2011 and 2012 and is scheduled to be 12.5% in 2013 and 2014 and 12% starting from 2015. Preferred Enterprises in peripheral regions will be eligible for Investment Center grants, as well as the applicable reduced tax rates.

A distribution from a Preferred Enterprise out of the “Preferred Income” would be subject to 15% withholding tax for Israeli-resident individuals and non-Israeli residents (subject to applicable treaty rates). A distribution from a Preferred Enterprise out of the “Preferred Income” would be exempt from withholding tax for an Israeli-resident company. A company electing to waive its Privileged Enterprise or Approved Enterprise status through June 30, 2015 may distribute “Approved Income” or “Income” subject to 15% withholding tax for Israeli resident individuals and non-Israeli residents (subject to applicable treaty rates) and exempt from withholding tax for an Israeli-resident company. Nonetheless, a distribution from income exempt under Privileged Enterprise and Approved Enterprise programs will subject the exempt income to tax at the reduced corporate income tax rates pertaining to the Privileged Enterprise and Approved Enterprise programs upon distribution, or complete liquidation in the case of a Privileged Enterprise’s exempt income.

We are examining the possible effect of this amendment on our financial statements, if at all, and at this time have not yet decided whether to irrevocably implement the amendment.

Tax Benefits for Research and Development

Israeli tax law permits, under specific conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, relating to scientific research and development projects, if the expenditures are approved by the relevant Israeli government ministry, determined by the field of research, and the research and development is for the promotion of the company and is carried out by or on behalf of the company seeking such deduction. Expenditures not so approved are deductible over a three-year period. However, expenditures from proceeds made available to us through government grants are not deductible according to Israeli law.

Tax Benefits Under the Law for the Encouragement of Industry (Taxes), 1969

According to the Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law, an Industrial Company is a company resident in Israel, at least 90% of the income of which, in a given tax year, determined in Israeli currency (exclusive of income from some government loans, capital gains, interest and dividends), is derived from an industrial enterprise owned by it. An “industrial enterprise” is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Under the Industry Encouragement Law, Industrial Companies are entitled to the following preferred corporate tax benefits:

- amortization of purchases of acquired technology, the cost of know–how and patents over an eight-year period for tax purposes;
- amortization of specified expenses incurred in connection with a public issuance of securities over a three-year period for tax purposes;
- right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli Industrial Companies; and
- accelerated depreciation rates on equipment and buildings.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority. We cannot assure you that we will continue to qualify as an Industrial Company or that the benefits described above will be available to us in the future.

Taxation of our Shareholders

The Tax Burden Law also increased the tax rate on dividend and capital gains by 5%. As such, beginning in 2012, dividend paid to a non–Israeli resident and to Israeli individuals, will be subject to a rate of 25%-30% depending on ownership percentage, unless reduced by an applicable tax treaty.

Taxation of Israeli Shareholders

Israeli resident individuals are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares, other than bonus shares (share dividends) or stock dividends, at the rate of 25%, or 30% for a shareholder that is considered a significant shareholder (within the meaning of the Israeli Income Tax Ordinance, which is a shareholder that holds directly or indirectly, including with others, at least 10% of any means of control in the company) at any time during the 12-month period preceding such distribution. Dividends paid on our ordinary shares to Israeli companies are exempt from such tax, except for dividends distributed from income derived outside of Israel, which are subject to the 25% tax rate.

Dividends paid from income derived from any of our Approved Enterprises or Beneficiary Enterprises are subject to tax, which is withheld at the source, at the rate of 15% (also for Israeli companies), although we cannot assure you that we will designate the profits that are being distributed in a way that will reduce shareholders' tax liability to this tax rate.

Taxation of Non-Israeli Shareholders

Non-residents of Israeli are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares, at the rates applicable to Israeli residents, which tax will be withheld at source, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence.

Under the U.S.-Israel Treaty, the maximum Israeli withholding tax on dividends paid by us is 25%. Dividends of an Israeli company distributed from income of an Approved Enterprise or Beneficiary Enterprise are subject to a 15% withholding tax under Israeli law. The U.S.-Israel Tax Treaty further provides for a 12.5% Israeli dividend withholding tax on dividends paid by an Israeli company to a U.S. corporation owning at least 10% or more of such

Israeli company's issued voting power for, in general, the part of the tax year which precedes the date of payment of the dividend and the entire preceding tax year, provided such U.S. corporation meets certain limitations concerning the amount of its dividend and interest income. The lower 12.5% rate applies only to dividends from income not derived from an Approved Enterprise or Beneficiary Enterprise in the applicable period and does not apply if the company has more than 25% of its gross income derived from certain types of passive income. Residents of the United States generally will have withholding tax in Israel deducted at source. They may be entitled to a credit or deduction for U.S. federal income tax purposes in the amount of the taxes withheld, subject to detailed rules contained in U.S. tax legislation.

Capital gains taxes on sales of our ordinary shares

Israeli law generally imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of assets located in Israel, including shares in Israeli companies, by both residents and non-residents of Israel, if those assets are either (i) located in Israel; (ii) are shares or right to shares in an Israeli resident corporation; (iii) represent, directly or indirectly , rights to assets located in Israel unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. As of January 1, 2012, capital gains derived by a non-Israeli residents and Israeli individuals, on most instruments will be subject to tax at a 25%-30% rate unless an exemption is available under domestic law or an applicable tax treaty. The Israeli Tax Ordinance distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain, which is equivalent to the increase of the relevant asset's purchase price, which is attributable to the increase in the Israeli consumer price index, or a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

Taxation of Israeli Residents

The tax rate generally applicable to the capital gains derived from the sale of shares, whether listed on a stock market or not, is 20% for Israeli individuals, unless such shareholder claims a deduction for financing expenses in connection with such shares, in which case the gain will generally be taxed at a rate of 25%. Additionally, if such shareholder is considered a "significant shareholder" at any time during the 12-month period preceding such sale (i.e., such shareholder holds directly or indirectly, including jointly with others, at least 10% of any means of control in the company) the tax rate will be 25%. Israeli companies are subject to the corporate tax rate on capital gains derived from the sale of listed shares. However, different tax rates may apply to dealers in securities and shareholders who acquired their shares prior to an initial public offering.

The tax basis of our shares acquired prior to January 1, 2003 will generally be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a request may be made to the tax authorities to consider the actual adjusted cost of the shares as the tax basis if it is higher than such average price.

Taxation of Non-Israeli Residents. Capital gains from the sale of our ordinary shares are exempt from Israeli taxation for non-Israeli shareholders, that: (i) did not acquire their shares prior to our initial public offering; and (ii) such gains did not derive from a permanent establishment of such shareholders in Israel. However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of 25% or more in such non-Israeli corporation, or (ii) are the beneficiaries of or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

In addition, the sale, exchange or disposition of our ordinary shares by a shareholder who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) and who holds ordinary shares as a capital asset is also exempt from Israeli capital gains tax under the U.S.-Israel Tax Treaty unless either (i) the shareholder holds, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding such sale or (ii) the capital gains arising from such sale are attributable to a permanent establishment of the shareholder located in Israel. If the above conditions are not met, the U.S. resident would be subject to Israeli tax, to the extent applicable.

United States Federal Income Tax Consequences

The following discussion summarizes the material U.S. federal income tax considerations applicable to the purchase, ownership and disposition of our ordinary shares. Unless otherwise stated, this summary deals only with shareholders that are U.S. Holders (as defined below) who hold their ordinary shares as capital assets.

As used in this section, the term "U.S. Holder" means a beneficial owner of an ordinary share who is:

- an individual citizen or resident of the United States or an individual treated as a U.S. citizen or resident for U.S. federal income tax purposes;

- a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any State or the District of Columbia;

- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

- any trust if (A)(i) a court within the United States is able to exercise primary supervision over the administration of the trust and (ii) one or more United States persons have the authority to control all substantial decisions of the trust, or (B) such trust validly elects to be treated as a United States person.

This description is based on provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), existing and proposed U.S. Treasury regulations promulgated thereunder, administrative and judicial interpretations thereof, and the US-Israel Tax Treaty, each as in effect as of the date hereof. These sources may change, possibly with retroactive effect, and are open to differing interpretations. This description does not discuss all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under U.S. federal income tax law, including:

- insurance companies;

- dealers in stocks, securities or currencies;

- financial institutions and financial services entities;

- real estate investment trusts;

- regulated investment companies;

- persons that receive ordinary shares in connection with the performance of services;

- tax-exempt organizations;

- persons that hold ordinary shares as part of a straddle or appreciated financial position or as part of a hedging, conversion or other integrated instrument;

- persons who acquire their ordinary shares through the exercise or cancellation of employee stock options or otherwise as consideration for their services;

- individual retirement and other tax-deferred accounts;
- expatriates of the United States and certain former long-term residents of the United States;
- persons liable for the alternative minimum tax;
- persons having a "functional currency" other than the U.S. dollar; and
- direct, indirect or constructive owners of 10% or more, by voting power or value, of our company.

If a partnership or an entity treated as a partnership for U.S. federal income tax purposes owns ordinary shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. A partnership that owns ordinary shares and the partners in such partnership should consult their tax own advisors about the U.S. federal income tax consequences of holding and disposing of ordinary shares.

This discussion does not consider the possible application of U.S. federal gift or estate tax or alternative minimum tax.

All investors are urged to consult their own tax advisors as to the particular tax consequences to them of an investment in our ordinary shares, including the effect and applicability of United States federal, state, local and foreign income and other tax laws (including estate and gift tax laws) and tax treaties.

Distributions Paid on the Ordinary Shares

Subject to the discussion below under "Passive Foreign Investment Company Considerations," a U.S. Holder generally will be required to include in his or her gross income as ordinary dividend income the amount of any distributions paid on the ordinary shares, including the amount of any Israeli taxes withheld, to the extent that those distributions are paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. Subject to the discussion below under "Passive Foreign Investment Company Considerations," distributions in excess of our earnings and profits will be applied against and will reduce the U.S. Holder's tax basis in its ordinary shares and, to the extent they exceed that tax basis, will be treated as gain from a sale or exchange of those ordinary shares. Our dividends will not qualify for the dividends-received deduction applicable in some cases to U.S. corporations.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received, regardless of whether the payment is in fact converted into U.S. dollars. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day will have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to certain limitations, "qualified dividend income" received by a noncorporate U.S. Holder in tax years beginning on or before December 31, 2012 will be subject to tax at a reduced maximum tax rate of 15%. Distributions taxable as dividends paid on the ordinary shares should qualify for the 15% rate provided that we are not a passive foreign investment company (see disclosure below) for U.S. tax purposes and that either: (i) we are entitled to benefits under the income tax treaty between the United States and Israel (the "U.S.-Israel Tax Treaty") or (ii) the ordinary shares are readily tradable on an established securities market in the United States and certain other requirements are met. We believe that we are entitled to benefits under the U.S.-Israel Tax Treaty and that the ordinary shares currently will be readily tradable on an established securities market in the United States. However,

no assurance can be given that the ordinary shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied. With respect to the ordinary shares, the U.S. Holder must have held such shares for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The rate reduction also does not apply to dividends received from passive foreign investment companies, see discussion below, or in respect of certain hedged positions or in certain other situations. The legislation enacting the reduced tax rate contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the reduced tax rate. U.S. Holders of ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Foreign Tax Credit

Any dividend income resulting from distributions we pay to a U.S. Holder with respect to the ordinary shares generally will be treated as foreign source income for U.S. foreign tax credit limitation purposes. Subject to certain conditions and limitations, Israeli tax withheld on dividends may be deducted from taxable income or credited against a U.S. Holder's U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, any dividend that we distribute generally will constitute "passive category income," or, in the case of certain U.S. Holders, "general category income." The rules relating to the determination of foreign source income and the foreign tax credit are complex, and the availability of a foreign tax credit depends on numerous factors. Each investor who is a U.S. Holder should consult with its own tax advisor to determine whether and to what extent that investor would be entitled to a foreign tax credit.

Disposition of Ordinary Shares

Upon the sale or other disposition of ordinary shares, subject to the discussion below under "Passive Foreign Investment Company Considerations," a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the disposition and the holder's adjusted tax basis in the ordinary shares. U.S. Holders should consult their own advisors with respect to the tax consequences of the receipt of a currency other than U.S. dollars upon such sale or other disposition.

Gain or loss upon the disposition of the ordinary shares will be treated as long-term if, at the time of the sale or disposition, the ordinary shares were held for more than one year. The deductibility of capital losses by a U.S. Holder is subject to limitations. In general, any gain or loss recognized by a U.S. Holder on the sale or other disposition of ordinary shares will be U.S. source income or loss for U.S. foreign tax credit purposes. U.S. Holders should consult their own tax advisors concerning the source of income for U.S. foreign tax credit purposes and the effect of the U.S.-Israel Tax Treaty on the source of income.

Passive Foreign Investment Company Considerations

As a result of our substantial cash position, we believe that there is a substantial risk that we qualified as a PFIC during the taxable year ended December 31, 2010, and some prior years, under a literal application of the asset test described above, which looks solely to the market value. We believe that there is also a risk that we qualified as a PFIC during the taxable year ended December 31, 2011. Special U.S. federal income tax rules apply to U.S. Holders owning shares of a PFIC.

For U.S. federal income tax purposes, a non-U.S. corporation will be considered a PFIC for any taxable year in which, after applying certain look-through rules, 75% or more of its gross income consists of specified types of passive income, or 50% or more of the average value of its assets consists of assets that produce, or are held for the production of, passive income. For this purpose, passive income includes generally dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income. As a result of our substantial cash position, we believe that there is a substantial risk that we qualified as a PFIC, for U.S. federal income tax purposes, during the taxable year ended December 31, 2010, and some prior years, under a literal application of the asset test described above, which looks solely to the market value. We believe that there is a risk that we also qualified as a PFIC during the taxable year ended December 31, 2011.

If we were classified as a PFIC at any time in its holding period, a U.S. Holder could be subject to increased tax liability upon the sale or other disposition of ordinary shares or upon the receipt of amounts treated as "excess distributions." Under these rules, the excess distribution and any gain would be allocated ratably over the U.S. Holder's holding period for the ordinary shares, and the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a PFIC would be taxed as ordinary income. The amount allocated to each of the other taxable years would be subject to tax at the highest marginal tax rate in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed on the resulting tax allocated to such other taxable years. The tax liability with respect to the amount allocated to years prior to the year of the disposition, or "excess distribution," cannot be offset by any net operating losses. In addition, holders of stock in a PFIC may not receive a "step-up" in basis on shares acquired from a decedent. If we are a PFIC in any year, a U.S. Holder would be required to file an annual return on IRS Form 8621.

The PFIC tax consequences described above will not apply to a U.S. Holder if the U.S. Holder makes an election to treat us as a qualified electing fund, or QEF. If a U.S. Holder makes a timely QEF election, the U.S. Holder would be required to include in income for each taxable year its pro rata share of our ordinary earnings as ordinary income and its pro rata share of our net capital gain as long-term capital gain, whether or not such amounts are actually distributed to the U.S. Holder. However, a U.S. Holder would not be eligible to make a QEF election unless we comply with certain applicable information reporting requirements.

As an alternative to making a QEF election, a U.S. Holder of PFIC stock which is publicly traded may in certain circumstances avoid certain of the tax consequences generally applicable to holders of a PFIC by electing to mark the stock to market annually and recognizing as ordinary income or loss each year an amount equal to the difference as of the close of the taxable year between the fair market value of the PFIC stock and the U.S. Holder's adjusted tax basis in the PFIC stock. Losses would be allowed only to the extent of net mark-to-market gain previously included by the U.S. Holder under the election for prior taxable years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ordinary shares with respect to which the mark to market election is made, is generally treated as ordinary income or loss (except that loss is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that a U.S. Holder included in its income with respect to such ordinary shares in prior years). However, gain or loss from the disposition of ordinary shares (as to which a "mark-to-market" election was made) in a year in which we are no longer a PFIC, will be capital gain or loss. The mark-to-market election is available for so long as our ordinary shares constitute "marketable stock," which includes stock of a PFIC that is "regularly traded" on a "qualified exchange or other market." Generally, a "qualified exchange or other market" includes a national securities exchange that is registered with the SEC or the national market system established pursuant to Section 11A of the Securities Exchange Act of 1934. A class of stock that is traded on one or more qualified exchanges or other markets is "regularly traded" on an exchange or market for any calendar year during which that class of stock is traded, other than in de minimis quantities, on at least 15 days during each calendar quarter. We believe that the NASDAQ Global Select Market will constitute a qualified exchange or other market for this purpose. However, we cannot be certain that our ordinary shares will continue to trade on the NASDAQ Global Select Market or that the ordinary shares will be regularly traded for this purpose.

If we ceased to be a PFIC in 2011 (which is possible, but no assurance can be given in this regard), a U.S. Holder may make a "purging" election under Section 1298(b)(1) of the Code to mark the ordinary shares to market as of December 31, 2010. Any resulting gain would be treated as an excess distribution in 2010.

The rules applicable to owning shares of a PFIC are complex, and each holder who is a U.S. Holder should consult with its own tax advisor regarding the consequences of investing in a PFIC.

Additional Tax on Investment Income

In addition to the taxes on dividends and dispositions of our ordinary shares described above, recently enacted legislation requires certain U.S. Holders that are individuals, estates or trusts to pay up to an additional 3.8% tax on net investment income, which may include dividends and capital gains, for taxable years beginning after December 31, 2012.

Information Reporting and Backup Withholding

Payments in respect of ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and to U.S. backup withholding tax at the rate(currently) of 28%. Backup withholding will not apply, however, if you (i) are a corporation or come within certain exempt categories, and demonstrate the fact when so required, or (ii) furnish a correct taxpayer identification number and make any other required certification. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

Beginning with the 2011 tax year, U.S. individuals that hold certain specified foreign financial assets, including stock in a foreign corporation, with values in excess of certain thresholds are required to file Form 8938 with their U.S. Federal income tax return. Such Form requires disclosure of information concerning such foreign assets, including the value of the assets. Failure to file the form when required is subject to penalties. An exemption from reporting applies to foreign assets held through a U.S. financial institution, generally including a non-U.S. branch or subsidiary of a U.S. institution and a U.S. branch of a non-US institution. Investors are encouraged to consult with their own tax advisors regarding the possible application of this disclosure requirement to their investment in ordinary shares.

Any U.S. holder who holds 10% or more in vote or value of our ordinary shares may be subject to certain additional U.S. information reporting requirements.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to certain of the reporting requirements of the Securities and Exchange Act of 1934, as amended, or the Exchange Act, as applicable to "foreign private issuers" as defined in Rule 3b-4 under the Exchange Act. As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act, and transactions in our equity securities by our officers and directors are exempt from reporting and the "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to

file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the SEC an annual report on Form 20-F containing financial statements audited by an independent accounting firm. We also submit to the SEC reports on Form 6-K containing (among other things) press releases and unaudited financial information. We post our annual report on Form 20-F and quarterly unaudited financial statements filed on Form 6-K on our website (www.radvision.com) promptly following the filing of such reports with the SEC. The information on our website is not incorporated by reference into this annual report.

This annual report and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the SEC public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Securities and Exchange Commission's public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330. The Exchange Act file number for our SEC filings is 0-29871.

The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system.

The documents concerning our company that are referred to in this annual report may also be inspected at our offices located at 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

We are exposed to a variety of risks, including changes in interest rates and foreign currency fluctuations. We are exposed to market risks arising primarily from weak economic conditions in the markets in which we sell our products and from changes in exchange rates or interest rates.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment in Short-term bank deposits and marketable securities. As of December 31, 2011, the vast majority of this amount was linked to the U.S. dollar. The table below details our balance sheet exposure.

The securities in our portfolio are rated at the least as A1. Securities representing about 23% of our marketable securities portfolio are rated as AAA. The table below details our balance sheet exposure:

Expected Maturity Dates

	2012	2013	2014	2015	2016 and thereafter
			(in thousands)		
Marketable securities	12,785	20,119	14,244	-	-
Auction rate securities(*)	-	-	-	-	1,042

(*) The balance is comprised of four auction rate securities, which have suffered from failed auctions since September 2007. As a result of the auction failures these auction rate securities do not have a readily determinable market value. As such, since 2008, we obtain a third party valuation to determine the fair values of these securities. The maturity dates for these securities are between 2036 and 2052.

Foreign Currency Exchange Risk

We develop products in Israel and sell them in the Americas, the Asia-Pacific region and in the Europe, Middle East and Africa region. As a result our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets.

Most of our revenues generated outside of the United States are denominated in U.S. dollars. Costs not effectively denominated in U.S. dollars are re-measured into U.S. dollars, when recorded, at the prevailing exchange rates at the date of the transaction. Consequently, fluctuations in the rates of exchange between the U.S. dollar and non-U.S. dollar currencies affect our results of operations. An increase in the value of a particular currency relative to the U.S. dollar will increase the dollar reporting value for transactions in that particular currency, and a decrease in the value of that currency relative to the U.S. dollar will decrease the dollar reporting value for those transactions.

Since most of our sales are quoted in dollars, and a portion of our expenses are incurred in NIS and Euro, our results may be adversely affected by the appreciation of the NIS and Euro against the U.S. dollar or by a change in the rate of inflation in Israel or if such change in the rate of inflation is not offset, or is offset on a lagging basis, by a corresponding depreciation of the NIS and Euro against the U.S. dollar and other foreign currencies. In 2011 the NIS depreciated by approximately 7.7%, while in 2009 and 2010, the NIS appreciated by approximately 0.7% and 6.0%, respectively, against the U.S. dollar. In 2009, 2010 and 2011, the annual inflation rate in Israel was approximately 3.9%, 2.7% and 2.2%, respectively.

To manage this risk, from time to time, we have entered into forward exchange contracts to hedge some of our foreign currency exposure. During the year ended December 31, 2011, we recognized net income of $299,000 related to the effective portion of our hedging instruments. The effective portion of the hedged instruments was included as an offset of payroll expenses in the statement of operations. During the year ended December 31, 2011, we recorded a loss of $ 1 due to ineffectiveness of payroll hedging activities in financial income, net. As of December 31, 2011, we had outstanding forward exchange contracts for the acquisition of NIS 3.7 million in consideration for $1.0 million matured in January 2012. As of December 31, 2011, the changes in fair value of these contracts were a loss of $50,000.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Material Modifications to the Rights of Security Holders

None.

Use of Proceeds

We sold 4,370,000 of our ordinary shares in our initial public offering on March 14, 2000. The aggregate offering price of the shares sold was $87.4 million. The total expenses of the offering were approximately $8,950,000. None of such expenses were paid directly or indirectly to directors, officers, persons owning 10% or more of any class of equity securities of our company or to our affiliates. The net public offering proceeds to us, after deducting the total expenses were approximately $78,500,000. Such proceeds have been invested in liquid investments and short-term bank deposits and have been used for working capital purposes. As of December 31, 2011, we had $42.4 million in cash, cash equivalents and short-term bank deposits.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure. Our management, including our chief executive officer and chief financial officer, conducted an evaluation of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), as of the end of the period covered by this Annual Report on Form 20-F. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control over Financial Reporting

Our management, including our chief executive officer and chief financial officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In conducting its assessment of internal control over financial reporting, management based its evaluation on the framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations, or the COSO, of the Treadway Commission. Based on that assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, an independent registered public accounting firm that audited and reported on our consolidated financial statements for the year ended December 31, 2011. The attestation report of our independent registered public accounting firm is set forth on page F-3 of our audited consolidated financial statements set forth in Item 18 "Financial Statements," and is incorporated herein by reference.

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Changes in Internal Control over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 16. RESERVED.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Mr. Joseph Atsmon, an outside director and the Chairman of our Audit Committee, qualifies as an audit committee financial expert, as defined by rules of the SEC. For a brief description of Mr. Atsmon's relevant experience, see Item 6.A. "Directors, Senior Management and Employees - Directors and Senior Management."

ITEM 16B. CODE OF ETHICS

We have adopted a Code of Business Conduct and Ethics that applies to our executive and financial officers and all of our employees. The Code of Business Conduct and Ethics is publicly available on our website at www.radvision.com and we will provide shareholders with a written copy upon request. If we make any substantive amendments to the Code of Business Conduct and Ethics or grant any waivers, including any implicit waiver, from a provision of these codes to our chief executive officer, chief financial officer or corporate controller, we will disclose the nature of such amendment or waiver on our website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Independent Registered Public Accounting Firm Fees

The following table sets forth, for each of the years indicated, the fees billed by our independent registered public accounting firm. All such fees were pre-approved by our Audit Committee.

	Year ended December 31,	
Services Rendered	2010	2011
Audit (1)	$ 295,500	$ 215,000
Tax (2)	65,974	65,687
Other	49,790 (3)	-
Total	$ 411,264	$ 280,687

(1) Audit fees are for audit services for each of the years shown in the table, including fees associated with the annual audit (including audit of our internal control over financial reporting) and reviews of our quarterly financial results submitted to the SEC on Form 6-K, consultations on various accounting issues and audit services provided in connection with other statutory or regulatory filings.

(2) Tax fees relate to services performed by the tax division for tax compliance, tax planning, and tax advice related to actual or contemplated transactions, review of our tax returns and tax consulting associated with international transfer prices.

(3) Other fees in 2010 relate to services performed in connection with the Aethra asset acquisition, including due diligence and tax advice relating to the acquisition.

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Pre-Approval Policies and Procedures

Our Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accountants, Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global. The policy generally pre-approves certain specific services in the categories of audit services, audit-related services and tax services up to specified amounts, and sets requirements for specific case-by-case pre-approval of certain projects, those which may have a material effect on our operations or services over certain amounts. Pre-approval may be given as part of the Audit Committee's approval of the scope of the engagement of our independent registered public accountants or on an individual basis. Any proposed services exceeding general pre-approved levels also require specific pre-approval by our Audit Committee. The pre-approval of services is sometimes delegated to one or more of the Audit Committee's members, but the decision must be presented to the full Audit Committee at its next scheduled meeting. The policy prohibits retention of the independent public accountants to perform the prohibited non-audit services defined in Section 201 of the Sarbanes-Oxley Act or the rules of the SEC, and also considers whether proposed services are compatible with the independence of the registered public accountants.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

During the third quarter of 2007, our Board of Directors authorized the repurchase of up to $30 million of our ordinary shares in the open market from time to time at prevailing market prices (the Repurchase Program). In November 2007, the Repurchase Program received the approval of the District Court in Tel Aviv - Jaffa in accordance with the requirements of the Israeli Companies Law. As of December 31, 2011, we had repurchased 3,564,360 ordinary shares under the Repurchase Program at a total purchase price of approximately $27.3 million, or an average price of $7.66 per share. In 2011, we purchased 404,138 ordinary shares at a total purchase price of approximately $3.9 million, or an average price of $9.55 per share.

On September 7, 2010, we completed a self-tender offer, under the Repurchase Program, to purchase 5.0% of our voting power, or 976,906 of our ordinary shares, for $7.30 per share, net in cash, less any required withholding taxes and without interest. We paid an aggregate of approximately $7.13 million for the tendered shares accepted for purchase.

The following table sets forth, for each of the months indicated, the total number of shares purchased by us under the Repurchase Program, the average price paid per share, the number of shares purchased as part of our publicly announced repurchase programs, the maximum number of shares that may yet be purchased under the programs.

Period in 2011	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January	-	-	-	6,579,562
February	81,848	$ 11.31	3,242,070	5,653,578
March	117,250	$ 11.16	3,359,320	4,345,559

April	-		-	-	4,345,559
May	29,227	$	9.47	3,388,547	4,068,769
June	100,667	$	8.97	3,489,214	3,166,130
July	-		-	-	3,166,130
August	46,850	$	5.99	3,536,064	2,885,482
September	28,296	$	5.86	3.564,360	2,719,715
October	-		-	-	2,719,715
November	-		-	-	2,719,715
December	-		-	-	2,719,715

ITEM 16F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Under NASDAQ Listing Rule 5615(a)(3), foreign private issuers, such as our company, are permitted to follow certain home country corporate governance practices instead of certain provisions of the NASDAQ Stock Market Rules. A foreign private issuer that elects to follow a home country practice instead of any of such NASDAQ rules must submit to NASDAQ, in advance, a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws.

On May 12, 2008, we provided NASDAQ with a notice of non-compliance with respect to the requirement to obtain shareholder approval for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company. Under Israeli law and practice, the approval of the board of directors is required for the establishment or amendment of equity based compensation plans. For the approvals and procedures required under Israeli law and practice for an issuance that will result in a change of control of the company, private placements and acquisitions of the stock or assets of another company, see in this Item 6.C. "Directors, Senior Management and Employee - Board Practices - Approval of Related Party Transactions Under Israeli Law-Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders" and Item 10.B. "Additional Information -- Memorandum and Articles of Association - Provisions Restricting Change in Control of Our Company."

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

Consolidated Financial Statements

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ITEM 12. EXHIBITS

Exhibit	Description
1.1	Memorandum of Association of the Registrant (1)
1.2	Articles of Association of the Registrant, as amended(2)
2.1	Form of Ordinary Share Certificate(1)
4.1	Form of 2000 Employee Stock Option Plan (3)
4.2	Key Employee Share Incentive Plan, as amended(1)
4.3	Consultant Option Plan, as amended(1)
4.4	Merger Agreement with Avaya dated March 14, 2012(2)
8.1	List of Subsidiaries of the Registrant
12.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act, as amended
12.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act, as amended
13.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

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Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

(1) Filed as an exhibit to our registration statement on Form F-1, registration number 333-30916, as amended, filed with the SEC, and incorporated herein by reference.

(2) Filed as an exhibit to our Report on Form 6-K for the month of March 2012 submitted on March 19, 2012, and incorporated herein by reference.

(3) Filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2001, filed with the SEC, and incorporated herein by reference.

RADVISION Ltd. and Subsidiaries
Schedule II—Valuation and Qualifying Account

Column A	Column B	Column C Additions			Column D Deductions		Column E
	Balance at Beginning of period	Charged to costs and expenses	Charged to shareholders equity	Due to write offs	Charged to costs and expenses	Charged to shareholders equity	Balance at end of period
Year ended December 31, 2011:							
Allowance for doubtful accounts	1,520,000	481,000	-	-	43,000	-	1,958,000
Provision for slow-moving inventory or technological obsolescence	972,000	530,000	-	76,000	-	-	1,426,000
Deferred taxes valuation allowances	7,537,000	5,952,000	-	-	-	396,000	13,093,000
Total	$ 10,124,000	6,963,000	-	76,000	43,000	396,000	17,602,000
Year ended December 31, 2010:							
Allowance for doubtful accounts	1,471,000	67,000	-	18,000	-	-	1,520,000
Provision for slow-moving inventory or technological obsolescence	804,000	444,000	-	182,000	94,000	-	972,000
Deferred taxes valuation allowances	7,705,000	329,000	-	-	-	497,000	7,537,000
Total	$ 9,980,000	$ 935,000	$ -	$ 200,000	$ 94,000	$ 497,000	$ 10,124,000
Year ended December 31, 2009:							
Allowance for doubtful accounts	927,000	580,000	-	36,000	-	-	1,471,000
Provision for slow-moving inventory or technological obsolescence	744,000	366,000	-	244,000	62,000	-	804,000
Deferred taxes valuation allowances	672,000	7,600,000	-	-	-	567,000	7,705,000
Total	$ 2,343,000	$ 8,546,000	$ -	$ 280,000	$ 62,000	$ 567,000	$ 9,980,000

RADVISION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011

U.S. DOLLARS IN THOUSANDS

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Kost Forer Gabbay &
Kasierer
3 Aminadav St.
Tel-Aviv 67067, Israel

Tel: 972 (3)6232525
Fax: 972 (3)5622555
www.ey.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

RADVISION LTD.

We have audited the accompanying consolidated balance sheets of RADVISION Ltd. ("the Company") and its subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the accompanying financial statement Schedule II listed in the Index in Item 18. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2010 and 2011, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the accompanying financial statement Schedule II listed in the Index in Item 18, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 23, 2012 expressed an unqualified opinion thereon.

As discussed in Note 2e to the consolidated financial statements, effective April 1, 2009, the Company changed its method of accounting for recognition and measurement of other-than-temporary losses on debt securities.

/s/ Kost Forer Gabbay & Kasierer

Tel-Aviv, Israel
April 23 , 2012

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Kost Forer Gabbay &
Kasierer
3 Aminadav St.
Tel-Aviv 67067, Israel

Tel: 972 (3)6232525
Fax: 972 (3)5622555
www.ey.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

RADVISION LTD.

We have audited RADVISION Ltd.'s ("the Company") and its subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("the COSO criteria"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

Kost Forer Gabbay &
Kasierer
3 Aminadav St.
Tel-Aviv 67067, Israel

Tel: 972 (3)6232525
Fax: 972 (3)5622555
www.ey.com

In our opinion, the Company and its subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company and its subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the accompanying financial statement Schedule II listed in the Index in item 18. Our report dated April 23, 2012 expressed an unqualified opinion thereon.

/s/ Kost Forer Gabbay & Kasierer

Tel-Aviv, Israel
April 23 , 2012

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

RADVISION LTD.

AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2010	2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 17,753	$ 19,710
Short-term bank deposits	47,792	22,690
Short-term marketable securities	14,897	12,785
Trade receivables (net of allowance for doubtful accounts of $ 1,520 and $ 1,958 as of December 31, 2010 and 2011, respectively)	15,137	18,495
Other accounts receivable and prepaid expenses	7,083	6,129
Inventories	2,556	2,216
Total current assets	105,218	82,025
NON-CURRENT ASSETS:		
Marketable securities	35,943	35,405
Prepaid expenses	1,055	258
Severance pay fund	7,662	7,260
Deferred tax asset, net	1,488	733
Total non-current assets	46,148	43,656
PROPERTY AND EQUIPMENT, NET	4,573	4,194
GOODWILL	4,747	4,747
OTHER INTANGIBLE ASSETS, NET	4,925	3,163
Total assets	$ 165,611	$ 137,785

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

RADVISION LTD.

AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands, except share data

	December 31,	
	2010	2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	$ 3,499	$ 3,137
Deferred revenues	7,938	7,868
Accrued expenses and other accounts payable	19,057	15,035
Total current liabilities	30,494	26,040
ACCRUED SEVERANCE PAY	8,776	8,956
Total liabilities	39,270	34,996
SHAREHOLDERS' EQUITY:		
Share capital-		
Ordinary shares of NIS 0.1 par value - Authorized: 45,000,000 shares as of December 31, 2010 and 2011; Issued: 22,516,223 shares as of December 31, 2010 and 2011; Outstanding: 18,565,949 and 18,435,699 shares as of December 31, 2010 and 2011, respectively	234	234
Additional paid-in capital	149,121	151,554
Treasury stock (3,950,274 and 4,080,524 Ordinary shares as of December 31, 2010 and 2011, respectively)	(39,745)	(40,747)
Accumulated other comprehensive loss	(276)	(742)
Retained earnings (Accumulated deficit)	17,007	(7,510)
Total shareholders' equity	126,341	102,789
Total liabilities and shareholders' equity	$ 165,611	$ 137,785

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

RADVISION LTD.

AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands, except per share data

	Year ended December 31,		
	2009	2010	2011
Revenues:			
Products	$52,199	$67,051	$48,030
License and royalties	13,374	11,135	11,261
Services	15,425	17,053	18,667
Total revenues	80,998	95,239	77,958
Cost of revenues:			
Products	12,375	20,600	20,114
Services	4,996	5,657	4,865
Total cost of revenues	17,371	26,257	24,979
Gross profit	63,627	68,982	52,979
Operating costs and expenses:			
Research and development	26,980	30,937	31,944
Selling and marketing	27,577	31,740	36,111
General and administrative	5,493	6,057	5,701
Acquisition-related restructuring expenses, net	-	2,722	105
Acquisition-related costs	580	364	806
Total operating costs and expenses	60,630	71,820	74,667
Operating income (loss)	2,997	(2,838)	(21,688)
Financial income, net	1,719	1,000	920
Income (loss) before taxes on income	4,716	(1,838)	(20,768)
Taxes on income	5,490	1,586	2,655
Net loss	$(774)	$(3,424)	$(23,423)
Basic and diluted net loss per Ordinary share	$(0.04)	$(0.18)	$(1.27)

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

RADVISION LTD.

AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share data

	Ordinary shares		Additional paid-in	Treasury	Accumulated other comprehensive income	Total comprehensive	Retained Earnings (Accumulated	Total shareholders'
	Number	Amount	Capital	stock	(loss)*)	loss	deficit)	equity
Balance as of January 1, 2009	19,632,713	$234	$ 141,107	$(32,733)	$ 348		$ 20,627	$ 129,583
Tax benefit related to exercise of stock options	-	-	567	-	-		-	567
Purchase of treasury shares	(204,833)	-	-	(1,141)	-		-	(1,141)
Exercise of share options by employees	81,500	-	-	904	-		(458)	446
Stock-based compensation	-	-	4,324	-	-		-	4,324
Other comprehensive loss:								
Changes in fair value of cash flow hedge	-	-	-	-	(186)	$ (186)	-	(186)
Accumulated effect of adoption of new accounting standard (Note 2e)	-	-	-	-	(1,198)	-	1,198	-
Unrealized gain from available-for-sale marketable securities	-	-	-	-	194	194	-	194
Net loss	-	-	-	-	-	(774)	(774)	(774)
Total comprehensive loss						$ (766)		
Balance as of December 31, 2009	19,509,380	234	145,998	(32,970)	(842)		20,593	133,013
Tax benefit related to exercise of stock options	-	-	497	-	-		-	497

Purchase of treasury shares	(976,906)	-	-	(7,131)	-		-	(7,131)
Exercise of share options by employees	33,475	-	-	356	-		(162)	194
Stock-based compensation	-	-	2,626	-	-		-	2,626
Other comprehensive loss:								
Changes in fair value of cash flow hedge	-	-	-	-	317	$ 317	-	317
Unrealized gain from available-for-sale marketable securities	-	-	-	-	249	249	-	249
Net loss	-	-	-	-	-	(3,424)	(3,424)	(3,424)
Total comprehensive loss						$ (2,858)		
Balance as of December 31, 2010	18,565,949	234	149,121	(39,745)	(276)		17,007	126,341
Tax benefit related to exercise of stock options	-	-	396	-	-		-	396
Purchase of treasury shares	(404,138)	-	-	(3,860)	-		-	(3,860)
Exercise of share options by employees	273,888	-	-	2,858	-		(1,094)	1,764
Stock-based compensation	-	-	2,037	-	-		-	2,037
Other comprehensive loss:								
Changes in fair value of cash flow hedge	-	-	-	-	(529)	$ (529)	-	(529)
Unrealized gain from available-for-sale marketable securities	-	-	-	-	63	63	-	63
Net loss	-	-	-	-	-	(23,423)	(23,423)	(23,423)
Total comprehensive loss						$ (23,889)		
Balance as of December 31, 2011	18,435,699	$234	$151,554	$(40,747)	$ (742)		$ (7,510)	$ 102,789

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

RADVISION LTD.

AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands

*) Accumulated other comprehensive income (loss):	Year ended December 31,		
	2009	2010	2011
Accumulated changes in fair value of cash flow hedge	$162	$479	$(50)
Accumulated unrealized loss from available-for-sale marketable securities	(1,004)	(755)	(692)
Total	$(842)	$(276)	$(742)

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

RADVISION LTD.

AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2009	2010	2011
Cash flows from operating activities:			
Net loss	$(774)	$(3,424)	$(23,423)
Adjustments required to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	3,153	4,724	4,583
Gain on sale of property and equipment	(1)	-	-
Accrued interest on marketable securities and bank deposits, amortization of premium, accretion of discount, other-than-temporary impairment of marketable securities, net	421	(365)	480
Stock-based compensation	4,324	2,626	2,037
Tax benefit related to loss carryforwards resulting from exercise of stock options	(567)	(497)	(396)
Decrease (increase) in trade receivables, net	2,406	(3,425)	(3,358)
Decrease (increase) in other accounts receivable and prepaid expenses	(1,000)	(1,032)	48
Decrease (increase) in inventories	205	(1,476)	340
Decrease (increase) in long-term prepaid expenses	(1,032)	1,255	797
Change in deferred tax asset, net	4,406	(136)	1,235
Increase (decrease) in trade payables	(577)	2,024	(362)
Decrease in deferred revenues	(245)	(126)	(70)
Increase (decrease) in accrued expenses and other accounts payable	(3,120)	5,800	(2,101)
Change in accrued severance pay, net	(343)	57	582
Net cash provided by (used in) operating activities	7,256	6,005	(19,608)

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

RADVISION LTD.

AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2009	2010	2011
Cash flows from investing activities:			
Proceeds from maturity of marketable securities	32,495	23,490	27,140
Purchase of marketable securities	(31,490)	(43,285)	(24,973)
Proceeds from withdrawal of bank deposits	169,875	50,512	66,331
Purchase of bank deposits	(173,490)	(42,971)	(41,163)
Purchase of property and equipment	(2,103)	(2,863)	(2,442)
Payment for the acquisition of Aethra	-	(6,984)	(1,575)
Proceeds from sale of property and equipment	2	-	-
Net cash provided by (used in) investing activities	(4,711)	(22,101)	23,318
Cash flows from financing activities:			
Purchase of treasury shares at cost	(1,141)	(7,131)	(3,860)
Issuance of treasury shares for cash upon exercise of options	446	194	1,711
Tax benefit related to exercise of stock options	567	497	396
Net cash used in financing activities	(128)	(6,440)	(1,753)
Increase (decrease) in cash and cash equivalents	2,417	(22,536)	1,957
Cash and cash equivalents at the beginning of the year	37,872	40,289	17,753
Cash and cash equivalents at the end of the year	$40,289	$17,753	$19,710
Supplemental disclosure of cash flow activity:			
Cash paid during the year for:			
Interest	$29	$-	$131
Income taxes	$242	$294	$472

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

RADVISION LTD.
AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL

a. RADVISION Ltd. ("the Company") is an Israeli company which designs, develops and supplies products and technology that enable real-time voice, video and data communications over packet networks, including the Internet and other networks based on the Internet Protocol ("IP").

The Company's products and technology are used by its customers to develop systems that enable enterprises and service providers to use packet networks for real-time IP communications.

The Company operates under two reportable segments: 1) the Video Business Unit ("VBU"), which develops a complete portfolio of video conferencing products, including video network infrastructure, desktop video solutions, conference room endpoint products and management software; and 2) the Technology Business Unit ("TBU"), which focuses on creating developer toolkits for the underlying IP communication protocols and testing tools needed for real-time voice and video over IP.

b. Revenues derived from the Company's largest customer in 2009, 2010 and 2011 represented 42%, 34% and 12%, respectively, of total sales. In April 2010, this customer acquired one of the Company's principal competitors. The Company expects that its sales to this customer will continue to decline in 2012.

c. 1. On February 10, 2010, the Company acquired certain assets of Aethra Video Srl and Aethra SpA of Ancona, Italy (together, "Aethra"), including certain intellectual property and technology for High Definition video conferencing endpoint systems. With this acquisition, the Company entered into the video conferencing endpoint market segment. The Company has had an original equipment manufacturer ("OEM") relationship with Aethra since 2005, through which the Company's video infrastructure products and technology have been included in Aethra video solutions, allowing Aethra to offer the market a complete end-to-end solution.

The agreements for the acquisition were incorporated into Aethra's pre-insolvency plan that was filed and admitted by the Italian court on January 25, 2010.

The acquisition also included the purchase of additional fixed assets and selected commercial agreements. As of December 31, 2010, the Company has paid $ 6,984 and accrued $ 1,575 for Aethra’s purchase price. As of December 31, 2011, the Company has paid the entire purchase price amount of $ 8,559 and has no additional obligations to pay for the aquisition.

RADVISION LTD.
AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL (Cont.)

2. Purchase Price Allocation:

In accordance with ASC 805, the total purchase price which was accrued during the first 12 months following the closing of the purchase agreement, was allocated to the assets acquired and liabilities assumed based on their estimated fair values as set forth below as of the acquisition date. The excess of the purchase price over the net tangible and identifiable intangible assets was recorded as goodwill.

Current assets, net	$68
Customer relationships	1,680
Technology	4,200
In-process research and development	830
Goodwill (tax deductible) *)	1,781
Total final purchase price	$8,559

*)Allocated to the VBU segment.

3. Intangible assets:

In performing the purchase price allocation, the Company considered, among other factors, the intention for future use of acquired assets, analyses of historical financial performance and estimates of future performance of Aethra's products. The fair value of intangible assets was based on a valuation completed by a third party valuation firm using the income approach and estimates and assumptions provided by management. The following table sets forth the components of intangible assets associated with the Aethra acquisition:

	Fair value	Useful life
Customer relationships (1)	$ 1,680	4 years
Technology (2)	4,200	4 years
In-process research and development (3)	830	4 years (*)
Total intangible assets	$ 6,710	

(*)In May 2010, upon completion of the development stage, the Company determined the useful life to be four years and classified this amount to Technology.

(1)Customer relationships represent the underlying relationships and agreements with Aethra's installed customer base and will be amortized over a period of four years using the accelerated method.

NOTE 1:- GENERAL (Cont.)

(2) Technology represents a combination of Aethra processes, patents and trade secrets related to the design and development of its products. This proprietary know-how can be leveraged to develop new technology and improve the Company's products. The technology is amortized over a period of four years using the straight line method.

(3) In-process research and development ("IPR&D") represents incomplete Aethra research and development projects that had not reached technological feasibility and had no alternative future use as of the date of the acquisition. Upon completion of development, the acquired IPR&D will be considered finite-lived assets and will be amortized accordingly over four years.

The total acquisition related restructuring expenses, net of $ 2,722 in 2010 and $ 105 in 2011, consisted of certain labor related liabilities of Aethra's video department employees. Under Italian law, the Company assumed certain obligations towards these employees following the acquisition of certain Aethra assets in February 2010. These employees do not provide any service to the Company.

Such employees are currently subject to the Italian Cassa Integrazione Guadagni Straordinaria ("CIGS") unemployment plan. Under the CIGS plan, such employees are entitled to unemployment benefits from the Italian government and the Company is required to pay monthly social security payments and severance payments. Under the terms of the CIGS plan, the Company recorded a provision in the total amount of $ 2,478 and $ 1,764 as of December 31, 2010 and 2011, respectively (see also Note 10).

During 2011, the Company completed the second and final phase of the acquisition of Aethra. As part of the second phase the Company paid an additional $ 806 which was recorded as part of acquisition related costs since according to ASC 805 this payment was not part of business combination payment.

In 2010, acquisition-related costs in the amount of $ 364 consisted mainly of legal and financial advisors fees.

RADVISION LTD.
AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL (Cont.)

The following unaudited condensed combined pro forma information for the year ended December 31, 2009, gives effect to the acquisition of certain assets of Aethra as if the acquisition had occurred on January 1, 2009. The pro forma information is not necessarily indicative of the results of operations, which actually would have occurred had the acquisition been consummated on that date, nor does it purport to represent the results of operations for future periods. For the purposes of the pro forma information, the Company has assumed that net loss includes additional amortization of intangible assets related to the acquisition of $ 1,785 and other acquisition-related expenses of $ 3,086 in 2009. The acquisition did not have a material effect on pro forma financial data for the period from January 1, 2010 to February 10, 2010.

	December 31, 2009 Unaudited
Revenues	$ 89,586
Net loss	$ (5,937)
Basic and diluted net loss per share	$ (0.30)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements are prepared according to generally accepted accounting principles in the United States ("U.S. GAAP").

a. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

b. Financial statements in U.S. dollars:

The Company's revenues are generated mainly in U.S. dollars ("dollar"). In addition, a significant portion of the costs of the Company and its subsidiaries is incurred in dollars. The Company's management believes that the dollar is the currency of the primary economic environment in which the Company and its subsidiaries operate. Thus, the functional and reporting currency of the Company and its subsidiaries is the dollar.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Accordingly, the Company's and its subsidiaries' transactions and balances denominated in dollars are presented at their original amounts. Non-dollar transactions and balances have been remeasured into dollars in accordance with ASC 830, "Foreign Currency Matters." Amounts in currencies other than dollars have been remeasured as follows:

Monetary balances - at the exchange rate in effect on the balance sheet date;

Non monetary balances - at the exchange rates in effect as of the date of the transactions;

All exchange gains and losses from the remeasurement mentioned above are reflected in the statements of operations under financial income, net.

c. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated upon consolidation.

d. Cash and cash equivalents:

Cash and cash equivalents include short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the date of purchase.

e. Marketable securities:

The Company accounts for investments in debt securities in accordance with ASC 320, "Investments - Debt and Equity Securities." Management determines the appropriate classification of its investments in debt securities at the time of purchase and reevaluates such determinations at each balance sheet date. As of December 31, 2010 and 2011, the Company classified its marketable securities (except for auction rate securities) as held-to-maturity securities and the auction rate securities as available-for-sale.

Securities classified as available-for-sale are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss) until realized, a separate component of shareholders' equity, net of taxes. Realized gains and losses on sales of investments, as determined on a specific identification basis, are included in the consolidated statements of operations. The Company presented its available-for-sale securities in long-term investments (see Note 3b).

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Debt securities are classified as held-to-maturity since the Company has the intent and ability to hold these securities to maturity. These securities are stated at amortized cost and are therefore adjusted for amortization of premiums or accretion of discounts to maturity. Such amortization, accretion and interest on the debt securities are included in financial income, net.

The Company adopted ASC 320, "Recognition and Presentation of Other-Than-Temporary Impairment." This guidance clarifies the interaction of the factors that should be considered when determining whether a debt security is other than temporarily impaired; provides guidance as to the amount of other-than-temporary impairment recognized in earnings and other comprehensive income; and expands the disclosures required for other-than-temporary impairments for debt and equity securities. The guidance requires an entity to assess whether it intends to sell, or it is more likely than not that it will be required to sell a security before recovery of its amortized cost basis. If either of those criteria is met, the entire difference between amortized cost and fair value is recognized in earnings. For securities that do not meet these criteria, the amount of impairment recognized in earnings is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income. The Company adopted this guidance on April 1, 2009, and reclassified $ 1,198 of the non-credit related portion of other-than-temporary impairment losses recognized in prior period earnings as a cumulative effect adjustment that increased retained earnings and decreased accumulated other comprehensive income at April 1, 2009. (See also Note 3b).

f. Short-term bank deposits:

Short-term bank deposits are deposits with maturities of more than three months but less than one year. The deposits are in dollars and bear interest at an annual weighted average rate of 1.36% and 1.70% at December 31, 2010 and 2011, respectively. The short-term deposits are presented at their cost, including accrued interest.

g. Inventories:

Inventories are stated at the lower of cost or market value.

Cost is determined as follows:

Raw materials and finished products - using the average cost method.

RADVISION LTD.
AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Inventory write-offs and write-down provisions are recorded to cover risks arising from slow-moving items and/or technological obsolescence. The Company periodically evaluates the quantities on hand relative to historical and projected sales volume (which is determined based on an assumption of future demand and market conditions) and the age of the inventory. Based on this evaluation, provisions are made when required to write inventory down, recorded as part of cost of revenues in consolidated statement of operations. During the years ended December 31, 2009, 2010 and 2011, the Company wrote-off and wrote down inventory due to slow-moving items and/or technological obsolescence in the amounts of $ 304, $ 350 and $ 530, respectively.

h. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, at the following annual rates:

	%
Computers and peripheral equipment	33
Office furniture and equipment	7 - 15
Motor vehicles	15
Leasehold improvements	Over the shorter of the term of the lease or useful lives

i. Goodwill and intangible assets:

Goodwill reflects the excess of the purchase price of a business acquired over the fair value of net assets acquired. Intangible assets consist of acquired technology, distribution network, customer relationships and IPR&D.

The Company follows the provisions of ASC 350, "Intangibles - Goodwill and Other" ("ASC 350"), according to which goodwill is not amortized but instead is tested for impairment at least annually (or more frequently if impairment indicators arise) at the reporting unit level. The reporting unit is described as an operating segment as that term is used in ASC 280, "Segment Reporting" ("ASC 280"), or one level below the operating segment. The Company has allocated all of its goodwill (including goodwill recorded as part of the Aethra acquisition) to the VBU reporting unit.

ASC 350 prescribes a two-phase process for impairment testing of goodwill.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In the first phase of impairment testing, goodwill attributable to each of the reporting units is tested for impairment by comparing the fair value of each reporting unit with its carrying value. For purpose of performing step one of the impairment test the Company estimated the fair value of the reporting unit according to the discounted cash flows (a present value technique). If the carrying value is less than the fair value, no impairment exists and the second step does not need to be completed. If the carrying value is higher than the fair value, there is an indication that impairment may exist, and a second step must be completed, to compute the amount of impairment. As of December 31, 2009, 2010 and 2011, no indication of impairment was identified. As a result, step two was not required.

Intangible assets are amortized over their useful lives using a method of amortization that reflects the pattern in which the economic benefits of the intangible assets are consumed or otherwise used up, in accordance with ASC 350. The Company amortizes its intangible assets on a straight-line basis, except for customer relationships (see also Note 1c and Note 2j).

j. Impairment of long-lived assets:

Long-lived assets are reviewed for impairment in accordance with ASC 360, "Property, Plant and Equipment" and ASC 205, "Presentation of Financial Statements" ("ASC 360" and "ASC 205," respectively), whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment exists when the carrying value of the asset exceeds the aggregate undiscounted cash flows expected to be generated by the asset. The impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. As of December 31, 2009, 2010 and 2011, no impairment losses were identified.

k. Severance pay:

The Company's liability for severance pay is calculated pursuant to Israel's Severance Pay Law based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees are entitled to one month's salary for each year of employment or a portion thereof. The Company covers this liability by monthly deposits to insurance policies and by an accrual.

The value of these policies is recorded as an asset in the Company's balance sheet. The deposited funds include profits accumulated up to the balance sheet date. The deposited funds may be withdrawn only once an employee is entitled to severance pay pursuant to Israel's Severance Pay Law or labor agreements. The value of the deposited funds is based on the cash surrendered value of these policies and includes immaterial profits.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Severance pay expense for the years ended December 31, 2009, 2010 and 2011 amounted to approximately $ 1,182, $ 1,497 and $ 1,570, respectively.

l. Derivative instruments:

ASC 815, "Derivatives and Hedging" ("ASC 815"), requires companies to recognize all of their derivative instruments as either assets or liabilities in the balance sheet at fair value.

For derivative instruments that are designated and qualify as a cash flow hedge (i.e. hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any gain or loss on a derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item is recognized in current earnings or losses during the period of change.

The Company entered into derivative instrument arrangements to hedge a portion of its anticipated New Israeli Shekel ("NIS") payroll payments. These derivative instruments are designated as cash flows hedges, as defined by ASC 815, as amended, and are highly effective. The Company measures the fair value of the contracts in accordance with ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820") at Level 2. As of December 31, 2011, the Company had outstanding forward exchange contracts for the acquisition of NIS 3.7 million in consideration for $ 1,013 maturing in January 2012. As of December 31, 2011, the Company recorded accumulated unrealized loss in accumulated other comprehensive loss in the amount of $ 50 from its forward contracts with respect to anticipated payroll payments expected in 2012. Such amount is expected to be recorded in earnings in 2012.

For the years ended December 31, 2009, 2010 and 2011, the Company recognized earnings of $ 155, a loss of $ 389 and earnings of $ 299, respectively, as a result of these hedging activities. These hedge activities were recorded as part of cost of revenues, research and development, selling and marketing and general and administrative expenses in accordance with the classifications of payroll expenses as part of the consolidated statements of operations.

For the years ended December 31, 2011, 2010 and 2009, the Company recorded a loss of $ 1 and $75 and income of $ 200, respectively, due to ineffectiveness of payroll hedging activities in financial income, net.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

m. Revenue recognition:

The Company and its subsidiaries generate revenues mainly from: 1) sales of videoconferencing products, or VBU products; 2) licensing the rights to use their software products and royalty income, or TBU products; 3) maintenance and support, and 4) professional services. The Company and its subsidiaries sell their VBU products mainly through original equipment manufacturers, system integrators and value added resellers, all of whom are considered end-users.

In accordance with ASC 605, "Revenue Recognition", the Company recognizes revenue when persuasive evidence of an arrangement exists, title and risk of loss have transferred, product payment is not contingent upon performance of installation or service obligations, the price is fixed or determinable, and collectability is reasonably assured. In instances where final acceptance of the product or service is specified by the customer, revenue is deferred until all acceptance criteria have been met. Additionally, the Company generally recognizes maintenance service revenues on its hardware and software products ratably over the service period, and other services upon the completion of installation or professional services provided.

Most of the Company’s products are integrated with software that is essential to the functionality of the equipment. Additionally, the Company provides unspecified software upgrades and enhancements related to most of these products through maintenance contracts.

Starting January 1, 2011 the Company adopted the guidance of ASU 2009-13, Multiple-Deliverable Revenue Arrangements, (amendments to FASB ASC Topic 605, Revenue Recognition) ("ASU 2009-13") and ASU 2009-14, Certain Arrangements That Include Software Elements (amendments to FASB ASC Topic 985, Software) ("ASU 2009-14") for applicable transactions. ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendment eliminates the residual method of revenue allocation and requires revenue to be allocated using the relative selling price method. ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance on determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. The Company adopted this accounting guidance on a prospective basis for applicable transactions originating or materially modified beginning on or after January 1, 2011.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

A multiple-element arrangement includes the sale of one or more tangible product offerings with one or more associated services offerings, each of which are individually considered separate units of accounting. The determination of the Company's units of accounting did not change with the adoption of the revenue recognition guidance. Beginning with new or materially modified arrangements as of January 1, 2011, the Company allocates revenue to each element in a multiple-element arrangement based upon the relative selling price of each deliverable. When applying the relative selling price method, the Company determines the selling price for each deliverable using vendor-specific objective evidence ("VSOE") of selling price, if it exists, or third-party evidence ("TPE") of selling price. If neither VSOE nor TPE of selling price exist for a deliverable, the Company uses its best estimate of selling price (hereinafter "estimated selling price" or "ESP") for that deliverable. Revenue allocated to each element is then recognized when the other revenue recognition criteria are met for each element.

The VSOE of fair value of the maintenance and support services is determined based on the price charged when sold separately (i.e. when renewed) and based on management's estimations. For substantially all of the arrangements with multiple deliverables pertaining maintenance and support services the Company has used and intends to continue using VSOE to allocate the selling price of maintenance and support services.

Consistent with its methodology under previous accounting guidance,VSOE is established based on the Company's standard pricing and discounting practices for the specific product or service when sold separately. In determining VSOE, the Company requires that a substantial majority of the selling prices for a product or service fall within a reasonably narrow pricing range. When VSOE cannot be established, the Company attempts to establish the selling price of each element based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately.

When the Company is unable to establish the selling price using VSOE or TPE, the Company uses ESP in its allocation of arrangement consideration. ESP represents the price at which the Company would transact a sale if the element was sold on a stand-alone basis.

The Company determines ESP for a product by reviewing historical transactions taking into consideration the go-to-market strategy. The Company also considers other multiple factors including, but not limited to: the cost to produce the product; the anticipated margin on that product; the economic conditions, geographies and market trends; the selling price and profit margin for similar products; and its ongoing pricing strategy and policies.

The Company regularly reviews its basis for establishing VSOE, TPE and ESP. There were no material impacts during the year ended December 31, 2011nor does the Company currently expect a material impact in the near term from changes in VSOE, TPE or ESP.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company accounted for transactions which contain tangible products entered into prior to January 1, 2011 and for its all of its software licensing sales which do not contain tangible products in accordance with ASC 985-605, "Software Revenue Recognition." ASC 985-605 generally requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair value of the elements. In addition, according to ASC 985-605, revenues should be allocated to the different elements in the arrangement under the "residual method" when VSOE of fair value exists for all undelivered elements and no VSOE exists for the delivered elements. Under the residual method, at the outset of the arrangement with the customer, the Company defers revenue for the fair value of its undelivered elements (usually maintenance and support) and recognizes revenue for the remainder of the arrangement fee attributable to the elements initially delivered in the arrangement (software products) when all other criteria in ASC 985-605 have been met. Any discount in the arrangement is allocated to the delivered element.

In arrangements which include software, support/maintenance and services a determination is made whether the service element can be accounted for separately. In order for the service element to be accounted for separately, (a) sufficient VSOE of fair value should exist to permit allocation of the revenue to the various elements of the arrangement, (b) the services must not be essential to the functionality of any other element in the arrangement, and (c) the service must be described in the contract such that the total price of the arrangement would be expected to vary as the result of the inclusion or exclusion of the services. If all such criteria are not met the Company accounts for the services together with the other elements in the arrangement as applicable.

Certain royalty agreements provide for per unit royalties to be paid to the Company based on the shipments by customers of units containing the Company's products. Revenues under such agreements are recognized at the time of delivery by customers, as they are reported to the Company by these customers and all other revenue recognition criteria have been met. Non-refundable payments on account of future royalties where no future obligation exists are recognized upon the signing of such arrangement and all other revenue recognition criteria have been met.

Revenues from software licenses and sale of products that require significant customization, integration and installation are recognized based on ASC 605-35, "Construction-Type and Production-Type Contracts," according to which revenues are recognized on a percentage of completion basis. Percentage of completion is determined based on the "Output Method" upon completion of milestones, and when collectability is probable. After delivery of milestones, if uncertainty exists about customer acceptance, revenue is not recognized until acceptance. Provisions for estimated losses on uncompleted contracts are recognized in the period in which the likelihood of the losses is identified. As of December 31, 2010 and December 31, 2011, no such estimated losses were identified.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company believes that the use of the percentage of completion method is appropriate as the Company has the ability to make reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. In addition, contracts executed include provisions that clearly specify the enforceable rights regarding services to be provided and received by the parties to the contracts, the consideration to be exchanged and the manner and terms of settlement. In all cases, the Company expects to perform its contractual obligations and its licensees are expected to satisfy their obligations under the contract. According to ASC 605-35, costs that are incurred and are directly associated with a specific anticipated contract are being deferred, subject to evaluation of their probable recoverability, and recorded as unbilled contract costs.

Deferred revenue includes unearned amounts received under maintenance and support contracts, and amounts received from customers but not recognized as revenues due to the fact that these transactions did not meet the revenue recognition criteria.

The Company and its subsidiaries generally do not grant a right of return to their customers. In accordance with ASC 605, "Revenue Recognition" the Company records a provision for estimated product returns at the time product revenues are recognized based on the Company's historical experience. As of December 31, 2010 and 2011, the Company’s provision for product returns was $ 255 and $ 233, respectively.

n. Research and development costs:

Research and development costs are charged to the statements of operations as incurred. ASC 985, "Software", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility.

Based on the Company's product development process, technological feasibility is established upon completion of a working model. Costs incurred by the Company between completion of the working models and the point at which the products are ready for general release has been insignificant. Therefore, all research and development costs have been expensed.

o. Income taxes:

The Company utilizes the liability method of accounting for income taxes as set forth in ASC 740, "Income Taxes." Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that the deferred tax assets will not be realized.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company applies ASC 740-10-55. ASC 740-10-55 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC 740. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company accrues interest and penalties related to unrecognized tax benefits in its provision for income tax.

p. Fair value of financial instruments:

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, short-term bank deposits, accounts receivable, trade payables and accrued expenses and other accounts payables, approximate fair value because of their generally short maturities.

The fair value of foreign currency contracts, (used for hedging purposes) (see note 2(1) and note 5) is estimated by obtaining current quotes from banks.

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

q. Warranty:

The Company typically offers a one-year warranty on all of its products. The specific terms and conditions of those warranties vary depending upon the product sold and country in which the Company does business. The Company estimates the costs that may be incurred under its basic warranty and records a liability in the amount of such costs at the time product revenue is recognized. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Liability for warranty expense is included in "Accrued expenses and other accounts payable" in the accompanying consolidated balance sheets. The roll forward of the liability for 2010 and 2011 was as follows:

	December 31,	
	2010	2011
Balance, beginning of year	$ 520	$ 699
Additions to the accrual - costs of product revenue	865	329
Usage	(686)	(521)
Balance, end of year	$ 699	$ 507

r. Accounting for stock-based compensation:

The Company applies ASC 718, "Compensation - Stock Compensation" ("ASC 718"), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors to be based on estimated fair values.

ASC 718 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations.

The Company estimates option values using the Black-Scholes-Merton option pricing model that uses the weighted average assumptions noted in the table below. Expected volatility was calculated based upon actual historical stock price movements over a period equal to the expected term of the options. Estimated forfeitures are based on actual historical pre-vesting forfeitures. The Company derived the expected term assumption based on the provisions of SAB 110, which states that a company will determine its expected terms according to its historical exercise data for share option grants with sufficient exercise experience, except for options which were re-priced, for which the expected term of the options before the re-pricing was calculated using the binomial method.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term. The Company has historically not paid dividends and has no foreseeable plans to pay dividends, therefore estimated dividend yield is 0%. The Company recognized the compensation expense over the requisite service period using the straight-line method.

The fair value of the options granted in 2009, 2010 and 2011 was estimated at the date of grant with the following weighted average assumptions:

	Year ended December 31,					
	2009		2010		2011	
Risk free interest rate	1.76	%	1.39	%	1.22	%
Dividend yields	0	%	0	%	0	%
Volatility	45.6	%	49.5	%	49.6	%
Expected life (years)	3.55		4.13		4.11	

The Company applies ASC 718 and ASC 505-50 with respect to options issued to non-employees which requires the use of option valuation models to measure the fair value of the options at the measurement date.

s. Concentration of credit risk:

Financial instruments that potentially subject the Company and its subsidiaries to concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, short-term bank deposits, trade receivables and derivatives.

The majority of the Company's cash and cash equivalents, short-term bank deposits and derivatives are invested in dollar investments with major banks in Israel and the United States. Such cash and cash equivalents and short-term bank deposits in the United States may be in excess of insured limits and are not insured in other jurisdictions. However, management believes that the financial institutions that hold the Company's investments are institutions with high credit standing and accordingly, low credit risk exists with respect to these investments.

The marketable securities of the Company include investments in debentures of corporations and debt investments of the states and auction rates securities. The Company's investment policy, approved by the Board of Directors, limits the amount that the Company may invest in any one type of investment or issuer, thereby reducing credit risk concentrations.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The trade receivables of the Company and its subsidiaries are derived from sales to organizations located mainly in America, Europe, the Far East and Israel. The Company and its subsidiaries perform ongoing credit evaluations of their customers and to date have not experienced any material losses. An allowance for doubtful accounts is determined with respect to those amounts that the Company and its subsidiaries have determined to be doubtful of collection. In certain circumstances, the Company and its subsidiaries may require letters of credit, other collateral or additional guarantees. When uncertainty of collectability exists, the Company and its subsidiaries defer revenues until collection.

t. Basic and diluted net loss per share:

Basic net loss per share is computed based on the weighted average number of Ordinary shares outstanding during the year. Diluted net loss per share also includes the effect of dilutive stock options outstanding during the year, all in accordance with ASC 260, "Earning per Share."

u. Comprehensive income (loss):

The Company accounts for comprehensive income (loss) in accordance with ASC 220, "Comprehensive Income" ("ASC 220"). ASC 220 establishes standards for the reporting and display of comprehensive income (loss) and its components in a full set of general purpose financial statements. Comprehensive income (loss) generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders.

The Company determined that its items of comprehensive income (loss) relate to unrealized gains and losses on hedging derivative instruments and unrealized gains and losses on available-for-sale securities.

v. Treasury shares:

The Company repurchases its Ordinary shares from time to time in the open market and holds such shares as treasury shares. The Company presents the cost to repurchase treasury shares as a reduction in shareholders' equity.

When treasury shares are reissued, the Company accounts for the re-issuance in accordance with ASC 505-30, "Treasury Stock" and charges the excess of the purchase cost over the re-issuance price (loss) to retained earnings. The purchase cost is calculated based on the weighted average method. In the event that the purchase cost is lower than the re-issuance price, the Company credits the difference to additional paid-in capital.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

w. Recently issued accounting pronouncements:

In May 2011, the Financial Accounting Standards Board ("FASB") issued guidance that changed the requirement for presenting "Comprehensive Income" in the consolidated financial statements. The update requires an entity to present the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The currently available option to disclose the components of other comprehensive income within the statement of stockholders' equity will no longer be available. The update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied retrospectively. The adoption of the standard will have no impact on our financial position or results of operations, but will result in a change in the presentation of our basic consolidated financial statements. The Company is still evaluating whether to present other comprehensive income in a single continuous statement of comprehensive income or in two separate but consecutive statements.

In September 2011, the FASB amended the guidance on the annual testing of goodwill for impairment. The amended guidance will allow companies to assess qualitative factors to determine if it is more likely than not that goodwill might be impaired and whether it is necessary to perform the two-step goodwill impairment test required under current accounting standards. The guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial statements.

NOTE 3:- MARKETABLE SECURITIES

a. Held-to-maturity securities:

Marketable securities with contractual maturities of less than one year are as follows:

	December 31,							
	2010				2011			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair Value
Debt investments of the states	$961	$ 4	$ -	$965	$1,042	$ -	$ (24)	$1,018
Corporate debentures	13,936	18	(111)	13,843	11,743	21	(114)	11,650
	$14,897	$ 22	$ (111)	$14,808	$12,785	$ 21	$ (138)	$12,668

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NOTE 3:- MARKETABLE SECURITIES (Cont.)

Marketable securities with contractual maturities of more than one year are as follows:

	December 31,							
	2010				2011			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Aggregate fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Aggregate fair value
Debt investments of the states	$12,599	$ 1	$ (174)	$ 12,426	$12,022	$ -	$ (153)	$ 11,869
Corporate debentures	22,025	59	(166)	21,918	22,341	11	(498)	21,854
	$34,624	$ 60	$ (340)	$ 34,344	$34,363	$ 11	$ (651)	$ 33,723

The unrealized losses in the Company's investments in debt instruments of states and corporate debentures were caused mainly by market interest rate changes. It is expected that the securities will not be settled at a price less than the amortized cost of the Company's investment. Based on the Company's intention and ability to hold these investments until maturity, the securities were not considered to be other-than-temporarily impaired at December 31, 2010 and 2011.

b. Available-for-sale marketable securities:

Auction rate securities:

The following table represents other-than-temporary impairment recognized in other comprehensive income:

	December 31,							
	2010				2011			
	Cost	Gross unrealized gains	Gross unrealized losses	Aggregate fair value	Cost	Gross unrealized gains	Gross unrealized losses	Aggregate fair Value
Available-for-sale securities	$876	$ 452	$ (9)	$ 1,319	$536	$ 582	$ (76)	$ 1,042

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NOTE 3:- MARKETABLE SECURITIES (Cont.)

The following table presents a cumulative roll forward of credit losses recognized in earnings as of December 31, 2011:

	Credit loss
Balance as of December 31, 2009	$ 1,123
Additional credit loss on debt securities for which an other-than-temporary impairment was previously recognized	306
Total for the year ended December 31, 2010	1,429
Additional credit loss on debt securities for which an other-than-temporary impairment was previously recognized	340
Total for the year ended December 31, 2011	$ 1,769

The remaining contractual life of the auction rate securities is greater than ten years.

The Company's auction-rate securities, which have experienced a lack of liquidity and therefore do not have an active market of observable prices, are measured separately at fair value, which is determined using a valuation model. The valuation model relies on, among others things: (i) the underlying structure of each security; (ii) the present value of future principal and interest payments discounted at rates considered to reflect the uncertainty of current market conditions; (iii) consideration of the probabilities of default, auction failure or repurchase at par for each period; (iv) assessments of counterparty credit quality; (v) estimates of recovery rates in the event of default for each security; and (vi) overall capital market liquidity. These estimated fair values are subject to uncertainties that are difficult to predict.

NOTE 4:- DERIVATIVE INSTRUMENTS

Effective January 1, 2009, the Company adopted the disclosure requirements of ASC 815-10-15. The Standard requires additional disclosures about the Company's objectives and strategies for using derivative instruments, the accounting for the derivatives investments and the related hedged items and the effect of derivative instruments and related hedged items on the financial statements. The Company's risk management strategy includes the use of derivative instruments to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. The Company does not enter into derivative transactions for trading purposes. The Company designated its derivatives as cash flow hedges. The Company recognizes all derivatives in the consolidated balance sheets at fair value. The Company enters into derivative contracts with major financial institutions in order to mitigate the credit risk in these transactions.

These contracts do not contain any credit-risk related contingent features. See Note 5 for information on the fair value of these contracts.

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NOTE 4:- DERIVATIVE INSTRUMENTS (Cont.)

Cash flow hedges:

To protect against the increase in value of forecasted foreign currency cash flows resulting from salaries denominated in NIS during the year, the Company has instituted a foreign currency cash flow hedging program.

The Company hedges some of the anticipated payroll payments of its Israeli employees denominated in NIS with forward contracts. Accordingly, when the dollar appreciates against the NIS, the decline in present value of future foreign currency is offset by losses in the fair value of the hedging contracts. Conversely, when the dollar weakens, the increase in the present value of future foreign currency cash flows is offset by gains in the fair value of the hedging contracts.

These forward contracts are designated as cash flow hedges, and are all effective as hedges of these expenses. Accordingly, for derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any gain or loss on a derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item is recognized in current earnings during the period of change.

Net unrealized gains on cash flow hedges as of December 31, 2010	$479
Changes associated with hedging transactions	(231)
Reclassification into earnings	(298)
Net unrealized losses on cash flow hedges as of December 31, 2011	$(50)

NOTE 5:- FAIR VALUE MEASUREMENTS

The Company measures its auction rate securities and foreign currency derivative contracts at fair value. Foreign currency derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

Investments in auction rate securities are classified within Level 3 because they are valued using valuation techniques. The Company values the Level 3 investments based on an externally developed valuation by an independent valuation firm using discounted cash flow model, whose inputs include interest rate curves, credit spreads, bond prices, volatilities and illiquidity considerations. Unobservable inputs used in these models are significant to the fair value of the investments.

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NOTE 5:- FAIR VALUE MEASUREMENTS (Cont.)

The Company's financial assets measured at fair value on a recurring basis, excluding accrued interest components, consisted of the following types of instruments as of December 31, 2010 and 2011:

	As of December 31, 2010 Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Auction rate securities	$ -	$ -	$ 1,319	$ 1,319
Foreign currency derivative contracts	-	479	-	479
Total financial assets	$ -	$ 479	$ 1,319	$ 1,798

	As of December 31, 2011 Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Auction rate securities	$ -	$ -	$ 1,042	$ 1,042
Foreign currency derivative contracts	-	(50)	-	(50)
Total financial assets	$ -	$ (50)	$ 1,042	$ 992

For the years ended December 31, 2010 and 2011 there has been no change in the above items' Level classification.

The following table presents the changes in the fair value measurements that are using significant unobservable inputs (Level 3 instruments measured on a recurring basis) for the years ended December 31, 2010 and 2011. The Company's Level 3 instruments consist of auction rate securities (see Note 3b).

Fair value measurements using significant unobservable inputs (Level 3):

	December 31, 2011	
	2010	2011
Opening balance	$ 1,376	$ 1,319
Unrealized losses included in earnings (other-than-temporary impairment)	(306)	(340)
Unrealized gain from available-for-sale marketable securities	249	63
Closing balance	$ 1,319	$ 1,042

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NOTE 6:- OTHER ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	December 31,	
	2010	2011
Government authorities	$ 2,853	$ 2,519
Prepaid expenses and other short-term assets	3,067	2,919
Employees	233	261
Deferred taxes	930	430
	$ 7,083	$ 6,129

NOTE 7:- INVENTORIES

Inventories are composed of the following:

	December 31,	
	2010	2011
Raw materials	$ 377	$ 706
Finished products	2,179	1,510
	$ 2,556	$ 2,216

NOTE 8:- PROPERTY AND EQUIPMENT, NET

Composition of assets, grouped by major classifications, is as follows:

	December 31,	
	2010	2011
Cost:		
Computers and peripheral equipment	$ 20,433	$ 22,521
Office furniture and equipment	2,875	3,034
Motor vehicles	22	22
Leasehold improvements	2,468	2,663
	25,798	28,240
Less - accumulated depreciation	21,225	24,046
Depreciated cost	$ 4,573	$ 4,194

Depreciation expenses for the years ended December 31, 2009, 2010 and 2011 amounted to $ 2,881, $ 2,939 and $ 2,821, respectively.

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NOTE 9:- GOODWILL AND OTHER INTANGIBLE ASSETS, NET

a. Goodwill:

Change in goodwill as of December 31, 2010 and 2011 are as follows:

	December 31, 2010	2011
Goodwill at the beginning of the year	$ 2,966	$ 4,747
Acquisition of certain assets of Aethra	1,781	-
Goodwill at the end of the year	$ 4,747	$ 4,747

b. The following table shows the Company's intangible assets for the periods presented:

	December 31, 2010	2011
Cost:		
Technology	$ 8,988	$ 8,988
Customer relationships and distribution networks	2,755	2,755
	11,743	11,743
Less - accumulated amortization	6,818	8,580
Amortized cost	$ 4,925	$ 3,163

Intangible assets resulted from the acquisitions of Aethra in 2010 (see Note 1c), First Virtual Communications, Inc. in 2005 and VisioNex in 2004.

c. Amortization expenses amounted to $ 272 for the year ended December 31, 2009, $ 1,785 for the year ended December 31, 2010 and $ 1,762 for the year ended December 31, 2011.

The estimated future amortization expense of other intangible assets as of December 31, 2011 is as follows:

2012	$1,535
2013	1,410
2014	218
	$3,163

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NOTE 10:- ACCRUED EXPENSES AND OTHER ACCOUNTS PAYABLE

	December 31,	
	2010	2011
Payroll and related accruals	$ 3,571	$ 3,144
Accrued expenses	8,862	7,944
Government authorities and other	1,380	1,266
Contingent liability	1,191	917
Restructuring accrual (Note 1c)	2,478	1,764
Accrued payments (Note 1c)	1,575	-
	$ 19,057	$ 15,035

NOTE 11:- COMMITMENTS AND CONTINGENCIES

a. The Company and its subsidiaries lease premises in Israel, the United States, China, Japan, the United Kingdom, France, Korea, Italy, Singapore, India and Hong Kong. The leases expire through April 2016 (some with renewal options). The Company also leases its motor vehicles under operating lease agreements that expire on various dates, the last of which is in 2013.

Annual minimum future lease payments due under the above agreements, at the exchange rate in effect on December 31, 2011, are approximately as follows:

2012	$4,076
2013	2,991
2014	2,525
2015	1,294
2016 and thereafter	20
	$10,906

For the years ended December 31, 2009, 2010 and 2011, rent expenses and motor vehicle lease expenses were $ 5,099, $ 4,898 and $ 4,952, respectively.

b. The Company obtained bank guarantees in the amount of $ 416 and $ 451, as of December 31, 2010 and 2011, respectively in connection with securing its office lease in Israel, in connection with custom tax payments and in connection with projects.

NOTE 11:- COMMITMENTS AND CONTINGENCIES (Cont.)

c. The Company is committed to pay royalties to several third parties for the integration of these third parties' technologies into the Company's products. Royalties are generally payable based on the sales volume of these products as long as the Company uses these technologies.

The rates for the royalties to the third parties are based on an amount per product sold by the Company. The agreements pursuant to which the royalties are payable have no expiration dates.

The Company expensed royalties in the amount of $ 224, $ 216 and $ 163 in the years ended December 31, 2009, 2010 and 2011, respectively, in cost of revenues.

d. In 2003, a third party sent correspondence to the Company alleging that some products manufactured by the Company infringe upon patents held by this third party and offered to license these patents to the Company. Subsequent correspondence was exchanged during 2004, in which additional requests were made by this third party. As of December 31, 2011, the Company has a provision of $ 917, which it believes covers the probable loss from such allegations.

e. In September, 2010, the Company received a letter from a shareholder, addressed to the Chairman of its Board of Directors, in which certain allegations were made with respect to certain actions and alleged inactions of the Company, its directors and executive officers in connection with the self tender offer that the Company completed in September 2010. The Company has responded to the shareholder refuting all claims and denying any wrongdoings.

f. During the first quarter of 2012, the Company received a letter from two separate third parties questioning the use in the Company’s products of certain technology that is allegedly patented by them. The Company is currently evaluating its position in response to these letters. However, based on initial internal analysis, the Company believes that this matter will not have a material effect on its financial statements.

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NOTE 11:- COMMITMENTS AND CONTINGENCIES (Cont.)

g. From time to time, the Company and its subsidiaries are subject to legal, administrative and regulatory proceedings, claims, demands and investigations in the ordinary course of business, including claims with respect to intellectual property, contracts, employment and other matters. In addition to the above mentioned legal proceedings, the Company does not believe that it is a party to any pending legal proceeding that is likely to have a material effect on its financial condition or results of operations.

NOTE 12:- SHAREHOLDERS' EQUITY

a. The Ordinary shares of the Company are traded on the NASDAQ Global Select Market and on the Tel-Aviv Stock Exchange.

The Ordinary shares confer upon their holders the right to receive notice, to participate and vote in general meetings of the Company, and the right to receive dividends, if declared.

b. In August 2006, the Company's Board of Directors authorized the purchase of up to $ 30,000 but not more than 2,000,000 of its outstanding Ordinary shares in the open market, from time to time, at prevailing market prices. No time limit was given with respect to the duration of the share purchase program. As of December 31, 2007, the Company had repurchased 1,631,724 Ordinary shares under the program for total consideration of approximately $ 30,000, or an average price of $ 18.37 per share, and the program was completed.

In July 2007, the Company's Board of Directors authorized the purchase of up to additional $ 30,000 of its outstanding Ordinary shares in the open market, from time to time, at prevailing market prices. No time limit was given with respect to the duration of the share purchase program. As of December 31, 2011, the Company had repurchased 3,564,360 Ordinary shares under the program for total consideration of $ 27,306, or an average price of $ 7.66 per share.

On September 7, 2010, the Company completed a self tender offer to purchase 5% of its voting power or 976,906 of the Ordinary shares for a total consideration of approximately $ 7,131 at a price of $ 7.30 per share. These shares are included in the 3,564,360 Ordinary shares repurchased as of December 31, 2011 as stated above.

In 2009, 2010 and 2011, the Company issued 81,500 shares, 33,475 shares and 273,888 shares, respectively, of the repurchased shares upon the exercise of employee stock options.

The excess of the purchase price of the shares over their aggregate re-issuance price in the amount of $ 458, $ 162 and $ 1,094 was charged as a reduction to retained earnings for the years ended December 31, 2009, 2010 and 2011, respectively.

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

c. On November 25, 2008, the Company exchanged options to purchase an aggregate of 1,276,950 Ordinary shares, with exercise prices ranging from $ 7.80-$ 28.0 per share, which had been granted under the 2000 Plan and granted new options to purchase an aggregate of 1,276,950 Ordinary shares, with an exercise price of $ 7.50 per share, under the 2000 Plan. The new options will vest over a period of up to four years and nine months. The contractual term of the new options are six years except for cases when the original contractual term should be completed before the modified one.

The Company accounted for the exchange of options as a modification. A modification to the terms of an award should be treated as an exchange of the original award for a new award with total compensation cost equal to the grant-date fair value of the original award plus the incremental value measured at the same date. The calculation of the incremental value is based on the excess of the fair value of the new (modified) award based on current circumstances over the fair value of the original option measured immediately before its terms are modified based on current circumstances. That is, the original (pre-modification) option will be valued based on current assumptions, without regard to the assumptions made on the grant date. The modification date was considered to be December 24, 2008. As a result of the modification, the Company recorded incremental compensation cost of $ 581 to be recognized over the new service period beginning on the modification date. The unrecognized compensation cost remaining from the original grant date valuation is recognized over the remainder of the original requisite period. In its financial statements as of December 31, 2009, 2010 and 2011, the Company included an additional expense of $ 142, $ 140 and $ 137, respectively, with respect to this transaction.

d. According to regulations adopted under the Israeli Companies Law, the terms of compensation of an outside director must be set and agreed to prior to the commencement of each three-year term of service of an outside director and may not be modified during the three year term other than to conform to the terms of a newly appointed outside director. During the second quarter of 2008, after receiving an opinion from the Company's legal advisors, the Company's Board of Directors cancelled options to purchase 117,500 Ordinary shares granted to two of its outside directors, due to certain terms of the aforementioned regulations which were not met. In the third quarter of 2008, the Company granted to each of its outside directors options to purchase 30,000 Ordinary shares, or in the aggregate options to purchase 90,000 Ordinary shares, exercisable at $ 6.78 per share. Options to purchase 60,000 Ordinary shares vested quarterly over three years, commencing May 14, 2006 (the date of the appointment of two of the directors as outside directors), and options to purchase 30,000 Ordinary shares vest quarterly over three years commencing September 24, 2008. The options are exercisable within 12 months after termination or resignation as a director of the Company. According to ASC 718, the option exchange was treated as a cancellation of the options and a grant of new options.

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

Accordingly, in the financial statements for the year ended December 31, 2008, the Company recognized all the remaining compensation cost in the amount of $ 309 due to the cancellation of options. The fair value of the new options granted in the amount of $ 184 is recognized over the remaining vesting period. In 2009, 2010 and 2011, $ 38, $ 20 and $ 0 in compensation costs were recognized, respectively.

e. At the annual general meeting of shareholders held in October 2009, the Company's shareholders resolved to modify the terms of options granted to the Company's directors for their service in such capacity, such that the exercise period of such options (including previously granted options), be extended from 12 months to 18 months after a director's resignation from or termination of office. As a result of this modification, the Company recorded immaterial compensation expenses.

f. The Company currently has one employee stock option plan, which provides for the grant by the Company of options to purchase up to an aggregate of 8,430,935 Ordinary shares to officers, employees, directors and consultants of the Company and its subsidiaries at an exercise price equal to at least the fair market value at the date of grant. The options vest ratably over vesting periods of approximately four years. The options expire six to ten years from the date of grant.

As of December 31, 2011, 551,040 Ordinary shares are available for future issuance under the option plan. Options that are cancelled or forfeited become available for future grant.

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NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

A summary of option activity during the year ended December 31, 2011 is summarized as follows:

	Year ended December 31, 2011			
	Amount	Weighted average exercise price	Weighted remaining contractual life (years)	Aggregate intrinsic value
Options outstanding at beginning of year	3,726,280	$ 8.64	3.93	$ 6,509
Granted	990,800	$ 8.30		
Exercised	(273,888)	$ 6.44		
Forfeited	(436,451)	$ 8.09		
Options outstanding at end of year	4,006,741	$ 8.77	3.51	$ 5,277
Vested and expected to vest at end of year	3,222,431	$ 9.11	3.26	$ 4,096
Options exercisable at end of year	2,163,900	$ 9.97	2.87	$ 2,478

The total compensation cost related to options granted to employees under the Company's share-based compensation plan recognized for the years ended December 31 2009, 2010 and 2011 amounted to $ 4,324, $ 2,507 and $ 1,995, respectively, net of estimated forfeitures. The total intrinsic value of options exercised during the years ended December 31, 2009, 2010 and 2011, was $ 60, $ 35 and $ 1,109, respectively. As of December 31, 2011, there was $ 2,748 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's option plan. That cost is expected to be recognized over a weighted-average period of 2.61 years.

All options were granted at an exercise price that was equal to the market price of the Ordinary shares at the date of grant. The weighted average grant date fair values of options granted during the years ended December 31, 2009, 2010 and 2011 were as follows:

Year ended December 31,					
2009		2010		2011	
Options	Weighted average fair value	Options	Weighted average fair value	Options	Weighted average fair value

746,300	$ 2.21	826,800	$ 2.57	990,800	$ 3.33

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NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

g. In April 2010, the Company granted 50,000 options to non-employee consultants. The options vest over two years. The fair value of the options was estimated using a Black-Sholes option-pricing model with the following assumptions for 2010 and 2011, respectively: risk free interest rates of 0.42%-0.61% and 0.25%-0.80%, dividend yield of 0% for both years and volatility of 50.7%-57.8% and 42.74%-48.48%.

Compensation expense of $119 and $ 42 was recognized for the years ended December 31, 2010 and 2011, respectively, in accordance with accelerated method.

h. In the event that cash dividends are declared in the future, such dividends will be paid in NIS or in foreign currency subject to any statutory limitations. The Company does not intend to pay cash dividends in the foreseeable future. The Company has decided not to declare dividends out of tax exempt earnings (see Note 16).

NOTE 13:- NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per share:

	Year ended December 31,		
	2009	2010	2011
Numerator:			
Net loss	$ (774)	$ (3,424)	$ (23,423)
Denominator:			
Weighted average number of Ordinary shares outstanding during the year, used to compute basic net loss per share	19,474,165	19,221,050	18,448,792
Incremental shares attributable to exercise of outstanding options (assuming proceeds would be used to purchase treasury stock)	(*)	(*)	(*)
Weighted average number of Ordinary shares used to compute diluted net loss per share	19,474,165	19,221,050	18,448,792
	$ (0.04)	$ (0.18)	$ (1.27)

Basic net loss per Ordinary share			
Diluted net loss per Ordinary share	$ (0.04)	$ (0.18)	$ (1.27)

(*) Anti-dilutive.

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NOTE 14:- SEGMENT REPORTING AND GEOGRAPHICAL INFORMATION

a. The Company operates under two reportable segments: the TBU and the VBU.

The TBU is responsible for the development of enabling technologies for real-time voice and video over IP. The VBU is responsible for the development of videoconferencing solutions, including video network infrastructure, desktop and conference room endpoint products and management software. There are no significant transactions between the two segments.

The Company evaluates segment performance based on revenues and operating income (loss) of each segment.

The Company's reportable operating segments have been determined in accordance with the Company's internal management structure, which is organized based on operating activities. The Company's chief operating decision maker, who is the Company's Chief Executive Officer, evaluates the performance of the Company's segments based on revenues and expenses, which do not include stock-based compensation.

Allocation of general and administrative costs is based on the number of employees assigned to the specific segment during the year.

b. The following is information about reported segment gains and losses:

	VBU	TBU	Total
2009			
Total revenues	$ 62,584	$ 18,414	$ 80,998
Expenses	57,834	15,263	73,097
Segment income	$ 4,750	$ 3,151	7,901
Acquisition-related costs			(580)
Stock-based compensation			(4,324)
Financial income			1,719
Income before taxes on income			4,716
Taxes on income			5,490
Net loss			$ (774)
Depreciation and amortization	$ 2,746	$ 407	$ 3,153

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NOTE 14:- SEGMENT REPORTING AND GEOGRAPHICAL INFORMATION (Cont.)

	VBU	TBU	Total
2010			
Total revenues	$ 79,255	$ 15,984	$ 95,239
Expenses	75,807	16,558	92,365
Segment income (loss)	$ 3,448	$ (574)	2,874
Acquisition-related restructuring expenses			(2,722)
Acquisition-related costs			(364)
Stock-based compensation			(2,626)
Financial income			1,000
Loss before taxes on income			(1,838)
Taxes on income			1,586
Net loss			$ (3,424)
Depreciation and amortization	$ 4,340	$ 384	$ 4,724

	VBU	TBU	Total
2011			
Total revenues	$ 62,009	$ 15,949	$ 77,958
Expenses	81,587	15,111	96,698
Segment income (loss)	$ (19,578)	$ 838	(18,740)
Acquisition-related restructuring expenses			(105)
Additional consideration for Aethra assets purchase			(806)
Stock-based compensation			(2,037)
Financial income			920
Loss before taxes on income			(20,768)
Taxes on income			2,655
Net loss			$ (23,423)
Depreciation and amortization	$ 4,268	$ 315	$ 4,583

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NOTE 14:- SEGMENT REPORTING AND GEOGRAPHICAL INFORMATION (Cont.)

c. Summary information about geographic areas:

The Company markets and sells both of its product lines in the United States and other regions through its sales personnel, resellers and distributors.

The following represents total revenues for the years ended December 31, 2009, 2010 and 2011, and long-lived assets as of December 31, 2009, 2010 and 2011, according to their geographic location:

	2009		2010		2011	
	Total revenues	Long-lived assets	Total revenues	Long-lived assets	Total revenues	Long-lived assets
The Americas	$ 50,610	$ 592	$ 49,702	$ 432	$ 28,556	$ 324
Europe and Africa	11,590	144	21,472	660	23,427	692
Far East	16,042	514	22,076	368	23,613	432
Israel	2,756	6,365	1,989	12,785	2,362	10,656
	$ 80,998	$ 7,615	$ 95,239	$ 14,245	$ 77,958	$ 12,104

d. The Company does not allocate its assets to its reportable segments; accordingly, asset information by reportable segments is not presented.

NOTE 15:- RELATED PARTY BALANCES AND TRANSACTIONS

a. Balances with related parties:

	December 31,	
	2010	2011
Trade receivables	$ 8	$ 16
Trade payables	$ 89	$ 154

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NOTE 15:- RELATED PARTY BALANCES AND TRANSACTIONS (Cont.)

b. Transactions with related parties:

	Year ended December 31,		
	2009	2010	2011
Revenues (1)	$ 526	$ 277	$ 113
Cost of revenues (3)	$ 11	$ 15	$ 30
Research and development expenses (2)	$ 66	$ 77	$ 144
Marketing, selling, general and administrative expenses (2)	$ 336	$ 467	$ 777
Purchase of property and equipment (4)	$ 329	$ 368	$ 298

(1) Includes revenues from the Company's products and maintenance sold to companies held by principal shareholders ("affiliated companies").

(2) Includes administrative services provided to the Company by affiliated companies that the Company reimburses for the costs incurred in providing these services.

(3) Includes the purchase of components from affiliated companies.

(4) Includes property and equipment that were purchased from affiliated companies.

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NOTE 16:- TAXES ON INCOME

a. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Gross unrecognized tax benefits as of January 1 ,2011	$1,179
Reduction of unrecognized tax benefit as a result of a lapse of the applicalble statute of limitations	(602)
Interest	50
Gross unrecognized tax benefits as of December 31 ,2011	$627

The Company conducts business globally and, as a result, the Company or one or more of its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, the Company is subject to examination by tax authorities throughout the world, including such major jurisdictions as Israel and the United States. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for years prior to 2007 and is no longer subject to Israeli examinations for years prior to 2007.

b. Israeli corporate tax structure:

Taxable income of Israeli companies is subject to tax at the rate of 26%, 25% and 24% in 2009, 2010 and 2011, respectively.

In July 2009, the Israeli Parliament passed the Law for Economic Efficiency (Amended Legislation for Implementing the Economic Plan for 2009 and 2010), 2009, which prescribes, among other things, an additional gradual reduction in the rates of the Israeli corporate tax and real capital gains tax starting 2011 to the following tax rates: 2011 - 24%, 2012 - 23%, 2013 - 22%, 2014 - 21%, 2015 - 20%, 2016 and thereafter - 18%.

On December 5, 2011, the Israeli Parliament (the Knesset) passed the Law for Tax Burden Reform (Legislative Amendments), 2011 ("the Tax Burden Law") which, among others, cancels effective from 2012, the scheduled progressive reduction in the corporate tax rate. The Tax Burden also increases the corporate tax rate to 25% in 2012. Following the amendment , corporate tax rates and capital gains rates are: 2011- 24%, 2012- and thereafter- 25%. The Tax Burden Law was published on December 7, 2011 and enters into force on January 1, 2012.

NOTE 16:- TAXES ON INCOME (Cont.)

c. Tax Benefits under the Law for the Encouragement of Capital Investment, 1959 ("the Investment Law"):

The Investment Law, prior to its amendment in April 2005, authorized the Israeli Investment Center to grant approved enterprise status ("Approved Enterprise") to capital investments in production facilities that meet certain relevant criteria specified by the law and the regulations specified thereafter. The tax benefits derived from any Approved Enterprise relate only to taxable income attributable to the specific program of investment to which the status was granted by the Investment Center.

On April 1, 2005, an amendment to the Investment Law came into effect ("the Amendment") that significantly changed the provisions of the Investment Law. The Amendment revised the criteria for investment programs qualified to receive tax benefits, which, if qualified, are referred to as a "Beneficiary Enterprise" (rather than the previous terminology of "Approved Enterprise"). The Amendment generally requires that at least 25% of the Beneficiary Enterprise's income be derived from export. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies no longer require Investment Center approval in order to qualify for tax benefits. However, the Investment Law provides that terms and benefits included in any letter of approval already granted to an Approved Enterprise will remain subject to the provisions of the law as they were on the date of such approval.

The Company has one capital investment program that has been granted Approved Enterprise status under the Investment Law ("the Approved program") and two additional programs that qualify as Beneficiary Enterprises pursuant to the Amendment ("the Beneficiary programs"). One of the Beneficiary programs was converted from a previously Approved Enterprise program pursuant to the approval of the Israel Tax Authority that the Company received in October 2007 (the”ITA Approval”). Pursuant to the Beneficiary and Approved programs, the Company is entitled to a tax benefit period of seven to ten years on income derived from these programs, as follows: a full income tax exemption for the first two years and a reduced income tax rate of 10%-25% (instead of the regular tax rate) for the remaining five to eight years depending on the level of foreign ownership of the Company.

The duration of tax benefits detailed above for the Approved Enterprise is subject to limits of 12 years from the year of commencement of production, or 14 years from the date of granting the approval, whichever is earlier. As of December 31, 2011, the Company's Approved Enterprise program has expired and the Beneficiary Enterprise programs expire between the years 2011 and 2015. The Company began using the tax benefits during the year 2006.

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NOTE 16:- TAXES ON INCOME (Cont.)

As of December 31, 2011, approximately $ 25,277 out of the Company's retained earnings are tax-exempt earnings attributable to its Approved Enterprise program and $ 32,554 are tax-exempt earnings attributable to its Beneficiary Enterprise program. The tax-exempt income attributable to the Approved and Beneficiary Enterprises cannot be distributed to shareholders without subjecting the Company to taxes. If these retained tax-exempt profits are distributed, the Company would be taxed at the corporate tax rate applicable to such profits as if the Company had not elected the alternative benefits track of 15%-25% tax rates. According to the Amendment, tax-exempt income generated under the Beneficiary Enterprise will be taxed upon dividend distribution or complete liquidation, whereas tax exempt income generated under the Approved Enterprise will be taxed only upon dividend distribution (and not upon complete liquidation, where the tax liability will be incurred by the shareholders). As of December 31, 2011, if the income attributed to the Approved Enterprise or Beneficiary enterprise, including upon liquidation, was distributed as a dividend, the Company would incur a tax liability at a rate of 15-25%.

The Company's Board of Directors has determined that the Company will not distribute any amounts of its undistributed tax-exempt income as a dividend. The Company intends to reinvest its tax-exempt income. Accordingly, no deferred income taxes have been provided on income attributable to the Company's Approved and Beneficiary Enterprise programs, as the undistributed tax exempt income is essentially permanent in duration.

The benefits from the Company's Approved and Beneficiary Enterprise programs are dependent upon the Company fulfilling the conditions stipulated by the Investment Law, the Amendment and the regulations published thereunder (as applicable), as well as the criteria in theITA Approval. If the Company does not comply with those conditions, the tax benefits may be canceled, and the Company may be required to refund the amount of the canceled benefits, with the addition of linkage differences and interest. In 2011, due to the acquisition of certain assets from Aethra, the Company did not comply with all of the conditions stipulated in the ITA Approval. Therefore on May 22, 2011 the Company submitted an application to the Israeli Tax Authority in respect to the acquisition of certain assets from Aethra. As of the date of these financial statements, the Company has not received any ruling by the Israeli Tax Authority regarding such application.

By virtue of the Investment Law, the Company is entitled to claim accelerated depreciation on equipment used by the Approved Enterprises during five tax years. The Company chose not to utilize this benefit in 2011. Income from sources other than the Approved and Beneficiary Enterprises during the benefit period will be subject to tax at Israel's regular corporate tax rate.

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NOTE 16:- TAXES ON INCOME (Cont.)

In December 2010, the Israeli Parliament passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011, which prescribes, among other things, amendments to the Investment Law, effective as of January 1, 2011. According to the amendment, the benefit tracks under the Investment Law were modified and a uniform tax rate will apply to companies eligible for the "Preferred Enterprise" status. In order to be eligible for preferred enterprise status, a company must meet minimum requirements to establish that it contributes to the country's economic growth and is a competitive factor for the gross domestic product. Companies may elect to irrevocably implement the amendment (while waiving benefits provided under the Investment Law in effect prior to 2011) and subsequently would be subject to the amended tax rates that are in peripheral regions (Development Area A) the reduced tax rate will be 10% in 2011 and 2012, 7% in 2013 and 2014 and 6% starting from 2015. In other regions the tax rate will be 15% in 2011 and 2012, 12.5% in 2013 and 2014 and 12% starting from 2015. Preferred Enterprises in peripheral regions will be eligible for Investment Center grants, as well as the applicable reduced tax rates.

A distribution from a Preferred Enterprise out of the “Preferred Income” would be subject to 15% withholding tax for Israeli-resident individuals and non-Israeli residents (subject to applicable treaty rates). A distribution from a Preferred Enterprise out of the “Preferred Income” would be exempt from withholding tax for an Israeli-resident company. A company electing to waive its Privileged Enterprise or Approved Enterprise status through June 30, 2015 may distribute “Approved Income” or “Privileged Income” subject to 15% withholding tax for Israeli resident individuals and non-Israeli residents (subject to applicable treaty rates) and exempt from withholding tax for an Israeli-resident company. Nonetheless, a distribution from income exempt under Privileged Enterprise and Approved Enterprise programs will subject the exempt income to tax at the reduced corporate income tax rates pertaining to the Privileged Enterprise and Approved Enterprise programs upon distribution, or complete liquidation in the case of a Privileged Enterprise’s exempt income.

Under the transitional provisions of the 2011 Amendment, the Company may elect whether to irrevocably implement the 2011 Amendment with respect to its existing Beneficiary Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment or may continue to implement the legislation prior to the 2011 Amendment during the next years. The Company has not yet decided whether to apply the amendment.

d. Israeli carryforward losses:

As of December 31, 2011, Radvision Ltd. had an available tax loss carryforward amounting to approximately $23,640 which may be carryforward, in order to offset taxable income in the future for an indefinite period.

NOTE 16:- TAXES ON INCOME (Cont.)

e. Income taxes for non-Israeli subsidiaries:

Non-Israeli subsidiaries are taxed according to the tax laws in their respective country of residence.

Israeli income taxes and foreign withholding taxes were not provided for undistributed earnings of the Company's foreign subsidiaries. The Company's Board of Directors has determined that the Company will not distribute any amounts of its subsidiaries' undistributed earnings as a dividend. The Company intends to reinvest these earnings indefinitely in its foreign subsidiaries. Accordingly, no deferred income taxes have been provided. If these earnings were distributed to Israel in the form of dividends or otherwise, the Company would be subject to additional Israeli income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes.

f. The Company's U.S. subsidiary's carryforward tax losses through December 31, 2011, amounted to approximately $ 5,495. These losses may be offset against any future U.S. taxable income of the U.S. subsidiary and will expire in the years 2021 through 2027. Considering the Company's income projections, management concluded based on the weight of available evidence that it is more likely than not that the deferred tax asset associated with the net operating loss carryforward and the other deferred tax items will be partially utilized in coming years. See also f below for the deferred taxes and valuation allowance recorded in respect of carryforward losses.

Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the "change in ownership" provisions of the Internal Revenue Code of 1986 and similar state provisions. The annual limitations may result in the expiration of net operating losses before utilization.

g. Deferred income taxes:

Deferred income taxes reflect the net tax effects of carryforward tax losses and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for income tax purposes. Significant components of the Company's deferred tax assets, net are as follows:

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NOTE 16:- TAXES ON INCOME (Cont.)

	December 31,	
	2010	2011
Net operating loss carryforwards	$ 1,057	$ 5,158
Reserves and allowances, net	1,948	1,937
Compensation cost	1,756	1,915
Intangible assets	135	126
Research and development expenses	5,059	5,140
Net deferred tax asset before valuation allowance	9,955	14,276
Valuation allowance	(7,537)	(13,093)
	$ 2,418	$ 1,183
Domestic:		
Current deferred tax asset, net	$ 482	$ -
Non-current deferred tax asset, net	746	-
	1,228	-
Foreign:		
Current deferred tax asset, net	448	450
Non-current deferred tax asset, net	742	733
	$ 1,190	$ 1,183
	$ 2,418	$ 1,183

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that all or some portion of the deferred tax assets will not be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the period in which temporary differences are deductible and net operating losses are utilized. Based on consideration of these factors, the Company recorded a valuation allowance amounting to $ 7,537 and $ 13,093 as of December 31, 2010 and 2011, respectively.

RADVISION LTD.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 16:- TAXES ON INCOME (Cont.)

h. The Company's total income (loss) before provision for income taxes is as follows:

	Year ended December 31,		
	2009	2010	2011
Domestic (Israel)	$ 3,681	$ (3,711)	$ (22,326)
Foreign	1,035	1,873	1,558
	$ 4,716	$ (1,838)	$ (20,768)

i. The tax expenses are comprised as follows:

	Year ended December 31,		
	2009	2010	2011
Domestic (Israel):			
Deferred taxes	$ (2,594)	$ (152)	$ (1,228)
Prior years taxes	(365)	(451)	(523)
Total domestic	(2,959)	(603)	(1,751)
Foreign:			
Current taxes	(719)	(1,190)	(897)
Deferred taxes	(1,812)	288	(7)
Prior years taxes	-	(81)	-
Total foreign	(2,531)	(983)	(904)
	$ (5,490)	$ (1,586)	$ (2,655)

RADVISION LTD.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 16:- TAXES ON INCOME (Cont.)

j. A reconciliation between the theoretical tax income, assuming all income is taxed at the statutory tax rate applicable to the income of the Company, and the actual tax income, as reported in the statements of operations, is as follows:

	Year ended December 31,		
	2009	2010	2011
Income (loss) before taxes on income	$ 4,716	$ (1,838)	$ (20,768)
Theoretical tax expense (benefit) computed at the statutory rate *)	$ 1,309	$ (291)	$ (4,829)
Change in valuation allowance, net	7,600	329	5,952
Tax exempt or reduced tax on (income) loss due to approved enterprise status	(5,138)	(730)	(234)
Tax loss for prior years	365	532	632
Non-deductible stock-based compensation	852	568	438
Non-deductible employees related expenses	-	771	-
Others	502	407	696
Actual tax expense, net	$ 5,490	$ 1,586	$ 2,655

*) The tax rates for domestic income were 26%, 25% and 24% for the years 2009, 2010 and 2011, respectively. The tax rate for the US income was 34% for the years 2009, 2010 and 2011.

The effect of the tax exempt or reduced (income) loss due to Approved Enterprise status on net earnings per share is:

	Year ended December 31,		
	2009	2010	2011
Basic net earnings per Ordinary share	$ 0.27	$ 0.04	$ 0.04
Diluted net earnings per Ordinary share	$ 0.27	$ 0.04	$ 0.04

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 17:- FINANCIAL INCOME, NET

	Year ended December 31,		
	2009	2010	2011
Financial and other income:			
Interest income	$ 2,659	$ 2,308	$ 2,270
Exchange rate differences, net	89	-	34
Financial and other expenses:			
Interest expenses	(11)	(9)	(138)
Amortization of marketable securities premium net of accretion of discount	(370)	(631)	(711)
Commission and others	(94)	(144)	(195)
Other-than-temporary impairment of available-for-sale marketable securities, net	(554)	(306)	(340)
Exchange rate differences, net	-	(218)	-
	$ 1,719	$ 1,000	$ 920

S I G N A T U R E S

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

RADVISION LTD.

By:	/s/ Boaz Raviv
Name:	Boaz Raviv
Title:	Chief Executive Officer

Dated: April 22, 2012