

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2012-04-30** | Period of Report: **2011-12-31**
SEC Accession No. [0001193125-12-193398](#)

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FILER

VIEWCAST COM INC

CIK:[921313](#) | IRS No.: **752528700** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-29020** | Film No.: **12791951**
SIC: **3663** Radio & tv broadcasting & communications equipment

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Form 10-K/A
(Amendment No. 1)**

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2011.

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition period from to .

Commission File Number: 0-29020

ViewCast.com, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

75-2528700

(I.R.S. Employer
Identification No.)

**3701 W. Plano Parkway, Suite 300,
Plano, TX**

(Address of principal executive offices)

75075

(Zip Code)

972-488-7200

Registrant's telephone number, including area code

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, \$.0001 par value**

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such period that the registrant was required to submit and post such files). Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2011 was \$9,277,196. As of March 15, 2012, there were 62,350,009 shares of the registrant's common stock (par value \$0.0001) outstanding.

Documents incorporated by reference: None.

Table of Contents

ViewCast.com, Inc. (the “Company,” “ViewCast,” “we,” “us” or “our”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to amend our Annual Report on Form 10-K for the year ended December 31, 2011, originally filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2012 (the “Original Filing”), to include the information required by Items 10 through 14 of Part III of Form 10-K. This information was previously omitted from the Original Filing in reliance on General Instruction G(3) to Form 10-K, which permits the information in the above referenced items to be incorporated in the Form 10-K by reference from our definitive proxy statement if such statement is filed no later than 120 days after our fiscal year-end. We are filing this Amendment to include Part III information in our Form 10-K because a definitive proxy statement containing such information will not be filed by ViewCast within 120 days after the end of the fiscal year covered by the Form 10-K. The reference on the cover of the Original Filing to the incorporation by reference to portions of our definitive proxy statement into Part III of the Original Filing is hereby deleted.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Part III, Items 10 through 14 of the Original Filing are hereby amended and restated in their entirety, and Part IV, Item 15 of the Original Filing is hereby amended and restated in its entirety, with the only changes being the addition of Exhibit 31.2 filed herewith and related footnotes. This Amendment No. 1 does not amend or otherwise update any other information in the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and with our filings with the SEC subsequent to the Original Filing.

Table of Contents

TABLE OF CONTENTS

Item		Page
<u>No.</u>		<u>No.</u>
	<u>Part III</u>	
10.	<u>Directors, Executive Officers and Corporate Governance</u>	1
11.	<u>Executive Compensation</u>	7
12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	13
13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	15
14.	<u>Principal Accountant Fees and Services</u>	18
	<u>Part IV</u>	
15.	<u>Exhibits and Financial Statement Schedules</u>	18

Table of Contents

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Directors

The names of the nominees for Director and certain other information about them as of March 31, 2012 are set forth below.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Position Held with Company</u>
George C. Platt	71	1999	Chairman of the Board
Joseph Autem	54	1999	Director
David W. Brandenburg	67	2008	Director
John C. Hammock	49	2011	Director, President & Chief Executive Officer
Christina K. Hanger	49	2011	Director
Lance E. Ouellette	40	2011	Director
John W. Slocum, Jr.	71	2006	Director

George C. Platt has served as a director since September 1999 and currently serves as Chairman of the Board. Mr. Platt joined ViewCast as Chief Executive Officer and President in September 1999. In October 2005, he relinquished the role of President, and he retired from the position of Chief Executive Officer in July 2008. From 1991 through 1999, Mr. Platt was employed by Intecom, Inc., a Dallas-based provider of multimedia telecommunications products and services, holding the positions of Chief Executive Officer and President. Prior to his employment with Intecom, Inc., Mr. Platt was the President of SRX, an entrepreneurial startup company. Before that, he was a Group Vice President (Business Communications Group) at Rolm Corporation until its acquisition by International Business Machines Corporation, or IBM, and prior to his employment at Rolm Corporation, Xerox employed him for fifteen years, where he attained the position of Operations Manager, Southeast Region. Mr. Platt holds an M.B.A. from the University of Chicago and a B.S. degree from Northwestern University. For over a decade, Mr. Platt served as a director for Intervoice, Inc., a publicly held company, until it was acquired by Convergys in the fall of 2008. During the most recent five years he did not serve as a committee member after his son joined Intervoice as a senior executive.

Mr. Platt brings to the Board of Directors a broad base of experience including operations, sales and business development and provides a senior management and public company board perspective from his experience in various organizations. Further, his contacts domestically and globally continue to be beneficial to ViewCast.

Joseph Autem has served as a director since January 1999. He currently serves as a Managing Director of CFO Partners since October 2009. Additionally, he is the general partner of Autem, L.L.C., an investment company formed in May 1999. Previously, Mr. Autem was a director of Broadcast.com, Inc. from September 1996 through August 1999. From July 1998 to the present he has served as a consultant to various companies, including a prior role as the President and a Director of Paralegals Plus, Inc. which filed for bankruptcy in November 2008. Mr. Autem was the Chief Financial Officer of Luminant from January 1999 until July 1999. Mr. Autem previously served as Senior Vice President and Chief Financial Officer of CS Wireless, Inc., a privately held company that provides wireless video and high speed internet access, from June to July 1998 and as a partner of Vision Technology Partners, a private investment company, from March 1997 to June 1998. From July 1996 to December 1996, Mr. Autem served as Chief Financial Officer of Broadcast.com, Inc. From 1992 to 1996, Mr. Autem served as Vice President of Finance, Secretary, Treasurer and Chief Financial Officer of OpenConnect Systems, Inc., a software company. Earlier in his career, Mr. Autem was in public practice with the national accounting firm, Arthur Anderson. Mr. Autem holds a B.S. in Accounting from Pittsburg State University. In the prior five years, Mr. Autem has not served as a director on a public company board except for ViewCast.

Table of Contents

Mr. Autem brings to the Board of Directors financial and accounting experience and insight developed within the technology industry.

David W. Brandenburg has served as director since December 2008. Mr. Brandenburg is a former Chairman and Vice Chairman of the Board of Directors, Chief Executive Officer and President of Intervoice, a publicly held company acquired by Convergys in the fall of 2008. Intervoice developed and delivered enhanced services platforms to cellular service providers that enabled them to provide voice, text and video messaging and other enhanced services to their customers. Intervoice also provided Interactive Voice Response systems to Fortune 1000 and other companies. Mr. Brandenburg first joined Intervoice in 1990 as Chief Operating Officer after having served as a director since 1989. He was promoted to President of Intervoice in 1991 where he served until December 1994 when he relinquished his position of President and assumed the position of Vice Chairman of the Board until May 1995. He re-joined Intervoice as Chief Executive Officer in June 2000 and also served as Chairman of the Board from December 2000 until his retirement in November 2004. In June of 2007, Mr. Brandenburg re-joined the Intervoice Board of Directors as Chairman. He served in this position until the company was acquired by Convergys in September 2008. Mr. Brandenburg also served as President and Chief Executive Officer of AnswerSoft, Inc. a global provider of call center software automation solutions from November 1997 to May 1998, at which time it completed a merger with Davox Corporation. Davox subsequently changed its name to Concerto Software, Inc. and, following a merger with Aspect Communications Corp., is now part of Aspect Software, Inc., a privately-held company. Mr. Brandenburg's current principal occupation is serving as a private, self-employed investor and philanthropist. He is Chairman and Chief Executive Officer of the Brandenburg Life Foundation, a 501(c)(3) charitable foundation which he founded with his wife in 1996. Mr. Brandenburg received a BSEE from the University of Michigan and a MSEE from Southern Methodist University. In the prior five years, Mr. Brandenburg has served as a director on a public company board as described above for ViewCast and Intervoice.

Mr. Brandenburg brings to the Board of Directors experience ranging from business operations and strategy to public company boards along with a stockholder perspective from his experience as a substantial investor in various organizations.

John C. Hammock has served as a director and as President and Chief Executive Officer since December 2011. Prior to that time, Mr. Hammock served as President and Chief Operating Officer beginning in July 2011. Mr. Hammock joined ViewCast as Vice President of Sales in February 2010. Prior to joining ViewCast, Mr. Hammock was Vice President of Americas Sales for Kasenna Inc., a publicly-traded provider of software to telecommunications, cable and consumer electronics manufacturers. From 2004 to 2006, he was Senior Vice President of Worldwide Sales for Austin, Texas based Voxpath Networks, a provider of hosted Voice-Over-Internet-Protocol communications solutions for small businesses. From 2000 to 2004, Mr. Hammock was Vice President of Major Accounts for Columbia, Maryland-based Corvis Corporation, a publicly-traded optical network solutions provider that later became Broadwing Corporation. In addition, Mr. Hammock's earlier career experience included various roles within the global telecommunications, media and video markets in business development and sales. Mr. Hammock holds a B.S. in Economics from Texas Christian University.

Mr. Hammock brings to the Board of Directors executive management input and leadership from his role as CEO of ViewCast, technical and industry insight, and sales experience in various organizations.

Christina K. Hanger has served as a director since December 2011. Ms. Hanger is a business consultant, providing strategic and operational experience to clients. Previously, as COO and CFO for venture capital-backed Worksoft, Inc., she led the company through a major growth initiative and brought it to profitability. As the former senior vice president of Americas Operations at Hewlett-Packard, Ms. Hanger led operations and IT supporting more than \$30 billion in annual revenue in North and South America. Earlier, she directed worldwide supply chain operations at Compaq Computer. Ms. Hanger began her career at IBM in various engineering and manufacturing positions. She has a Bachelor of Science degree in mechanical engineering from Virginia Tech and an MBA from Wake Forest University.

Ms. Hanger brings to the Board of Directors substantial technology industry experience from financial, accounting, operational and manufacturing perspectives.

Table of Contents

Lance E. Ouellette has served as director since December 2011. Mr. Ouellette is Executive Vice President, Asset Management for H.T. Ardinger & Son Co., a privately-held import/wholesale and investment conglomerate, and manages a multimillion dollar portfolio of equity, bond and real estate holdings. In this role, Mr. Ouellette provides strategic management advice and oversight for investments and operations in pharmaceutical development, computer hardware and software development, sales, environmental technology and non-profits. He has a Bachelor of Arts degree in economics from Rollins College. Mr. Ouellette is stepson to H.T. Ardinger, Jr., a principal stockholder of the Company.

Mr. Ouellette brings to the Board of Directors operational and strategy experience from a variety of industries, along with a stockholder perspective from his management of a substantial investment portfolio.

John W. Slocum, Jr. has served as director since June 2006. Professor Slocum holds the title of Professor Emeritus in the Cox School of Business, Southern Methodist University in Dallas, Texas. Professor Slocum has taught on the faculties of the University of Washington, Pennsylvania State University, Ohio State University, the International University of Japan, and the Tuck School at Dartmouth College. He is the author of 28 books and currently serves as the co-editor of the *Journal of World Business*, *Organizational Dynamics*, and *Journal of Leadership and Organizational Studies*. Professor Slocum has also served as a management consultant to organizations such as ARAMARK, Lockheed Martin, Celanese, Prudential Bache Indonesia, among others. He is on the executive development staff of programs for the Governors of Oklahoma and Texas, SMU, and the University of North Texas Health Sciences, among others. Professor Slocum is currently on the board of advisors for Kisco Senior Living, LLC of Carlsbad, California. In the prior five years, Professor Slocum has not served as a director on a public company board except for ViewCast.

Professor Slocum brings to the Board of Directors a management and organizational perspective developed during his academic years as a professor at a top business school along with his experience from consulting with various organizations.

There are no family relationships among the directors, executive officers, or other significant employees of ViewCast.

Executive Officers

The following table contains information as of March 31, 2012 regarding the executive officers of ViewCast. Each holds the offices listed below and will hold such positions until the next regular meeting of the Board of Directors to be held immediately following the Annual Meeting of Stockholders or until their successors are chosen and qualified by the Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Office Held with Company</u>
John C. Hammock	49	President and Chief Executive Officer
Laurie L. Latham	55	Chief Financial Officer and Senior Vice President of Finance and Administration
Adrian Guihat	52	Chief Technical Officer and Senior Vice President of Product Development

John C. Hammock's information can be found with the information under Directors.

Laurie L. Latham has served as Chief Financial Officer and Senior Vice President of Finance and Administration of ViewCast since December 1999. From 1997 until she joined ViewCast, Ms. Latham served as Senior Vice President and Chief Financial Officer of Perivox Corporation, an interactive communications and direct marketing company. From 1994 through 1997, she was the Vice President of Finance and Administration at Axis Media Corporation. Prior to joining Axis Media Corporation, Ms. Latham had been in public practice with national and regional accounting firms, including KPMG Peat Marwick, and was the Vice President of Finance and Administration for Medialink International Corporation, a food industry technology company located in California. In addition, Ms. Latham's earlier career experience included roles within the oil and gas, real estate and agricultural industries. Ms. Latham received her B.B.A. from the University of Texas and is a Certified Public Accountant.

Table of Contents

Adrian Giuhat serves as Chief Technical Officer and Senior Vice President of Product Development, a recent role he began in September 2010. Prior to joining ViewCast, Mr. Giuhat was a Senior Vice President and CTO of Nexstar Broadcasting Group, a public company that owns and operates 62 TV stations in 14 U.S. states, from 2008 until joining ViewCast. From 2003 to 2008, he was founder and CTO for AvantGuard Technologies a product development, data warehousing, technology consulting company, which defined, developed, and marketed web based products used in video distribution, print advertising and pre-sales lead management. During 2000 to 2003, Mr. Giuhat was the Senior Vice President of Engineering for Digital Generation (DG) Systems (currently known as DG FastChannel Inc.), a leader in content distribution of digital media to over 1,000 TV and 7,000 radio stations across the United States and Canada. Prior to 2000, Mr. Giuhat held senior level product development and management roles with ADC-Teledata, an Israeli telecom company, and with DSC-Alcatel USA, a multi-national telecom provider company. Early in his career, Mr. Giuhat held management engineering roles with Nortel Networks-BNR and Olivetti International. Mr. Giuhat received his M.Sc. and B.S. from the University of Bucharest and M.B.A. from Ottawa University.

Corporate Governance

Board Leadership Structure

The positions of Director, President and Chief Executive Officer are held by Mr. Hammock. In these roles, Mr. Hammock has general charge, supervision and control of the business and affairs of ViewCast and is responsible generally for assuring that policy decisions of the Board are implemented as adopted. As part of his duties, Mr. Hammock is also responsible for planning ViewCast's growth, for stockholder relations and relations with investment bankers and other similar financial institutions and financial advisors, for exploring opportunities for mergers, acquisitions and new business, and for performing such other duties as the Board may from time to time assign. The position of Chairman of the Board is held by Mr. Platt who previously served as President and Chief Executive Officer of ViewCast. As the Chairman of the Board, Mr. Platt provides leadership to the Board and works with the Board to define its structure and activities in the fulfillment of its responsibilities and to be a direct liaison and mentor to Mr. Hammock. We believe this Board leadership structure is appropriate for our Company at this time, in that the role of Chairman of the Board working with the President and Chief Executive Officer promotes experience, leadership and direction for our Company.

The Board recognizes, however, that other leadership models may be appropriate, depending on the circumstances, and that no single Board leadership model is most effective in all circumstances for any company. For this reason, the Board periodically reviews its leadership structure to ensure that the stockholders are best served thereby.

Oversight of Risk Management

The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management regarding operational, financial, legal, regulatory and strategic areas including possible areas of material risk to the Company. Both management and the Board have responsibility for risk management though the Board has the ultimate oversight responsibility for the risk process. The Audit Committee assists the Board in its oversight of the Company's risk assessment and risk management policies. The Audit Committee focuses on financial risk, including internal controls, and receives an annual risk assessment report prepared internally.

Code of Ethics

The Company has adopted a Corporate Compliance Program Guidelines and Ethics Policy that applies to all employees and officers of the Company and its subsidiaries, including the principal executive officer and principal financial and accounting officer. This policy meets the requirements of a "code of ethics" as defined by Item 406 of Regulation S-K and was filed as Exhibit 14.1 to the Company's report on Form 10-KSB for the fiscal year ended December 31, 2003.

The Code of Conduct and Ethics is available on our website at www.viewcast.com under the "Company Investor Relations." You may obtain a copy of the Code of Conduct and Ethics, free of charge, by sending a request in writing to Cordia Leung at the following address: Cordia Leung, ViewCast.com, Inc., 3701 W. Plano Parkway, Suite 300, Plano, TX 75075.

[Table of Contents](#)

Stockholder Communications with the Board of Directors.

Stockholders may send written communications to our Board of Directors by delivering them to The Board of Directors, Viewcast.com, Inc., at 3701 W. Plano Parkway, Suite 300, Plano, TX 75075. All stockholder communications will be forwarded to the Chairman of the Board of Directors or, if addressed to the Audit or Compensation Committee, forwarded to the appropriate committee chairman.

Meetings of the Board of Directors and Committees

Meetings. The Board of Directors held a total of nine meetings during ViewCast' s fiscal year ended December 31, 2011. Each Director attended in person or telephonically at least 75% of the meetings held by the Board of Directors and all committees thereof on which he served.

It is our policy that all directors and nominees should attend the annual meeting of stockholders. All of our directors attended the 2011 Annual Meeting.

The Board of Directors has established two standing committees: the Audit and Compensation Committees.

Audit Committee. The Audit Committee oversees and monitors ViewCast' s financial reporting process and internal control system, reviews and evaluates the audit performed by ViewCast' s independent registered public accounting firm and reports any substantive issues found during the audit to the Board and reviews and evaluates the internal audit program. The Audit Committee is directly responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. The Audit Committee will also review and approve all transactions with affiliated parties. The Board of Directors has adopted a written charter for the Audit Committee, which can be located in the investor relations section of our website at www.viewcast.com.

Directors Autem, Brandenburg and Slocum serve as the members of the Audit Committee. All members of the committee are independent directors as defined under Rule 5605(a)(2) of the NASDAQ Stock Market. The Audit Committee met four times in the 2011 fiscal year.

The Board of Directors has determined that Mr. Autem qualifies as an "Audit Committee Financial Expert" as that term is defined by Item 407(d)(5) of Regulation S-K, and the Board of Directors has designated him as such.

Nomination of Directors. The Board of Directors currently does not have a standing nominating committee and consequently has no nominating committee charter. The Board of Directors believes that it is appropriate under existing circumstances for the Company not to have a nominating committee because the Board is comprised of only seven members, five of whom are independent as defined under Rule 5605(a)(2) of the NASDAQ Stock Market. Currently, each member of the Board of Directors participates in the consideration of director nominees.

The Board of Directors does not have a formal policy with regard to the consideration of any director candidates recommended by stockholders because the Board believes it can adequately evaluate any such recommendation on a case-by-case basis. However, the Board of Directors would consider for possible nomination, qualified nominees recommended by stockholders. Stockholders who wish to propose a qualified candidate for consideration should submit complete information as to the identity and qualifications of that person to the Secretary of the Company at 3701 W. Plano Parkway, Suite 300, Plano, Texas 75075 sufficiently in advance of an annual meeting.

Absent special circumstances, the Board of Directors will continue to nominate qualified incumbent directors whom the Board believes will continue to make important contributions to the Board and the Company. The Board generally requires that nominees be persons of sound ethical character, be able to represent all stockholders fairly, have demonstrated professional achievement, have meaningful experience and have a general appreciation of the major business issues facing ViewCast. The Board of Directors does not have a formal process for identifying and evaluating nominees for director. However, the Board will evaluate all candidates, whether recommended by stockholders or otherwise, in accordance with the above criteria.

Table of Contents

Further, the Board strives to nominate directors who represent an appropriate mix of backgrounds and experiences to best enhance the functions of the Board. The Board does not have a formal diversity policy in place. However, it does consider diversity in the broadest sense when seeking and reviewing potential Board nominees, thus including factors such as age, sex, race, ethnicity and geographic location, as well as a variety of experience and educational backgrounds (such as operations, finance, accounting and marketing experience and education).

Compensation Committee. The Compensation Committee reviews and approves salaries and bonuses for all officers, administers options outstanding under ViewCast's stock incentive plans, provides advice and recommendations to the Board regarding directors' compensation and carries out the responsibilities required by the rules of the SEC. The Compensation Committee believes that its processes and oversight should be directed toward attracting, retaining and motivating employees and non-employee directors to promote and advance the interests and strategic goals of the Company. The Compensation Committee is comprised solely of independent directors, as defined under Rule 5605(a)(2) of the NASDAQ Stock Market. As requested by the Compensation Committee, the Chief Executive Officer will provide information and may participate in discussion regarding compensation for other executive officers. The Compensation Committee does not routinely utilize outside compensation consultants but considers other general industry information and trends if available. The Board of Directors has not adopted a written charter for the Compensation Committee.

The Compensation Committee has relied on ViewCast's outside legal counsel for advice as to its obligations under applicable corporate, securities, tax and employment laws, for assistance in interpreting its obligations under compensation plans and agreements, and for drafting plans and agreements to document business decisions. The Compensation Committee has the right to select other legal counsel.

Directors Brandenburg, Autem and Slocum serve as the members of the Compensation Committee, with Mr. Slocum serving as Chairman. The Compensation Committee met one time in the 2011 fiscal year.

Compliance with Section 16(a) Beneficial Ownership Reporting

Section 16(a) of the Exchange Act requires ViewCast's officers, directors and persons who beneficially own more than 10% of a registered class of ViewCast's equity securities to file reports of ownership and change in ownership with the SEC. Officers, directors and greater than 10% stockholders are required to furnish ViewCast with copies of Section 16(a) forms they file.

To ViewCast's knowledge, based solely on review of the copies of such reports furnished to ViewCast, and written representations that no other reports were required during the year ended December 31, 2011, all of ViewCast's officers, directors and greater than 10% beneficial owners complied with the applicable Section 16(a) requirements, except that both Mr. Giuhat and Ms. Latham belatedly filed one report, each of which reported two transactions. Mr. Giuhat and Ms. Latham are current in their Section 16(a) filings as of the end of the most recent fiscal year.

[Table of Contents](#)

Item 11. Executive Compensation

Executive Officer Compensation

The table below set forth for 2010 and 2011 the compensation of each of our named executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Positions	Year	Non-Equity					Total
		Salary (1)	Bonus (1)	Option Awards (2)	Incentive Plan Compensation	All other Compensation (3)	
		\$	\$	\$	\$	\$	\$
John Hammock, CEO and President (4)	2011	193,788	–	46,410	26,542 (7)	–	266,740
	2010	149,884	15,000	17,371	37,528 (7)	–	219,783
David Stoner, CEO and President (5)	2011	121,123	7,969	59,280	–	217,423 (8)	405,795
	2010	198,875	4,031	28,742	–	–	231,648
Laurie Latham, CFO and Sr. VP Finance and Administration	2011	185,000	–	44,460	–	3,083	232,543
	2010	171,125	3,469	21,557	–	–	196,151
Adrian Giuhat, CTO and Sr. VP Product Development (6)	2011	185,000	–	29,640	–	1,079	215,719
	2010	59,564	3,469	43,660	–	–	106,693

- (1) The figures shown for salary and bonus represent amounts earned for the fiscal year, whether or not actually paid during such year, and include amounts deferred pursuant non-incentive deferred compensation plans.
- (2) Represents the aggregate grant date fair value for options to purchase shares of ViewCast.com, Inc. common stock granted to the named executive during the applicable year calculated in accordance with FASB ASC Topic 718 for financial statement purposes. For more information concerning the assumptions used for these calculations, please refer to the discussion under the caption Stock-Based Compensation in the Management's Discussion and Analysis and footnotes to the audited financial statements, included in our Annual Report on Form 10-K for the year ended December 31, 2011.
- (3) The named executive officers participate in certain group life, health, disability insurance and medical reimbursement plans, not disclosed in the Summary Compensation Table, that are generally available to salaries employees and do not discriminate in scope, terms and operation. The figure shown for each named executive officer is for employer contributions to a qualified deferred compensation plan (401(k) plan). Our 401(k) plan provides employees with an opportunity to defer compensation for retirement. Employees may contribute up to 60% of compensation, subject to IRS limits. ViewCast matches 50% of the first 4% of employee contributions annually. The Company match was suspended on April 1, 2009, resumed January 1, 2011 and suspended on November 1, 2011.
- (4) Mr. Hammock's employment as President and COO began in July 2011 and became CEO in December 2011. Mr. Hammock had joined the Company as VP of Sales in February 2010 and was not a named executive until July 2011.
- (5) Mr. Stoner's employment ended in July 2011.
- (6) Mr. Giuhat's employment began in September 2010.
- (7) Represents amounts earned for services rendered during the fiscal year under our VP of Sales Incentive Compensation Plan, whether or not actually paid during such fiscal year. Incentive was earned in 2010 and 2011 based on achievement of 90% and 60% or better of the cumulative quota for sales at the end of each quarter through December of each year, respectively.
- (8) Amount shown for Mr. Stoner includes severance compensation of \$215,000 pursuant to his Amended and Restated Employment Agreement dated March 1, 2007, and amended and restated as of May 18, 2010 in addition to the Company 401(k) plan match of \$2,423.

Table of Contents

Compensation Plans

2005 Stock Incentive Plan.

In October 2005, the Company adopted the ViewCast 2005 Stock Incentive Plan (the “2005 Plan”), which replaced its expired stock option plans (the 1995 Employee Stock Option Plan (the “1995 Employee Plan”) and the 1995 Director Stock Option Plan (the “Director Plan”) and became the sole plan for providing equity-based incentive compensation to ViewCast’s employees, non-employee directors and other service providers. Options granted under the expired stock option plans will continue to be subject to the terms of those plans in effect before the effective date of the 2005 Plan. The plan allows for the grant of stock options, restricted stock, restricted stock units, stock appreciation rights, performance awards and other incentive awards to employees, non-employee directors and other service providers of ViewCast and its affiliates who are in a position to make a significant contribution to the success of ViewCast and its affiliates. The purposes of the plan are to attract and retain individuals, further align employee and stockholder interests, and closely link compensation with ViewCast’s performance. The Compensation Committee of the Board of Directors currently administers options outstanding under the 2005 Plan, the 1995 Employee Plan and the Director Plan.

In October 2009, the Company adopted an amendment to the 2005 Plan to increase the number of available shares under the 2005 Plan from 3,000,000 to 6,000,000 subject to any adjustments in accordance with the previously approved 2005 Plan. As amended, the maximum number of shares available for grant under the 2005 Plan is 6,000,000 shares of Common Stock, plus any shares of Common Stock subject to outstanding awards under ViewCast’s prior stock option plans as of the date the 2005 Plan was approved by ViewCast’s stockholders that later cease to be subject to such awards for any reason other than such awards having been exercised or expired. Such shares shall, as of the date such shares cease to be subject to such awards, cease to be available for grant under the prior stock options plans, but shall be available for issuance under the 2005 Plan. The number of shares available for award under the plan is subject to adjustment for certain corporate changes in accordance with the provisions of the plan.

Employee Stock Purchase Plan.

In October 2005, the Company established the ViewCast 2005 Employee Stock Purchase Plan (the “ESPP”) to provide employees of the Company with an opportunity to purchase common stock through payroll deductions. The plan replaced the Company’s 1995 employee stock purchase plan which expired in April 2005. Under the ESPP, 1,000,000 shares of Common Stock have been reserved for issuance, subject to certain anti-dilution adjustments. The ESPP is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Internal Revenue Code of 1986, as amended (the “Code”).

Under the ESPP, each ESPP offering is for a period of six months ending March 31 and September 30 of each year. Eligible employees may participate in the ESPP by authorizing payroll deductions during an offering period within a percentage range determined by the Board of Directors. Initially, the amount of authorized payroll deductions is not more than ten percent of an employee’s cash compensation during an offering period, and not more than \$25,000 per year. Amounts withheld from payroll are applied at the end of each offering period to purchase shares of Common Stock. Participants may withdraw their contributions at any time before stock is purchased, and in the event of withdrawal such contributions will be returned to participants. The purchase price of the Common Stock is equal to ninety-five percent (95%) of the market price of Common Stock at the end of each offering period (the “Exercise Date”). The Purchase Price may be changed by the Board of Directors or its committee but in any case shall never be lower than 85% of the fair market value of a share of Common Stock on the Exercise Date. ViewCast pays all expenses incurred in connection with the implementation and administration of the ESPP. In 2010 and 2011, Ms. Latham participated in the ESPP.

[Table of Contents](#)

Stock Awards and Stock Option Grants Outstanding

The following table set forth information regarding stock awards and similar equity compensation outstanding at December 31, 2011, whether granted in 2011 or earlier, including awards that have been transferred other than for value.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

Option Awards							
Name	Number of Securities Underlying Unexercised Options (#) Exercisable		Number of Securities Underlying Unexercised Options (#) Unexercisable		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) Option Exercise Price (\$)		Option Expiration Date
	John C. Hammock	55,556	(1)	44,444		0.1700	
			100,000	(2)	0.3600	5/31/2018	
			100,000	(3)	0.2100	9/21/2018	
Laurie L. Latham	60,000	(4)			0.4850	7/03/2012	
	50,000	(4)			0.2850	4/19/2015	
	62,500	(5)			0.4200	7/10/2014	
	62,500	(6)			0.4800	2/08/2015	
	187,500	(7)			0.4800	2/08/2015	
	111,111	(8)	13,889		0.3300	4/15/2016	
	83,333	(1)	66,667		0.1700	4/01/2017	
			150,000	(2)	0.3600	5/31/2018	
Adrian Giuhat	83,333	(9)	116,667		0.2645	9/08/2017	
			100,000	(2)	0.3600	5/31/2018	

- (1) 12/36th vested on 4/1/2011; with 1/36th vesting each month thereafter.
- (2) 12/36th will vest on 5/31/2012; with 1/36th vesting each month thereafter.
- (3) 12/36th will vest on 9/21/2012; with 1/36th vesting each month thereafter.
- (4) Fully vested on December 31, 2006.
- (5) Fully vested on July 10, 2008.

- (6) Fully vested on February 8, 2011.
- (7) Fully vested on December 31, 2010.
- (8) 12/36th vested on 4/14/2010; with 1/36th vesting each month thereafter.
- (9) 12/36th vested on 9/8/2011; with 1/36th vesting each month thereafter.

Employment Agreements

ViewCast entered into an employment agreements with Mr. Stoner and Ms. Latham. Effective September 6, 2010, we have also entered into an employment agreement with Mr. Giuhat. Except for Mr. Stoner, these employment agreements are currently in effect through August 2012 for Ms. Latham and March 2013 for Mr. Giuhat, and are renewed annually with ongoing automatic one- year renewals unless ViewCast or the executive elects in advance not to renew the agreement. Each such employment agreement provides for (i) annual base compensation (\$215,000 for Mr. Stoner and \$185,000 for Ms. Latham and Mr. Giuhat); (ii) incentive compensation, at our Board of Directors' discretion, in an amount up to 30% of base salary at 100% achievement, increasing in a linear fashion for performance in excess of 100%, with a cap of 150% in the case of the profit component of the target, with 50% on meeting profitability goals and 50% on meeting revenue growth targets and such other criteria as determined by the Board of Directors, and (iii) for an eighteen month non-compete and non-solicitation period upon termination. Mr. Stoner and Ms. Latham voluntarily reduced their cash compensation below that provided under their agreements for part of the 2010 calendar year.

Table of Contents

Under the employment agreement, each executive will be entitled to (i) a lump sum amount equal to six months of annual salary in effect on the date of termination, (ii) beginning six months after termination, the continuation of salary for six months, and (iii) the reimbursement for six months of COBRA premiums if employment is terminated by ViewCast without cause or by the executive due to a significant change in the nature and scope of the authority, powers, functions, benefits or duties attached to his or her position. In the event ViewCast terminates employment following a change in control, the executive will be entitled to (i) a lump sum amount equal to six months of annual salary in effect on the date of termination, and (ii) beginning six months after termination, continuation of salary for six months.

In 2011, ViewCast had provided Mr. Stoner, Ms. Latham and Mr. Giuhat the incentive compensation opportunities promised under their employment agreements by means of a 2011 Executive Incentive Compensation Plan. Revenue goals under this plan were \$5,000,000; \$5,400,000; \$5,800,000 and \$6,300,000 for the first through the fourth quarters of 2010, with a total annual goal of \$22,500,000. Profit goals under this plan, which requires a minimum of \$100,000 profit for any period, were \$100,000; \$100,000; \$240,471 and \$694,959 for the first through the fourth quarters of 2010, with an annual goal of \$981,096. In 2011, none of the executives accrued a bonus under this plan.

In 2010, ViewCast had provided Mr. Stoner, Ms. Latham and Mr. Giuhat the incentive compensation opportunities promised under their employment agreements by means of a 2010 Executive Incentive Compensation Plan. Revenue goals under this plan were \$4,200,000; \$4,550,000; \$4,750,000 and \$5,000,000 for the first through the fourth quarters of 2010, with a total annual goal of \$18,500,000. Profit goals under this plan, which requires a minimum of \$100,000 profit for any period, were \$100,000; \$100,000; \$280,017 and \$510,077 for the first through the fourth quarters of 2010, with an annual goal of \$743,065. In 2010, none of the executives accrued a bonus under this plan.

On July 12, 2011, David T. Stoner resigned his position as a director of ViewCast and his employment was terminated. ViewCast continued to pay Mr. Stoner his continued salary for a period of 12 months under his employment agreement, for a total of approximately \$215,000, as well as special bonus payments totaling \$12,000. ViewCast also continued to pay Mr. Stoner's COBRA premiums for six months.

The Board named John C. Hammock as President and Chief Operating Officer of ViewCast effective July 13, 2011 and entered into a letter agreement which provides for a base salary of \$215,000 per year. Effective December 14, 2011, the letter agreement was superseded by entering into an employment agreement with Mr. Hammock providing annual base compensation \$215,000 for Mr. Hammock and an incentive compensation bonus plan. The employment agreement is currently in effect through June 13, 2013 for Mr. Hammock. Mr. Hammock's letter agreement and later his employment agreement provide for a bonus opportunity under the Company's 2011 Executive Incentive Compensation Plan for Mr. Hammock which the Company adopted effective July 13, 2011. This plan provides for ViewCast to pay Mr. Hammock 15% of base salary if quarterly revenue and profit goals are met, and 15% of annual base salary if annual revenue and profit goals are met for a projected annual bonus of \$64,500 if 100% of target goals are met. If the target goals are exceeded, the bonus is adjusted in a linear fashion for performance above 100%, with a cap of 150% in the case of the profit component of the target. In order to receive these payments, Mr. Hammock must be employed by ViewCast on the date paid. Revenue goals under this plan were \$5,000,000; \$5,400,000; \$5,800,000 and \$6,300,000 for the first through the fourth quarters of 2011, with a total annual goal of \$22,500,000. Profit goals under this plan, which requires a minimum of \$100,000 profit for any period, were \$100,000; \$100,000; \$240,471 and \$694,959 for the first through the fourth quarters of 2011, with an annual goal of \$981,096. In 2011, Mr. Hammock did not accrue a bonus under this plan. In addition, pursuant to the letter agreement, on September 21, 2011, ViewCast granted Mr. Hammock stock options to purchase 100,000 shares of ViewCast's common stock at an exercise price of \$0.21 per share, with one third to vest 12 months from the date of grant and the remainder to vest 1/36th each month thereafter.

Under the employment agreement, Mr. Hammock will be entitled to (i) the continuation of salary for twelve months, and (ii) the reimbursement for six months of COBRA premiums if employment is terminated by ViewCast without cause or by the executive due to a significant change in the nature and scope of the authority, powers, functions, benefits or duties attached to his or her position. In the event ViewCast terminates employment following a change in control, the executive will be entitled to the continuation of salary for twelve months.

Table of Contents

The employment of all other ViewCast officers is “at will” and may be terminated by ViewCast or the officer at any time, for any reason or no reason.

Director Compensation

In May 1995, ViewCast adopted a 1995 Director Option Plan (the “Director Plan”) under which only outside directors were eligible to receive non-statutory stock options. The Director Plan terminated on April 21, 2005. As amended and approved by stockholder vote during 2002, a total of 500,000 shares of Common Stock were authorized for issuance under the Director Plan. As of March 31, 2011, options to purchase an aggregate of 30,000 shares at exercise prices ranging from \$0.26 to \$0.615 per share had been granted and were outstanding under the Director Plan.

The exercise price of each option granted under the Director Plan is equal to the fair market value of the Common Stock on the date of grant. Each share grant vests at the rate of 25% of the option shares upon the first anniversary of the date of grant and one forty-eighth of the options shares per month thereafter, unless terminated sooner upon termination of the optionee’s status as a director or otherwise pursuant to the Director Plan. On December 22, 2005, the Board of Directors of ViewCast approved accelerating the vesting of “out-of-the-money” unvested options previously awarded to employees, officers and directors under ViewCast’s stock option plans with an exercise price greater than \$0.30 per share. The number of “out-of-the-money” unvested options under the Director Plan that were accelerated in 2005 and were held by directors as of March 31, 2012 are as follows: Joseph Autem - 14,376 options. In the event of a merger of ViewCast with or into another corporation or a consolidation, acquisition of assets or other change in control transaction involving ViewCast, each option becomes exercisable unless assumed or an equivalent option substituted by the successor corporation.

Except for the Chairman of the Board of the Company, Directors who are not independent directors or employees currently receive no cash compensation for serving on the Board of Directors other than reimbursement of reasonable expenses incurred in attending meetings. Following Mr. Platt’s retirement on July 31, 2008 from the position of Chief Executive Officer of the Company, he has continued as Chairman of the Board of the Company. For services rendered to ViewCast as Chairman of the Board, Mr. Platt receives annual compensation of \$65,000. Mr. Platt receives no additional cash compensation for serving as Chairman other than reimbursement of reasonable expenses incurred in attending meetings. Mr. Platt voluntarily reduced his cash compensation below \$65,000 for part of the 2010 and 2011 calendar year.

On June 20, 2006 and as subsequently modified on October 8, 2008, the Board of Directors of ViewCast.com, Inc. approved the policy for the compensation of independent directors by compensating such individuals with cash and equity designed to both reward such independent directors for services rendered to the Corporation and to link a portion of their compensation to the performance of the Corporation by means of equity grants as follows:

Each independent director of the Corporation shall be paid a cash retainer equal to \$500 per month with an additional cash payment for each meeting of the Board of Directors of the Corporation equal to \$1,000 if attended in person and \$250 if attended by telephone; and

Each independent director of the Corporation who has not previously served on the Board of Directors of the Corporation shall be granted options under the 2005 Stock Incentive Plan, as described below, to acquire 50,000 shares of the Corporation upon the appointment to the Board of Directors with such option grant to vest one year from the date of grant; and

Each independent director of the Corporation shall be granted options under the 2005 Stock Incentive Plan to acquire 25,000 shares of the Corporation each year immediately following the date of the Corporation’s annual meeting, provided that such independent director shall have served as a director of the Corporation at least twelve months prior to the date of such grant, with such option grant to vest one year from the date of grant.

The exercise price of each option granted to an independent director under the 2005 Plan is equal to the fair market value of the Common Stock on the date of grant. As of March 31, 2012, options to purchase an aggregate of 483,335 shares at an exercise price ranging from \$0.17 to \$0.475 per share had been granted to independent directors and were outstanding under the 2005 Plan and 16,665 options previously granted have been exercised at an exercise price of \$0.20 per share.

Table of Contents

The following table sets forth information regarding compensation earned by the non-employee directors of ViewCast.com, Inc. during the last fiscal year ending December 31, 2011.

Director Compensation Table

Name	Fees Earned or Paid	Option Awards (\$)	Total (\$)
	in Cash (\$) (1)	(2)	
George C. Platt, Chairman	54,167	–	54,167
Joseph Autem	11,750	2,897	14,647
David W. Brandenburg	12,500	2,897	15,397
Sherel D Horsley (3)	13,500	–	13,500
John W Slocum, Jr	13,250	2,897	16,147
Christina K. Hanger (4)	371	–	371
Lance E. Ouellette (4)	371	–	371

- (1) Includes meeting fees earned during the fiscal year, whether such fees were paid currently or deferred.
- (2) Represents the aggregate grant date fair value for options to purchase shares of ViewCast.com, Inc. common stock granted to the director during the applicable year calculated in accordance with FASB ASC Topic 718 for financial statement purposes. For more information concerning the assumptions used for these calculations, please refer to the discussion under the caption Stock-Based Compensation in the Management's Discussion and Analysis and footnotes to the audited financial statements, included in our Annual Report on Form 10-K for the year ended December 31, 2011. As of December 31, 2011, the aggregate outstanding option awards to each non-employee director were: Mr. Platt - 532,500; Mr. Autem - 180,000; Mr. Brandenburg - 125,000; Mr. Slocum - 158,335.
- (3) Mr. Horsley's term ended in November 2011 when he chose to not stand for re-election to the board.
- (4) Ms. Hanger and Mr. Ouellette were appointed as directors to the board in December 2011.

Table of Contents

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information as of March 31, 2012, based on information obtained from public records and our books and records regarding the persons named below, with respect to the beneficial ownership of shares of our Common Stock and Series E Preferred, respectively, by: (i) each person or a group known by us to be the owner of more than five percent (5%) of each class of our outstanding voting securities, (ii) each director, (iii) each executive officer and (iv) all officers and directors as a group. Except as otherwise indicated, each person shown in the table has voting and investment power with respect to the shares listed next to his or her name. Except as otherwise indicated, the address for each person listed in the table below is c/o ViewCast.com, Inc., 3701 W. Plano Parkway, Suite 300, Plano, TX 75075.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned		Percentage of Common Stock Beneficially Owned (1), (2)		Shares of Series E Preferred Stock Beneficially Owned		Percentage of Series E Preferred Stock Beneficially Owned	
Directors and Executive Officers								
JOSEPH AUTEM	163,200	(3)	*		–			–
DAVID W. BRANDENBURG	8,163,258	(4)	12.71	%	–			–
ADRIAN GIUHAT	169,444	(5)	*		–			–
JOHN C. HAMMOCK	1,879,440	(6)	2.97	%	–			–
CHRISTINA K. HANGER	444,666	(7)	*		–			–
LAURIE L. LATHAM	2,544,319	(8)	3.98	%	–			–
LANCE E. OUELLETTE	1,776,662	(9)	2.81	%	–			–
GEORGE C. PLATT	1,112,528	(10)	1.76	%	–			–
JOHN W. SLOCUM, JR.	160,000	(11)	*		–			–
All executive officers and directors as a group (nine (9) persons)	16,413,017	(12)	23.77	%	–			–
Five Percent or Greater Stockholders								
H.T. ARDINGER, JR.	35,523,545	(13)	45.34	%	80,000	(14)	100	%
JOHN J. SCAMARDELLA	4,985,009	(14)	7.88	%	–			–

* Less than one percent (1%)

1. A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from March 31, 2012 upon the exercise of warrants, options or conversion of shares of Series E Preferred Stock. Each beneficial owner's percentage ownership is determined by assuming that warrants or options that are held by such person (but not those held by any other person) and which are exercisable within 60 days from March 31, 2012 have been exercised and that shares of Series E Preferred Stock that are held by such person have been converted. Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of Common Stock beneficially owned by them.

Table of Contents

2. Based on a total of 62,350,009 shares issued and outstanding which excludes treasury stock, plus, for each person listed, any Common Stock that person has the right to acquire within 60 days from March 31, 2012 pursuant to warrants, options or the conversion of shares of Series E Preferred Stock.
3. Includes the following shares issuable under the 1995 Directors Option Plan upon exercise of options: (i) 10,000 shares issuable upon exercise at \$0.26 per share, (ii) 10,000 shares issuable upon exercise at \$0.615 per share, and (iii) 10,000 shares issuable upon exercise at \$0.37 per share; includes under the 2005 Stock Incentive Plan (the “2005 Plan”): (i) 25,000 shares issuable upon exercise at \$0.39 per share, (ii) 25,000 shares issuable upon exercise at \$0.42 per share, (iii) 25,000 shares issuable upon exercise at \$0.475 per share, (iv) 25,000 shares issuable upon exercise at \$0.17 per share, and (v) 25,000 shares issuable upon exercise at \$0.235 per share.
4. Information is based on filings made with the SEC under Sections 13 or 16 of the Exchange Act through March 31, 2012 and includes: (i) 1,823,048 shares held directly by Mr. Brandenburg’ s spouse, (ii) the following shares upon exercise of warrants: (i) 888,331 shares issuable upon exercise at \$0.1238278 per share and (ii) 888,331 shares issuable upon exercise at \$0.1238278 per share held directly by Mr. Brandenburg’ s spouse and (iii) the following shares issuable under the 2005 Plan upon exercise of options: (i) 50,000 shares issuable upon exercise at \$0.315 per share, (ii) 25,000 shares issuable upon exercise at \$0.17 per share, and (iii) 25,000 shares issuable upon exercise at \$0.235 per share.
5. Includes the following shares issuable under the 2005 Plan upon exercise of options: (i) 111,111 shares issuable upon exercise at \$0.2645 per share and (ii) 33,333 shares issuable upon exercise at \$0.36 per share.
6. Includes (i) 888,331 shares issuable upon exercise of warrants at \$0.1238278 per share and (ii) the following shares issuable under the 2005 Plan upon exercise of options: (i) 69,445 shares issuable upon exercise at \$0.17 per share and (ii) 33,333 shares issuable upon exercise at \$0.17 per share. Mr. Hammock’ s shares and warrants are pledged.
7. Includes 888,331 shares issuable upon exercise of warrants at \$0.1238278 per share.
8. Includes (i) 888,331 shares issuable upon exercise of warrants at \$0.1238278 per share and (ii) the following shares issuable under the 1995 Employee Stock Option Plan (the “1995 Employee Plan”) and the 2005 Plan upon exercise of options: (i) 125,000 shares issuable upon exercise at \$0.33 per share, (ii) 104,167 shares issuable upon exercise at \$0.17 per share, (iii) 60,000 shares issuable upon exercise at \$0.485 per share, (iv) 50,000 shares issuable upon exercise at \$0.285 per share, (v) 62,500 shares issuable upon exercise at \$0.42 per share, (vi) 50,000 shares issuable upon exercise at \$0.36 per share and (vii) 250,000 shares issuable upon exercise at \$0.48 per share. Ms. Latham’ s shares and warrants are pledged.
9. Includes 888,331 shares issuable upon exercise of warrants at \$0.1238278 per share. Mr. Ouellette’ s shares and warrants are pledged.
10. Includes (i) 177,667 shares issuable upon exercise of warrants at \$0.1238278 per share and (ii) the following shares issuable under the 1995 Employee Plan and the 2005 Plan upon exercise of options: (i) 200,000 shares issuable upon exercise at \$0.33 per share, (ii) 50,000 shares issuable upon exercise at \$0.17 per share, (iii) 70,000 shares issuable upon exercise at \$0.485 per share, (iv) 70,000 shares issuable upon exercise at \$0.285 per share, (v) 12,500 shares issuable upon exercise at \$0.42 per share, and (vi) 130,000 shares issuable upon exercise at \$0.48 per share.
11. Includes the following shares issuable under the 2005 Plan upon exercise of options: (i) 33,335 shares issuable upon exercise at \$0.20 per share, (ii) 25,000 shares issuable upon exercise at \$0.42 per share, (iii) 25,000 shares issuable upon exercise at \$0.475 per share, (iv) 25,000 shares issuable upon exercise at \$0.17 per share, and (v) 25,000 shares issuable upon exercise at \$0.235 per share.
12. Includes (i) an aggregate of 4,841,405 shares issuable upon exercise of warrants and (ii) an aggregate of 1,869,724 shares of our Common Stock issuable under the 1995 Directors Option Plan, 1995 Employee Plan and 2005 Plan, upon the exercise of stock options.
13. Information is based on filings made with the SEC under Sections 13 or 16 of the Exchange Act through March 31, 2012 and includes: (i) 181,501 shares owned by Mr. Ardinger’ s spouse, (ii) 5,562,687 shares owned by Ardinger LP, and (iii) 16,000,000 shares of Common Stock reserved for issuance upon the conversion of \$8,000,000 of Series E Convertible Redeemable Preferred Stock to Common Stock at \$0.50 per share owned by Ardinger LP. Mr. Ardinger’ s address, as disclosed in his Section13 filings, is: 1990 LakePointe Drive, Lewisville, TX 75057.
14. Based on filings made with the SEC under Sections 13 or 16 of the Exchange Act through March 31, 2012. Mr. Scamardella’ s address, as disclosed in his Section13 filings, is: 105 Woodvale Loop, Staten Island, NY 10309.

15. All 80,000 shares of Series E Preferred Stock are held directly by Ardinger LP.

Table of Contents

Equity Compensation Plan Information

The following table sets forth certain information as of December 31, 2011 concerning outstanding awards and securities available for future issuance pursuant to ViewCast's equity compensation plans.

Plan category	Number of securities	Weighted-average	Number of securities
	to be issued upon exercise of outstanding options, warrants and rights	exercise price of outstanding options, warrants and rights	remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	4,423,335	\$ 0.31	2,525,002
Equity compensation plans not approved by security holders	—	—	—
Total	4,423,335	\$ 0.31	2,525,002

Item 13. Certain Relationships and Related Transactions, and Director Independence

Relationships and Related Transactions

Since October 1998, the Company has maintained a credit facility with an entity controlled by one of its principal stockholders, Mr. H.T. Ardinger. Most recently, ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (jointly and severally, "the Borrower") amended the terms and conditions of the loan and security agreement with the Ardinger Family Partnership, Ltd. on December 30, 2011, to be effective as of October 1, 2011. Under the amended terms any amounts outstanding of the primary principal amount and secondary principal amount mature December 31, 2014, subject to certain earlier payment conditions. The interest on the primary principal amount will accrue based on an interest rate per annum which is the greater of 5.0% or the effective prime rate plus 0.75% (5.00% as of December 31, 2010 and 2011). Interest on the secondary principal shall accrue based on the effective Applicable Federal Rate, as defined in the agreement, (0.32% and 1.27%) as of December 31, 2010 and 2011, respectively). The amendment defers the payment of the accrued interest on the unpaid primary and secondary principal amounts from October 1, 2011 through March 31, 2012 until beginning April 30, 2012 payment of such accrued interest will be paid in three approximately equal monthly payments. The amended terms call for interest accruing after March 31, 2012 to be paid monthly; and beginning July 31, 2012, minimum monthly principal payments of \$21,422, in addition to the monthly interest payments. The amended note agreement is secured by all the assets of the Borrower.

On May 4, 2011, the Company entered into a Preferred Stock Exchange Agreement (the "Exchange Agreement") with H.T. Ardinger Jr. ("Ardinger"), Ardinger Family Partnership, Ltd. (the "Ardinger Partnership"), Adkins Family Partnership, Ltd. and RDB Limited, p/k/a Baker Family Partnership, Ltd. to convert the outstanding shares of its Series B Convertible Preferred Stock (the "Series B Preferred Stock") and Series C Convertible Preferred Stock (the "Series C Preferred Stock") and to restructure Series E Convertible Redeemable Preferred Stock (the "Series E Preferred Stock"), and collectively with the Series B Preferred Stock and Series C Preferred Stock, (the "Preferred Stock"). The exchange agreement and all related changes to the Preferred Stock (collectively the "Preferred Stock Redemption") have been accounted for as an extinguishment of Preferred Stock.

As of May 4, 2011, 800,000 shares of Series B Preferred Stock were outstanding at a stated value of \$10 per share. Ardinger, a principal stockholder of the Company, held 400,000 shares of Series B Preferred Stock, with the remainder held by other existing stockholders. The Series B Preferred Stock was convertible into common stock of the Company at a fixed price of \$3.625 per share, subject to certain requirements, which was modified under the Exchange Agreement to \$0.60 per share of underlying Common Stock and was converted on May 4, 2011 into a total of 13,333,333 shares of Common Stock.

Table of Contents

As of May 4, 2011, 200,000 shares of Series C Preferred Stock were outstanding at a stated value of \$10 per share held by Ardinger. The Series C Preferred Stock was convertible into common stock of the Company at a fixed price of \$0.60 per share, subject to certain requirements, which remained the conversion price under the Exchange Agreement and was converted on May 4, 2011 into a total of 3,333,333 shares of Common Stock.

Holders of Series B Preferred Stock and Series C Preferred Stock had no voting rights except on amendments to the Company's Articles of Incorporation to change the authorized shares, or par value, or to alter or change the powers or preferences of their respective preferred stock issues. The Series B Preferred Stock and Series C Preferred Stock carried cumulative dividends of 8% and 9% per year, respectively, and were generally payable semi-annually in arrears in cash or common stock of the Company, at the Company's option. On May 4, 2011, under the Exchange Agreement, when the Series B Preferred Stock and Series C Preferred Stock were converted into Common Stock, any and all dividends, owed or owing on the Preferred Stock, were cancelled.

The Ardinger Family Partnership, Ltd. holds 80,000 shares of ViewCast's Series E Preferred Stock with each share having a stated value of \$100 with voting rights on an "as converted" basis with the common stock and accrues no dividends. The liquidation preference on the Series E Preferred Stock is the \$100 per share stated value multiplied by 107% if the liquidation event occurs after December 11, 2010.

Under the Exchange Agreement, until May 4, 2012 (the "Temporary Conversion Period"), each outstanding share of Series E Preferred Stock shall be convertible, at the option of the holder of such Series E Preferred Stock, into shares of Common Stock at a temporary conversion price of \$0.50 per share of underlying Common Stock (the "Temporary Conversion Price"). If at any time during the Temporary Conversion Period, the Company completes, in one transaction or a series of related transactions, the placement(s) of Common Stock for total aggregate net proceeds of at least \$7,000,000 (a "Securities Placement"), each outstanding share of Series E Preferred Stock shall automatically convert into the corresponding number of shares of Common Stock at the Temporary Conversion Price. During the Temporary Conversion Period, if any shares of Series E Preferred Stock are converted, all other outstanding shares of Series E Preferred Stock shall also automatically convert at the Temporary Conversion Price. Upon a conversion of the shares of Series E Preferred Stock during the Temporary Conversion Period, either voluntarily or as a result of a Securities Placement, the Company shall issue 16,000,000 shares of Common Stock in exchange for the 80,000 outstanding shares of Series E preferred stock.

The Company has also agreed under the Exchange Agreement, among other things: (i) that the definition of registrable securities under that certain Registration Rights Agreement, dated December 11, 2006, between the Company and the Ardinger Partnership (the "Registration Rights Agreement") shall include any shares of Common Stock issued in exchange for the shares of Preferred Stock previously held by Ardinger or the Ardinger Partnership, (ii) that Ardinger shall be a party to the Registration Rights Agreement, and (iii) to use commercially reasonable efforts to: (a) meet the applicable listing requirements of the NASDAQ Stock Market and (b) upon meeting such requirements, list its Common Stock on the NASDAQ Stock Market.

Other than as permitted in the Exchange Agreement, from May 4, 2011 through July 31, 2011, the holders of the shares of Common Stock issued pursuant to the Series B/C Conversion have agreed not to sell or otherwise transfer such shares of Common Stock. Additionally, from August 1, 2011 through January 27, 2012, such holders agreed to limit any sales or transfers of such Common Stock in accordance with the volume limitations of Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), as if such holders were affiliates of the Company. If during the Temporary Conversion Period, a change in control of the Company occurs, these transfer restrictions shall terminate.

Ardinger is the largest stockholder of the Company and the sole general partner of the Ardinger Partnership. Immediately prior to the Series B/C Conversion, Ardinger: (i) directly beneficially held (a) 400,000 shares of Series B Preferred Stock and (b) 200,000 shares of Series C Preferred Stock and (ii) indirectly beneficially held, as sole general partner of the Ardinger Partnership, 80,000 shares of Series E Preferred Stock. The Company reimbursed the Ardinger Partnership \$10,000 for their legal expenses related to this transaction.

Table of Contents

On December 27, 2011, ViewCast entered into the Subscription Agreements with the Investors for the purchase of private placement units consisting of an aggregate 6,618,068 shares of Common Stock and Warrants to purchase 6,618,068 shares of Common Stock for an aggregate purchase price of \$745,000, of which \$425,000 was received in December 2011 and the remaining \$320,000 was received in January 2012. The purchase price per private placement unit was \$0.1125707, which was the weighted average closing price for the five trading days immediately prior to December 27, 2011. Pursuant to the Subscription Agreements, the Warrants are exercisable into shares of Common Stock at an exercise price of \$0.1238 per share of Common Stock which was 110% of the weighted average closing price for the five trading days immediately prior to December 27, 2011. The Warrants will expire on December 31, 2014.

The following Investors are affiliated with the Company and subscribed for the following number of shares of Common Stock and Warrants exercisable into the same number of shares of Common Stock:

David W. Brandenburg RIRA - 888,331 shares
Diana L. Brandenburg RIRA - 888,331 shares
John C. Hammock - 888,331 shares
Laurie L. Latham - 888,331 shares
Lance E. Ouellette - 888,331 shares
Christina K. Hanger - 222,083 shares
George C. Platt - 177,667 shares

Messrs. Brandenburg, Hammock, Ouellette and Platt and Ms. Hanger are directors of the Company, Mr. Hammock is the President and Chief Executive Officer of the Company and Ms. Latham is the Chief Financial Officer and Senior Vice President of Finance and Administration of the Company. They acquired the shares of Common Stock on the same terms as the other five Investors. Mr. Ouellette is the stepson of H.T. Ardinger, Jr., a principal stockholder of the Company. There are no additional material relationships between the Company and the Investors aside from entering into the Subscription Agreements. Each of the Investors is an "accredited investor" as defined under Rule 501 promulgated pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the shares of Common Stock and the Warrants are being issued pursuant to Rule 506 promulgated pursuant to the Securities Act.

Independence of Directors

The Board of Directors is comprised of a majority of directors who qualify as independent under Rule 5605(a)(2) of the NASDAQ Stock Market. Based upon Rule 5605(a)(2) of the NASDAQ Stock Market, the Board of Directors has determined that five of our seven directors (Joseph Autem, George C. Platt, John W. Slocum, Jr., Christina K. Hanger and David W. Brandenburg) are independent. All members of each of the Audit Committee and the Compensation Committee are independent directors.

Annually, the Board of Directors reviews the relationships that each director has with us and our affiliates as well as the criteria and standards for determining independence. Upon review, the Board of Directors affirmatively determines which directors are independent.

None of the executive officers of ViewCast served as a member of the board of directors or as a member of the compensation committee or similar board committee of another entity during 2011, which entity had an executive officer serving on the Board of ViewCast or its Compensation Committee. Consequently, there are no interlocking relationships that might affect the determination of the compensation of executive officers of ViewCast.

Table of Contents

Item 14. Principal Accountant Fees and Services

Audit and Audit Related Fees

During the fiscal years ended December 31, 2010 and December 31, 2011, the Company had retained BKD, LLP, to provide audit and other services as follows:

	<u>2010</u>	<u>2011</u>
Audit (1)	\$111,825	\$111,825
Audit Related Fees (2)	–	4,000
Tax Fees (3)	23,050	23,350
TOTAL	<u>\$134,875</u>	<u>\$139,175</u>

- (1) Consists primarily of quarterly review and annual audit services
(2) Consists primarily of review services for proxy and preferred stock exchange
(3) Consists primarily of Federal and State tax services

The Audit Committee does not have a policy for the pre-approval of non-audit services to be provided by the Company's independent registered public accounting firm. Any such services would be considered on a case-by-case basis. The Audit Committee approved the tax fees for services provided by the independent auditors in fiscal years 2010 and 2011.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

- (a) Documents filed as part of the Report:
- Financial Statements:
 - Consolidated Balance Sheets at December 31, 2010 and 2011
 - Consolidated Statements of Operations for the years ended December 31, 2010 and 2011
 - Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2010 and 2011
 - Consolidated Statements of Cash Flows for the years ended December 31, 2010 and 2011
 - Notes to Consolidated Financial Statements.
 - All other schedules are omitted because of they are not required or because the required information is given in the consolidated financial statements or notes thereto.
 - Exhibits:

Table of Contents

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	Agreement and Plan of Merger and Reorganization (1)
2.2	Asset Purchase Agreement between ViewCast.com, Inc. and Ancept Media Server, LLC, dated March 5, 2009 (26)
2.3	First Amendment to Asset Purchase Agreement between ViewCast.com, Inc. and Ancept Media Server, LLC, dated March 13, 2009 (26)
2.5	Asset Purchase Agreement by and among Genus Technologies Software, LLC, as Buyer, Genus Technologies, LLC, as Member, Ancept Corporation, as Seller, and ViewCast.com, Inc., as Shareholder dated as of January 13, 2012 (35).
3.1	Certificate of Incorporation (1)
3.2	Amendment to Certificate of Incorporation (1)
3.3	Restated Bylaws (4)
3.4	Certificate of Designation of Series B Convertible Preferred Stock (2)
3.5	Certificate of Designation of Series C Convertible Preferred Stock (6)
3.6	Certificate of Designation of Series D Redeemable Convertible Preferred Stock (7)
3.7	Certificate of Designation of Series E Convertible Redeemable Preferred Stock (20)
4.1	Form of Common Stock Certificate (1)
4.2	Form of Warrant Certificate (1)
4.3	Form of Warrant Agreement between ViewCast and Continental Stock Transfer & Trust Company (1)
4.4	Form of Representative' s Warrant Agreement (1)
4.5	Notice of Extension of Warrant Expiration Date and Exercise Price Adjustment (5)
4.6	Warrant Issued to Ardinger Family Partnership, LTD (20)
10.1	Form of Indemnification Agreement between ViewCast and Executive Officers and Directors (1)
10.2	Working Capital Line of Credit Loan Agreement between ViewCast and the Ardinger Family Partnership, LTD (3)
10.3	Sublease Agreement between ViewCast and Host Communications, Inc. (6)
10.4	Reserved.
10.5	Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.6	Guarantee of Payment and Performance from ViewCast.com, Inc. to Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.7	Subordination Agreement by and among Keltic Financial Partners, LP, MMAC Communications Corp. and ViewCast.com, Inc. dated as of October 11, 2002 (7)
10.8	General Security Agreement by and between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.9	Revolving Note by MMAC Communications Corp. in favor of Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.10	ViewCast.com, Inc. 2005 Stock Incentive Plan (14)

- 10.11 ViewCast.com, Inc. 2005 Employee Stock Purchase Plan (15)
- 10.12 Reserved.
- 10.13 Reserved.
- 10.14 Reserved.
- 10.15 Form of Amended and Restated Security Agreement dated October 15, 2003 between ViewCast.com, Inc. and the Ardinger Family Partnership, LTD (8)
- 10.16 Form of Amended and Restated Pledge Agreement dated October 15, 2003 between ViewCast.com, Inc. and the Ardinger Family Partnership, LTD (8)

Table of Contents

- 10.17 Form of First Amendment to the Revolving Loan Agreement dated October 11, 2003 between Delta Computec Inc. and Keltic Financial Partners, LP (8)
- 10.18 Reserved.
- 10.19 Reserved.
- 10.20 Third Amendment dated as of December 10, 2004 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)
- 10.21 Fourth Amendment dated as of January 10, 2005 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)
- 10.22 Fifth Amendment dated as of February 15, 2005 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)
- 10.23 Notice of Lower Temporary Conversion Price dated March 21, 2005 (10)
- 10.24 Letter Agreement Amending Revolving and Term Credit Facility dated March 22, 2005 (10)
- 10.25 Sixth Amendment, dated as if April 15, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (11)
- 10.26 Seventh Amendment, dated as if July 15, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (12)
- 10.27 Letter Agreement Amending Revolving and Term Credit Facility dated July 22, 2005 (13)
- 10.28 Eighth Amendment, dated as if October 11, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (16)
- 10.29 Reserved.
- 10.30 Office Lease Agreement between ViewCast and TR Plano Parkway Partners, L.P. (17)
- 10.31 Letter Agreement Amending Revolving and Term Credit Facility dated March 20, 2006 (18)
- 10.32 Office Lease Agreement between ViewCast and Valwood Centreport, LP (19)
- 10.33 Registration Rights Agreement by and among ViewCast and Ardinger Family Partnership, Ltd. Dated as of December 11, 2006 (20)
- 10.34 Second Amended Loan and Security Agreement dated as of December 11, 2006 (20)
- 10.35 Exchange Agreement dated as of December 11, 2006 by and among ViewCast, Osprey Technologies, Inc. and VideoWare, Inc. and Ardinger Family Partnership, Ltd. (20)
- 10.36 Employment Agreement by and between ViewCast Corporation and David T. Stoner effective as of March 1, 2007 (21)
- 10.37 2007 Executive Incentive Compensation Plan for David T. Stoner (21)
- 10.38 Employment Agreement by and between ViewCast Corporation and Laurie L. Latham effective as of March 1, 2007 (21)
- 10.39 2007 Executive Incentive Compensation Plan for Laurie L. Latham (21)
- 10.40 Purchase and Sale Agreement/Security Agreement by and among ViewCast.com, Inc., Osprey Technologies, Inc., VideoWare, Inc. and Amegy Bank National Association, dated June 29, 2007 (22)
- 10.41 Amendment to Purchase and Sale Agreement/Security Agreement by and among ViewCast.com, Inc., Osprey Technologies, Inc., VideoWare, Inc. and Amegy Bank National Association, dated June 29, 2007 (22)

Table of Contents

- 10.42 Employment Agreement by and between ViewCast.com, Inc. and Gary Klembara effective September 1, 2007 (23)
- 10.43 First Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (24)
- 10.44 First Amendment to Warrant to Purchase Common Stock by and between ViewCast.com, Inc. and Ardinger Family Partnership, Ltd., dated February 27, 2009. (25)
- 10.45 Second Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (28)
- 10.46 Third Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (29).
- 10.47 Subscription agreement by and between ViewCast.com, Inc. and John J. Scamardella, dated December 30, 2010. (30)
- 10.48 Subscription agreement by and between ViewCast.com, Inc. and Stuart Barab, dated December 30, 2010. (30)
- 10.49 Subscription agreement by and between ViewCast.com, Inc. and Lionel L. Dace, dated December 30, 2010. (30)
- 10.50 Subscription agreement by and between ViewCast.com, Inc. and John A. Doyle, dated December 30, 2010. (30)
- 10.51 Subscription agreement by and between ViewCast.com, Inc. and Diana L. Brandenburg, dated December 30, 2010. (30)
- 10.52 Subscription agreement by and between ViewCast.com, Inc. and David W. Brandenburg, dated December 30, 2010. (30)
- 10.53 Fourth Amendment to Amended and Restated Security Agreement by and among Ardinger Family (31)
- 10.54 Preferred Stock Exchange Agreement, dated May 4, 2011, by and between the Company and H.T. Ardinger Jr., Ardinger Family Partnership, Ltd., Adkins Family Partnership, Ltd. and RDB Limited. (32)
- 10.55 Employment Agreement by and between ViewCast.com, Inc. and John C. Hammock effective December 14, 2011. (33)
- 10.56 Fifth Amendment to Second Amended and Restated Loan and Security Agreement (34).
- 10.57 Form of Indemnification Agreement (36).
- 10.58 Subscription agreement by and between ViewCast.com, Inc. and David W. Brandenburg, dated December 27, 2011. (37)
- 10.59 Subscription agreement by and between ViewCast.com, Inc. and Diana L. Brandenburg, dated December 27, 2011. (37)
- 10.60 Subscription agreement by and between ViewCast.com, Inc. and John C. Hammock, dated December 27, 2011. (37)
- 10.61 Subscription agreement by and between ViewCast.com, Inc. and Laurie L. Latham, dated December 27, 2011. (37)
- 10.62 Subscription agreement by and between ViewCast.com, Inc. and Lance E. Ouelette, dated December 27, 2011. (37)
- 10.63 Subscription agreement by and between ViewCast.com, Inc. and Christina K. Hanger, dated December 27, 2011. (37)

[Table of Contents](#)

- 10.64 Subscription agreement by and between ViewCast.com, Inc. and George C. Platt, dated December 27, 2011. (37)
- 10.65 Subscription agreement by and between ViewCast.com, Inc. and John Scamardella, dated December 27, 2011. (37)
- 10.66 Subscription agreement by and between ViewCast.com, Inc. and Stuart Barab, dated December 27, 2011. (37)
- 10.67 Subscription agreement by and between ViewCast.com, Inc. and Richard Molinsky, dated December 27, 2011. (37)
- 10.68 Subscription agreement by and between ViewCast.com, Inc. and Kevin D. and Cathy D. Towery, dated December 27, 2011. (37)
- 10.69 Subscription agreement by and between ViewCast.com, Inc. and Lionel L. Dace, dated December 27, 2011. (37)
- 21.1 Subsidiaries of ViewCast.com, Inc. (1)
- 23.1 Consent of BKD, LLP (39)
- 31.1 Rule 13a-14(a)/15d-14(a) Certifications (39)
- 31.2 Rule 13a-14(a)/15d-14(a) Certifications*
- 32.1 Statement 1350 Certifications (39)
- 101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets at December 31, 2010 and December 31, 2011 (Unaudited), (ii) Condensed Consolidated Statements of Operations for the Years Ended December 31, 2010 and 2011 (Unaudited), (iii) Condensed Consolidated Statement of Stockholders' Equity (Deficit) for the Years Ended December 31, 2010 and 2011 (Unaudited), (iv) Condensed Consolidated Statements of Cash Flows for the Years Ended December 31, 2010 and 2011 (Unaudited) and (v) Notes to the Condensed Consolidated Financial Statements. (38)

* Filed herewith.

- (1) Incorporated by reference to the Registration Statement on Form SB-2 and all amendments thereto as declared effective on February 4, 1997
- (2) Incorporated by reference to Form 8-K filed March 15, 1999.
- (3) Incorporated by reference to Form 10-KSB filed March 26, 1999.
- (4) Incorporated by reference to Form S-3 filed June 30, 2000.
- (5) Incorporated by reference to Form 8-K filed January 23, 2002.
- (6) Incorporated by reference to Form 10-K filed April 16, 2002.
- (7) Incorporated by reference to Form 8-K filed October 25, 2002.
- (8) Incorporated by reference to Form 10-QSB filed November 14, 2003.
- (9) Incorporated by reference to Form 8-K filed March 25, 2005.
- (10) Incorporated by reference to Form 8-K filed March 25, 2005.
- (11) Incorporated by reference to Form 8-K filed April 21, 2005.
- (12) Incorporated by reference to Form 8-K filed July 18, 2005.
- (13) Incorporated by reference to Form 8-K filed July 27, 2005.
- (14) Incorporated by reference to Appendix A to Proxy Statement filed September 9, 2005.
- (15) Incorporated by reference to Appendix B to Proxy Statement filed September 9, 2005.
- (16) Incorporated by reference to Form 8-K filed October 17, 2005.
- (17) Incorporated by reference to Form 8-K filed January 17, 2006.
- (18) Incorporated by reference to Form 8-K filed March 23, 2006.
- (19) Incorporated by reference to Form 8-K filed November 2, 2006.
- (20) Incorporated by reference to Form 8-K filed December 15, 2006.
- (21) Incorporated by reference to Form 10-KSB/A filed April 30, 2007.
- (22) Incorporated by reference to Form 8-K filed July 6, 2007.
- (23) Incorporated by reference to Form 8-K filed September 5, 2007.

Table of Contents

- (24) Incorporated by reference to Form 8-K filed November 4, 2008.
- (25) Incorporated by reference to Form 8-K filed March 5, 2009.
- (26) Incorporated by reference to Form 8-K filed March 23, 2009.
- (27) Incorporated by reference to Form 10-KSB filed March 30, 2004.
- (28) Incorporated by reference to Form 8-K filed August 5, 2009.
- (29) Incorporated by reference to Form 8-K filed March 15, 2010.
- (30) Incorporated by reference to Form 8-K not yet filed.
- (31) Incorporated by reference to Form 8-K filed April 4, 2011.
- (32) Incorporated by reference to Form 8-K filed May 6, 2011.
- (33) Incorporated by reference to Form 8-K filed December 15, 2011.
- (34) Incorporated by reference to Form 8-K filed January 5, 2012.
- (35) Incorporated by reference to Form 8-K filed January 20, 2012
- (36) Incorporated by reference to Form 8-K filed March 8, 2012
- (37) Incorporated by reference to Form 10-K filed April 2, 2012
- (38) In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as set forth by specific reference in such filings. These exhibits were previously furnished with our Form 10-K filed April 2, 2012.
- (39) Previously filed with our Form 10-K filed April 2, 2012.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

ViewCast.com, Inc.

Date

April 30, 2012

By: /s/ Laurie L. Latham

Laurie L. Latham

Chief Financial Officer and Senior Vice President of
Finance and Administration

[Table of Contents](#)

EXHIBIT INDEX FOR DOCUMENTS FILED WITH THIS REPORT

Exhibit

No.

Description of Exhibit

31.2 Rule 13a-14(a)/15d-14(a) Certifications

CERTIFICATION

I, John C. Hammock, certify that:

1. I have reviewed this annual report on Form 10-K/A of ViewCast.com, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: April 30, 2012

/s/ John C. Hammock

John C. Hammock

Chief Executive Officer

CERTIFICATION

I, Laurie L. Latham, certify that:

1. I have reviewed this annual report on Form 10-K/A of ViewCast.com, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: April 30, 2012

/s/ Laurie L. Latham

Laurie L. Latham
Chief Financial Officer