

GLOBALSCAPE

Notice of 2019 Annual Meeting of Stockholders

Proxy Statement And Form 10-K

For the year ended December 31, 2018

GLOBALSCAPE

March 29, 2019

Dear Shareholder,

Globalscape embarked on a mission in 2018 to enhance the Company's performance by improving cash flow per share. To achieve this objective, we focused on three things: revenue, operating expenses, and capital allocation. We are pleased to report that results of this three-part effort are evident in the Company's superior fourth quarter financial performance. We believe shareholders and customers will be further rewarded as we continue to execute our revised business plan and capital allocation strategy.

Globalscape develops and sells managed file transfer (MFT) software that provides secure information exchange, data transfer, and file sharing capabilities. Our flagship MFT product platform, Enhanced File Transfer (EFT), is our strategic focus and responsible for 97% of 2018 revenue. EFT is highly reliable, easy to install, and is delivered as on-premise software or through cloud and hybrid deployments. Our enterprise customers include market leaders in financial services, health care, media and entertainment, and retail. One of the largest broker-dealers in the United States depends on us to securely transmit millions of time-sensitive financial transactions. Few industries are as demanding or regulated as financial services and our solution satisfies a host of stringent regulatory and business requirements. Another example of how customers rely on our solution can be found in the cruise ship industry. We serve an operator that last year had a passenger market share of over 20%. They trust Globalscape to securely transmit point-of-sale data and other transactions generated while at sea.

Many customers realize that homegrown or non-enterprise solutions lack scalability, flexibility, and the security architecture necessary to comply with arduous and ever-changing state, federal, and international regulatory mandates. Our well-rounded product offering is the result of serving thousands of customers over two decades. Buyers are motivated by our feature-rich software, but are also drawn to our world-class customer support and professional services portfolio.

Globalscape generates revenue from three sources: software licenses, maintenance and support (M&S), and professional services. In 2018, software license revenue was \$10.5 million and accounted for 30% of total revenue, M&S revenue was \$21.6 million and represented 63% of total revenue while professional services revenue was \$2.3 million, or 7% of total revenue. We primarily go to market using a direct salesforce; however, we do support a robust partner network. While our growth depends on new software license revenue, we are keenly focused on our maintenance and support (M&S) business which represents the recurring revenue in our business model. When customers purchase our on-premise software, they almost always purchase the first year of M&S. At year two, customers are not required to purchase M&S, but the vast majority renew their subscription. One impressive driver for M&S renewals is our proven, documented ability to deliver customer satisfaction. In 2018 we had a customer satisfaction rating of 94%, almost two percentage points better than 2017. Another metric that measures our service acumen is what is known as a Net Promoter System score, or NPS score. In 2018, our NPS score was 75, an 11% increase over 2017. NPS scores of 50 or more are considered great; a score over 70 is reserved for companies delivering service considered 'world class.' These exceptional customer satisfaction scores reflect the high quality of our service delivery and strengthen Globalscape's recurring revenue model. Because customers often renew M&S over a span of years, we have excellent visibility into the largest portion of our revenue stream. We have earned our customers' loyalty and continue to offer what we believe to be the industry's best customer experience. It also speaks to something we often hear from customers: "your software works." To keep pace with customer requirements, we periodically release product updates. Access to product updates and upgrades is an important driver for M&S renewals. We continue to seek ways to add value to our EFT product platform and remain optimistic about our competitive position in the marketplace. Customer loyalty is a testimony to our strategic focus. It is also a reflection of our highly skilled and dedicated support team who solve mission-critical customer problems twenty-four hours a day.

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Another competitive advantage we leverage is our professional services team. Our experts provide training, platform assessment, business automation development, and implementation assistance for on-premise or cloud deployments. These limited scope engagements utilize our vast experience and allow us to tailor solutions to almost any customer environment. Sometimes we help customers migrate from their old internal solution to our EFT platform, or we provide advice on how best to architect a desired solution. We believe maintaining a highly-skilled professional services team is an important component to attracting new enterprise customers.

The positive momentum in our business is the result of decisive action taken by the management team in the middle of 2018. After careful analysis, it was clear our operating expenses needed to be reduced. On August 3, 2018, we performed the difficult task of right-sizing the business by reducing our workforce by 30%. We accomplished this primarily by refocusing selling efforts to our core EFT platform and reducing marketing spending that had failed to yield increased revenue. We also targeted product development efforts to more closely align with specific customer requirements. One of the concerns we had when implementing the reduction in force was whether or not key employees would leave for greener pastures. Fortunately, employee retention has remained high and morale has never been better. As part of the transition to a smaller workforce, management sharpened internal communication to ensure employees understood why the Company was making changes and what were the desired outcomes. We asked teams to direct their tactical efforts to activities that generate new revenue or enhance service delivery to existing customers. We also began developing a program to train and equip our middle managers. These collective efforts have yielded a culture that we believe is healthier and more vibrant. A recent employee survey confirms that our transparent communication and clearly articulated strategy have fostered a healthy workplace. It has also helped that front-line employees see the fruits of the new strategy in the improved financial performance. We will continue to invest in our people and company culture in 2019.

Throughout 2018, the Company's board of directors and management team also successfully dealt with challenging legal and regulatory matters. Most notably, on June 15, 2018 we regained compliance with NYSE American continued listing standards and on August 20, 2018 we announced the settlement of a class action lawsuit for \$1.4 million related to our 2016 and 2017 financial restatements. While there continue to be legal matters that present risks, we are pleased to be past the matters that were resolved.

During 2018 we were also concerned about how revenue would be impacted as a result of a smaller workforce. We are pleased to report that our combined 2018 third and fourth quarter revenue was up 13% when compared to the first two quarters of 2018 and 7.4% over the third and fourth quarter of 2017. Increased revenue is attributable to our renewed focus on providing EFT platform products that our customers value and avoiding activities that divert from this strategy.

While sales in the second half of 2018 improved, operating expenses declined markedly over the same period (see chart 1). Operating expenses declined in aggregate by 25% when comparing the first half of the year (\$13.4 million) to the second half of 2018 (\$10 million). The savings are flowing through to the bottom line. First half generally accepted accounting principles ("GAAP") net loss was (\$342,000) compared to GAAP net income of \$4.0 million in the second half of 2018. Adjusted EBITDA¹ went from \$1.6 million in the first half of 2018 to \$6.6 million in the second half of the year, and \$4.6 million in the fourth quarter of 2018 alone.

¹ Use of Non-GAAP Measures

The Company uses Adjusted EBITDA (Earnings Before Interest, Taxes, Total Other Income/Expense, Depreciation, Amortization, and Share-Based Compensation Expense) to provide a view of income and expenses that is supplemental and secondary to the primary assessment of net income as presented in the consolidated statement of operations and comprehensive income.

Adjusted EBITDA is not a measure of financial performance under GAAP. It should not be considered as a substitute for net income presented on our consolidated statement of operations and comprehensive income. Adjusted EBITDA has limitations as an analytical tool and when assessing our operating performance. Adjusted EBITDA should not be considered in isolation or without a simultaneous reading and consideration of our financial statements prepared in accordance with GAAP.

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Chart 1: A Tale of Two Halves – FY 2018 (Amounts in thousands)

Operating Metric	Q1+Q2 2018	Q3+Q4 2018	Percent Change
Revenue	\$16,167	\$18,249	13%
Operating Expenses	\$13,379	\$10,006	-25%
Operating Income (Loss)	(\$393)	\$5,188	* ²
Net Income (Loss)	(\$342)	\$3,996	*
Adjusted EBITDA	\$1,588	\$6,649	319%
Fully Diluted EPS	(\$.02)	\$.19	*

In fact, the strength of our business is clear when comparing the fourth quarter of 2018 to the fourth quarter of 2017 (see chart 2). Most impressive is the 6% increase in revenue we achieved despite undergoing a 30% reduction in force just two months prior to the start of the fourth quarter. Operating expenses declined by 43%, aided in part by a \$1 million decline in legal expense as activity subsided. The positive revenue trends and lower operating expenses yielded a dramatic turnaround in fourth quarter adjusted EBITDA and earnings per share. In fourth quarter 2018, we generated \$4.6 million of adjusted EBITDA compared to \$1.5 million in the fourth quarter of 2017, a 218% increase. Earnings per share expanded to \$.17 compared to a loss of a penny in the fourth quarter of 2017.

Chart 2: Q4 2017 vs. Q4 2018 (Amounts in thousands)

Operating Metric	Q4 2017	Q4 2018	Percent Change
Revenue	\$8,769	\$9,269	6%
Operating Expenses	\$6,786	\$3,897	-43%
Operating Income	\$408	\$3,816	835%
Net Income (Loss)	(\$194)	\$2,998	*
Adjusted EBITDA	\$1,461	\$4,645	218%
Fully Diluted EPS	(\$.01)	\$.17	*

Comparisons to full year 2017 financial results are also favorable. Chart 3 illustrates the year-over-year improvement in financial performance. We are pleased with the improved results and will continue to focus on executing a business strategy that emphasizes operational efficiency and profitability.

² Because these figures compute the percentage change originating from a negative value, we have elected not to display the result.

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Chart 3: FY 2017 vs. FY 2018 (Amounts in thousands)

Operating Metric	FY 2017	FY 2018	Percent Change
Revenue	\$33,891	\$34,416	2%
Operating Expenses	\$25,056	\$23,385	-7%
Operating Income	\$2,622	\$4,795	83%
Net Income	\$1,371	\$3,654	167%
Adjusted EBITDA	\$6,332	\$8,237	30%
Fully Diluted EPS	\$.06	\$.17	183%

The other important issue the management team addressed in 2018 was to embark on an optimal capital allocation strategy. Globalscape ended the second quarter of 2018 with almost \$28 million in cash and a decision needed to be made on how best to invest those assets. The board determined that repurchasing Globalscape stock presented the best potential return on investment when compared to other alternatives. On August 20, 2018, the Company announced the launch of a modified Dutch auction tender offer. The final results reduced the outstanding shares by 4,011,013 shares. The shares repurchased represented approximately 18.2% of the Company's common stock issued and outstanding as of September 24, 2018. The tender offer and related fees utilized approximately \$16.8 million of our cash. As a follow-on to the tender offer, the board of directors approved a stock repurchase program pursuant to which the Company was authorized to purchase up to \$5 million of its outstanding common stock. In the fourth quarter of 2018 we repurchased an additional 896,348 shares. The common shares outstanding at December 31, 2018 was 17,130,918: 22% less than at the end of 2017. Despite directing over \$20 million toward stock repurchases (including the tender offer), the balance sheet remains strong. At the end of 2018 we had no debt and \$9.2 million in cash and cash equivalents. We will continue to monitor the market for opportunities as we pursue a capital allocation strategy designed to increase shareholder value.

As we enter the 2019 fiscal year, our management team and board of directors remain committed to increasing shareholder value. We consider Globalscape an undervalued asset and remain optimistic about our future. As of December 31, 2018, the board of directors and insiders beneficially own approximately 36% of the Company's outstanding common stock. Clearly, we are aligned with the long-term interests of all shareholders. In closing, we want to express our appreciation to our dedicated and talented workforce for their singular focus on customer success. Most of all, we thank our shareholders for their support as we work to drive cash earnings per share.

Sincerely,

Robert H. Alpert
Chairman of the Board

Matthew C. Goulet
Chief Executive Officer

GLOBALSCAPE

Safe Harbor Statement

This letter contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "would," "exceed," "should," "anticipates," "believe," "expect," and variations of such words and similar expressions identify forward-looking statements, but their absence does not mean that a statement is not a forward-looking statement. These forward-looking statements are based upon the Company's current expectations and are subject to a number of risks, uncertainties and assumptions. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. Among the important factors that could cause the actual results of the operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the overall level of consumer spending on our products; general economic conditions and other factors affecting consumer confidence; disruption and volatility in the global capital and credit markets; the Company's ability to protect patents, trademarks and other intellectual property rights; any breaches of, or interruptions in, our information systems; legal, regulatory, political and economic risks in international markets; the results of our reduction in force; the discovery of additional information relevant to the internal investigation; the possibility that additional errors relevant to the recently completed restatement may be identified; pending litigation and other proceedings and the possibility of further legal proceedings adverse to the Company resulting from the restatement or related matters; the costs associated with the restatement and the investigation, pending litigation and other proceedings and possible future legal proceedings; and our decreased "public float" (the number of Shares owned by non-affiliate stockholders and available for trading in the securities markets) as a result of share repurchases. More information on potential risks and other factors that could affect the Company's financial results is included from time to time in the Company's public reports filed with the SEC, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. All forward-looking statements included in this press release are based upon information available to the Company as of the date of this press release and speak only as of the date hereof.

GLOBALSCAPE

GlobalSCAPE, Inc.
4500 Lockhill-Selma Rd, Suite 150
San Antonio, Texas 78249
(210) 308-8267

March 29, 2019

Dear Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of GlobalSCAPE, Inc. (“GlobalSCAPE”) to be held at GlobalSCAPE’s headquarters, located at 4500 Lockhill-Selma Road, Suite 150, San Antonio, TX 78249, on Thursday, May 9, 2019, at 9:00 a.m., Central Daylight Time. If you cannot attend the Annual Meeting, you may vote over the Internet. If you received a paper copy of the proxy materials, you may follow the instructions on the proxy card.

The agenda for the Annual Meeting includes the following recommended actions:

- The election of one director who will serve for a term of three years.
- Ratification of the appointment of Weaver and Tidwell, LLP as our independent registered public accounting firm for the year ending December 31, 2019.
- Advisory vote on executive compensation.

Please refer to the accompanying proxy statement for detailed information about each of the proposals and the Annual Meeting.

Every stockholder vote is important. Even if you do not plan to attend the Annual Meeting, we hope you will vote as soon as possible. You may vote by signing your proxy card and mailing it in accordance with the instructions on the card. If you prefer, you may vote over the Internet or by telephone by following the instructions on your proxy card. You may revoke your proxy at any time before it is voted. You may also vote in person at the Annual Meeting if you are the stockholder of record.

Sincerely,

/s/ Matthew C. Goulet
Matthew C. Goulet
President and Chief Executive Officer

GLOBALSCAPE

GlobalSCAPE, Inc.
4500 Lockhill-Selma Rd, Suite 150
San Antonio, Texas 78249
(210) 308-8267

NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

To Be Held On May 9, 2019

To the Stockholders of GlobalSCAPE, Inc.:

The 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of GlobalSCAPE, Inc. (the “Company”) will be held at the Company’s office located at 4500 Lockhill-Selma Road, Suite 150, San Antonio, Texas 78249, on May 9, 2019, at 9:00 a.m., Central Daylight Time, for the following purposes:

1. To elect the following director to serve for a term of three years and until his successor is duly elected and qualifies:

Dr. Thomas E. Hicks
2. To ratify the appointment of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.
3. To approve, by advisory vote, a resolution on executive compensation
4. To transact any other business that may properly come before the Annual Meeting or any adjournment thereof, including a motion to adjourn or postpone the Annual Meeting.

The foregoing items of business are described more fully in the proxy statement accompanying this notice. We encourage you to read the proxy statement carefully and in its entirety.

The Company’s Board of Directors has fixed the close of business on March 12, 2019 as the record date for determining the stockholders entitled to receive notice of, and to vote at, the Annual Meeting and any adjournment thereof.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON.

Your vote is important. Regardless of whether you plan to attend the Annual Meeting, we encourage you to vote your shares promptly by using the telephone or Internet, following the instructions provided in the Notice of Internet Availability of Proxy Materials, or by signing and returning the proxy card mailed to those who receive paper copies of the accompanying proxy statement.

March 29, 2019
San Antonio, Texas

By Order of the Board of Directors,

/s/ Matthew C. Goulet
Matthew C. Goulet
President and Chief Executive Officer

**Important Notice Regarding Availability of
Proxy Materials For Our Annual Meeting of Stockholders to be Held On May 9, 2019**

The proxy statement, the form of proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, including consolidated financial statements, are available on the Internet at www.proxyvote.com.

GlobalSCAPE, Inc.

**Proxy Statement
For
2019 Annual Meeting of Stockholders
To Be Held On Thursday, May 9, 2019**

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PROXY STATEMENT

General

This proxy statement (“Proxy Statement”) is furnished in connection with the solicitation by the Board of Directors (the “Board”) of GlobalSCAPE, Inc., a Delaware corporation (“GlobalSCAPE,” the “Company,” “we,” “us” or “our”), of proxies from the stockholders of GlobalSCAPE to be used at GlobalSCAPE’s 2019 Annual Meeting of Stockholders (the “Annual Meeting”). In accordance with Securities and Exchange Commission (the “SEC”) rules, instead of mailing a printed copy of our Proxy Statement, annual report and other materials relating to the Annual Meeting to stockholders, we intend to mail a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”), which advises that the proxy materials are available on the Internet to stockholders. We intend to commence distribution of the Notice of Internet Availability on or about March 29, 2019. Stockholders receiving a Notice of Internet Availability by mail will not receive a printed copy of proxy materials unless they so request. Instead, the Notice of Internet Availability will instruct stockholders as to how they may access and review proxy materials on the Internet. Stockholders who receive a Notice of Internet Availability by mail who prefer to receive a printed copy of our proxy materials, including a proxy card or voting instruction card, should follow the instructions for requesting these materials included in the Notice of Internet Availability. Please note that, although our proxy materials are available on our website, no other information contained on the website is incorporated by reference in or considered to be a part of this Proxy Statement.

This process is designed to expedite stockholders’ receipt of proxy materials, lower the cost of the Annual Meeting, and help conserve natural resources. If you previously elected to receive our proxy materials electronically, you will continue to receive these materials in that manner unless you elect otherwise. However, if you prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability.

Date, Time and Place of Annual Meeting

The Annual Meeting will be held at 9:00 a.m., Central Daylight Time, on May 9, 2019, at GlobalSCAPE’s office at 4500 Lockhill-Selma Road, Suite 150, San Antonio, Texas 78249. Please call us at (210) 801-8489 if you need assistance with directions to our office.

Record Date; Shares Entitled to Vote; Quorum

The Board has fixed the close of business on March 12, 2019 as the record date (the “Record Date”) for GlobalSCAPE stockholders entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were 17,187,515 shares of GlobalSCAPE common stock, par value \$0.001 per share (the “Common Stock”), outstanding, which were held by approximately 1,728 holders of record. Stockholders are entitled to one vote for each share of Common Stock held as of the Record Date. There are no cumulative voting rights.

The holders of a majority of the outstanding shares of Common Stock issued and entitled to vote at the Annual Meeting, totaling 8,593,758 shares, must be present in person or by proxy to establish a quorum for business to be conducted at the Annual Meeting. Whether you attend the Annual Meeting in person, complete, sign and return the proxy card or vote via the Internet or telephone, your shares will be counted as present at the Annual Meeting. Abstentions and broker non-votes are included for purposes of determining whether a quorum is present at the Annual Meeting. If you own shares through a bank or broker in street name, you may instruct your bank or broker how to vote your shares. A “broker non-vote” occurs when you fail to provide your bank or broker with voting instructions and the bank or broker does not have the discretionary authority to vote your shares on a particular proposal because the proposal is not a routine matter under the New York Stock Exchange rules. Please consider the following voting matters specific to each proposal on the ballot:

- Proposal 1 (election of directors) is not considered a routine matter under New York Stock Exchange rules. Your bank or broker will not have discretionary authority to vote your shares held in street name on this proposal. A broker non-vote may also occur if your broker fails to vote your shares for any reason.
- Proposal 2 (ratification of the appointment of our independent registered public accounting firm) is considered a routine matter under New York Stock Exchange rules. Your bank or broker will have discretionary authority to vote your shares held in street name on this proposal.

- Proposal 3 (advisory vote on executive compensation) is an advisory vote and must receive the affirmative vote of the holders of a majority of the total votes cast on the proposal in order to be approved. Broker non-votes are not considered votes cast “for” or “against” this proposal and will have no effect.

If sufficient votes for approval of the matters to be considered at the Annual Meeting have not been received prior to the meeting date, GlobalSCAPE may postpone or adjourn the Annual Meeting in order to solicit additional votes. The form of proxy being solicited by this Proxy Statement provides the authority for the proxy holders, in their discretion, to vote the stockholders’ shares with respect to a postponement or adjournment of the Annual Meeting. At any postponed or adjourned meeting, proxies received pursuant to this Proxy Statement will be voted in the same manner described in this Proxy Statement with respect to the original meeting.

Stockholders of Record and Beneficial Owners

Many of our stockholders hold their shares through a broker, bank, or other agent rather than directly in their own names. Following are some distinctions between shares held of record and those owned beneficially:

- **Stockholder of Record.** If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the stockholder of record with respect to those shares. Access to our proxy materials is being provided directly to you by us. As a stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual Meeting.
- **Beneficial Owner.** If your shares are held in a stock brokerage account or by a bank, you are considered the beneficial owner of the shares held in “street name.” Access to these proxy materials is being provided by your broker or bank who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or bank on how to vote. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting.

Attendance and Voting by Proxy

If you are a stockholder whose shares are registered in your name, you may vote your shares by one of the following four methods:

- **Vote in person**, by attending the Annual Meeting. We can give you a proxy card or a ballot when you arrive, if requested.
- **Vote by Internet**, by going to the web address, www.proxyvote.com, and following the instructions for Internet voting. Please note that the deadline for voting electronically on the Internet is 11:59 p.m., Eastern Daylight Time, on May 8, 2019.
- **Vote by telephone**, by calling the number printed on your voting document.
- **Vote by mail**, by completing, signing, dating, and mailing the proxy card mailed to you in the envelope provided. If you vote by Internet, please do not mail your proxy card. If you vote by mail, your signed proxy card must be received before the Annual Meeting to be counted at the Annual Meeting.

If your shares are held in “street name” (through a broker, bank, or other agent), you should have received a separate voting instruction form or you may vote by telephone or on the Internet as instructed by your broker, bank or other agent.

PLEASE NOTE THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER AGENT AND YOU WANT TO VOTE AT THE ANNUAL MEETING, YOU MUST FIRST OBTAIN A LEGAL PROXY ISSUED IN YOUR NAME FROM THE RECORD HOLDER. YOU WILL NOT BE PERMITTED TO VOTE IN PERSON AT THE ANNUAL MEETING WITHOUT THE LEGAL PROXY.

The proxies identified on the back of the proxy card will vote the shares of which you are stockholder of record in accordance with your instructions. If you sign and return your proxy card without giving specific voting instructions, the proxies will vote your shares as follows:

- “FOR” the nominated director.

- “FOR” the ratification of the appointment of Weaver and Tidwell, LLP as GlobalSCAPE’s independent registered public accounting firm for the fiscal year ending December 31, 2019.
- “FOR” approval, on an advisory basis, of the compensation of GlobalSCAPE’s executives named in the Summary Compensation Table in this Proxy Statement.

The giving of a proxy will not affect your right to vote in person if you decide to attend the Annual Meeting.

If for any reason the director nominee does not stand for election, any proxies we receive may be voted for a substitute nominee in place of the nominee who does not stand. We have no reason to expect that the director nominee will not stand for election. If any matters other than those addressed on the proxy card are properly presented for action at the Annual Meeting, the persons named in the proxy card will have the discretion to vote on those matters in their best judgment unless authorization is withheld. We are not aware of any other business to be acted upon at the Annual Meeting other than as set forth herein.

Revocation of Proxy

If you are a stockholder of record, whether you vote by Internet, by telephone, or by mail, you may change or revoke your proxy before it is voted at the Annual Meeting by:

- Submitting a new proxy card bearing a later date.
- Voting again by the Internet at a later time.
- Giving written notice before the Annual Meeting to our Secretary at the address set forth on the cover of this Proxy Statement stating that you are revoking your proxy.
- Attending the Annual Meeting and voting your shares in person.

Please note that your attendance at the Annual Meeting will not alone serve to revoke your proxy. If you own shares held in street name, you may submit new voting instructions by contacting your broker, bank or nominee.

Vote Requirements

Proposal 1: Election of Directors

Directors are elected by a majority of the votes of the holders of shares of Common Stock present in person or by proxy and entitled to vote on the election of directors. Under Delaware law, votes that are withheld from a director’s election will be counted toward a quorum but will not affect the outcome of the vote on the election of a director. An abstention is treated as entitled to vote and, therefore, has the same effect as voting “AGAINST” the proposal. Broker non-votes will not be taken into account in determining the outcome of the election. Unless otherwise instructed or unless authority to vote is withheld, the proxy card accompanying these materials will be voted “FOR” election the director nominee.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

With respect to Proposal 2, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote is required to ratify the appointment of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. An abstention is treated as entitled to vote and, therefore, has the same effect as voting “AGAINST” the proposal. Since this proposal is considered a “routine” matter, brokers will be permitted to vote on behalf of their clients if no voting instructions are furnished. Unless otherwise instructed or unless authority to vote is withheld, the proxy card accompanying these materials will be voted “FOR” the ratification of the appointment of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.

Proposal 3: Advisory Vote on Executive Compensation

With respect to Proposal 3, the advisory vote on executive compensation, an abstention from voting will have the same effect as a vote “AGAINST” this proposal, and broker non-votes will have no effect on the outcome of this proposal. Brokers, as nominees for the beneficial owner, may not exercise discretion in voting on this matter and may only vote on this proposal as instructed by the beneficial owner of the shares. The outcome of this proposal is advisory in nature and is non-binding.

Important Note Regarding NYSE Rules

If a broker does not receive instructions from the beneficial owner of shares held in street name for certain types of proposals, the broker must indicate on the proxy that it does not have authority to vote such shares (a “broker non-vote”) as to such proposals. Under the rules of the New York Stock Exchange, if your broker does not receive instructions from you, your broker will **not** be able to vote your shares in the election of directors. **Therefore, it is important that you provide voting instructions to your broker.**

Solicitation of Proxies

Proxies will be solicited by mail and the Internet. Proxies may also be solicited personally, or by telephone, fax, or other means by the directors, officers, and employees of GlobalSCAPE. Directors, officers, and employees soliciting proxies will receive no extra compensation but may be reimbursed for related out-of-pocket expenses. GlobalSCAPE will make arrangements with brokerage houses and other custodians, nominees, and fiduciaries to send the proxy materials to beneficial owners. GlobalSCAPE will, upon request, reimburse these brokerage houses, custodians, and other persons for their reasonable out-of-pocket expenses in doing so. GlobalSCAPE will pay the cost of solicitation of proxies.

PROPOSAL ONE ELECTION OF DIRECTORS

GlobalSCAPE’s Amended and Restated Certificate of Incorporation divides the Board of Directors into three classes of directors serving staggered three-year terms, with one class to be elected at each annual meeting of stockholders. At the Annual Meeting, one Class II director is to be elected for a term of three years, to hold office until the expiration of his term in 2022, or until a successor shall have been qualified and elected. The nominee for election is Dr. Thomas E. Hicks, whose current term expires in 2019.

Assuming the presence of a quorum, the nominees for director who receive the most votes will be elected. The form of proxy provides a means for stockholders to vote for or to withhold authority to vote for the nominee for director. If a stockholder executes and returns a proxy but does not specify how the shares represented by such stockholder’s proxy are to be voted, such shares will be voted FOR the election of the nominee for director. In determining whether this proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will not be counted and will have no effect.

The following table sets forth the name and age of each nominee, director and executive officer as of the date of this Proxy Statement, including such person’s principal occupation during at least the past five years, the experiences and skills that led to the conclusion that each nominee and director should serve as director and, if applicable, the year he began serving as a director of GlobalSCAPE. There are no family relationships among any of our directors or executive officers.

<u>Name</u>	<u>Age</u>	
Dr. Thomas E. Hicks	71	Dr. Hicks has 47 years of experience as an educator in the computer science field. He is currently an Associate Professor of Computer Science at Trinity University in San Antonio, Texas. He has served in that position since 1983. He is responsible for all of the software engineering courses at Trinity University where he also teaches courses in database design, networking and data communications, advanced website design and cloud computing. He has over 100 publications and/or conference presentations to his credit. Dr. Hicks is a graduate of West Virginia University where he received a Bachelor of Science in Secondary Education-Comprehensive Mathematics, a Masters of Science-Secondary and Elementary Mathematics Education, and an Educational Doctorate in Mathematics Education-Concentrations in Mathematics and Computer Science. Dr. Hicks’ extensive experience in the computer science field and software engineering provides valuable technical insight to our Board. Dr. Hicks has served as a member of the Board of Directors of the Company since 2016 and his current term as a director of GlobalSCAPE expires in 2019.

Directors with Terms Expiring in 2020 and 2021

<u>Name</u>	<u>Age</u>	
David L. Mann	69	Mr. Mann has been in the real estate development and home building business since his graduation from Southern Methodist University in 1975 where he earned a B.B.A. For the past twenty years, he has worked exclusively in the San Antonio, Texas market. Mr. Mann has broad business and finance experience and beneficially owns approximately seven percent (7%) of our shares. Mr. Mann has served as a member of the Board of Directors of the Company since June 2002 and his current term as a director of GlobalSCAPE expires in 2020.
Matthew C. Goulet	46	<p>Mr. Goulet has served as GlobalSCAPE's President and Chief Executive Officer and as a member of the Board of Directors since May 2016. Prior to that time, he served as GlobalSCAPE's Chief Operating Officer beginning October 2015 and its Senior Vice President of Sales and Marketing beginning January 2015. From October 2013 to December 2014, he was GlobalSCAPE's Vice President of Sales. He has more than 20 years of experience in the security, networking, and storage industries. From 2008 to September 2013, he was at Kaspersky Labs, an information technology security company, most recently as the Vice President of SME sales and operations, where he was responsible for setting the strategy for their go-to-market SME initiatives and where he built their North America SME sales organization from the ground up. Mr. Goulet's current term as a director of GlobalSCAPE expires in 2020.</p> <p>Mr. Goulet received a BS in Marketing from the Boston College Carroll School of Management.</p>
Robert H. Alpert	54	Mr. Alpert has nearly 30 years of executive and financial experience. He is the co-founder and principal of 210 Capital, LLC and the founder and general partner of RHA, Inc. He is also the Co-CEO and Chairman of the Board of P10 Holdings, Inc., an alternative asset management investment firm, Chairman of the Board of Crossroads Systems, Inc., a specialty finance holding company, and a director of Elah Holdings, Inc. Prior to founding 210 Capital, Mr. Alpert was the founder and portfolio manager of Atlas Capital Management, L.P., a long-short strategy investment adviser, from October 1995 to September 2015. Mr. Alpert was responsible for the investments and operations of Atlas. Mr. Alpert is also the co-founder of Homebuilder Capital Advisors, LLC, a real estate specialty finance company, and a director of Redpoint Insurance Group, LLC, a Texas property and casualty insurance company. Mr. Alpert received a B.A. from Princeton University in 1987 and an M.B.A. from Columbia University in 1990. Mr. Alpert's extensive knowledge of finance and capital markets brings valuable insight to our Board. Mr. Alpert, together with C. Clark Webb and their affiliates, beneficially owns approximately 23.37% of our stock. Mr. Alpert has served as a member of the Board of Directors of the Company since June 2018 and his current term as director of GlobalSCAPE expires in 2021.
C. Clark Webb	38	Mr. Webb is Founder and Managing Member of P10 Capital Management, LLC, Co-CEO of P10 Holdings, Inc., and Co-Founder and Principal of 210 Capital, LLC. Previously, Mr. Webb was Co-Portfolio Manager of the Lafayette Street Fund, and a Partner at Select Equity Group, L.P. Mr. Webb holds a B.A. from Princeton University. Mr. Webb is currently Chairman of the Board of Elah Holdings, Inc., and a director of Crossroads Systems, Inc., and P10 Holdings, Inc. Mr. Webb brings extensive finance knowledge to our Board and, together with Robert H. Alpert and their affiliates, beneficially owns approximately 23.39% of our shares. Mr. Webb has served as a member of the Board of Directors of the Company since June 2018 and his current term as director of GlobalSCAPE expires in 2021.

Current Directors Not Standing for Re-Election

<u>Name</u>	<u>Age</u>	
Frank M. Morgan	70	Mr. Morgan most recently served as Executive Director for Cyber Security Operations Business Development for Mantech International Corp supporting the national security community. He also served as the Vice President and General Manager of the Information Systems Department, Intelligence Solutions Division, L-3 Communications Services Group. He held a similar position with Titan Corporation before its acquisition by L-3. He worked for BTG, Inc. (acquired by Titan Corp.) as Vice President of federal sales where he was responsible for marketing computer security products. Mr. Morgan spent 26 years in the Air Force, retiring in 1996 as a Colonel. He holds a B.S. in Aeronautical Engineering from the Air Force Academy, a M.S. in Human Resources Management from the University of Utah, and a M.A. in National Security and Strategic Studies from the Naval War College. Mr. Morgan brings extensive experience in the computer software industry to our Board. Mr. Morgan has served as a member of the Board of Directors of the Company since 2006 and his current term as a director of GlobalSCAPE expires in 2019.

Executive Officers

<u>Name</u>	<u>Age</u>	<u>Position</u>	
Karen J. Young	55	Chief Financial Officer	Ms. Young has served as GlobalSCAPE's Chief Financial Officer since August 2018 and prior to this she served as the Company's Interim Chief Financial Officer from March 2018 to August 2018 and Controller from January 2015 to March 2018. From June 2014 to January 2015, Ms. Young was the owner of a CPA practice in which she provided accounting and managerial consulting services to businesses. Prior to operating her own CPA practice, Ms. Young served as Controller of PIC Business Systems, Inc., a provider of web-based integrated Enterprise Resource Planning solutions, where she worked from May 1995 to August 1999 and again from December 2001 to June 2014. At PIC Business Systems, Inc., Ms. Young prepared the company's financial statements and was responsible for oversight of the company's accounting department and other administrative functions. Between her time at PIC Business Systems, Ms. Young worked for a public accounting firm working mainly in the tax area. Ms. Young began her career at Valero Energy Corporation, an independent petroleum refiner, where she focused on budgeting and forecasting for the company and its subsidiaries.

Ms. Young is a Certified Public Accountant with over 20 years of experience as a corporate controller. She has a B.B.A. in Accounting from The University of Texas at San Antonio and is a member of the Texas Society of Certified Public Accountants.

Name	Age	Position	
Mark C. Hood	54	Vice President of Operations	<p>Mr. Hood has served as our Vice President of Operations since August 2018. Until August 2018, he served as Executive Vice President of Crossroads Systems, Inc. From February 2015 to July 2017, he served as Executive Vice President of Corporate Development and previously served as Executive Vice President of Corporate Communications from January 2013 to January 2015. From 2009 to 2013, Mr. Hood was founder and CEO of MCH Advisors, and helped early stage technology clients design and launch sales and marketing programs in high-growth markets. From 1995 to 2009, Mr. Hood was CEO of Network Consulting Services, a master sales agency he launched to integrate services from multiple telecommunications companies. He also held Series 7, 65, and 66 securities licenses and served as General Partner of two equity investment funds. Mr. Hood serves as a director for ATRM Holdings, Inc., a manufacturer of modular buildings and provider of building supplies.</p> <p>Mr. Hood earned a BBA in Marketing from Sam Houston State University and a MS in Technology Commercialization from The University of Texas at Austin, McCombs School of Business.</p>
Michael P. Canavan	38	Vice President of Sales	<p>Mr. Canavan has served at GlobalSCAPE's Vice President of Sales since October 2017. Prior to that he served as Vice President of Global Enterprise Services since joining the Company in July 2017. As Vice President of Sales, Mr. Canavan is responsible for leading and overseeing all direct and channel sales teams for GlobalSCAPE. Mr. Canavan brings a diverse background with more than 15 years of experience in sales, engineering, and product management to GlobalSCAPE.</p> <p>Prior to joining GlobalSCAPE in May 2017, Mr. Canavan served multiple roles with Kaspersky Lab North America starting in May 2010. The last role he held with the organization was as Senior Vice President, Sales. In that role, he was responsible for all business-to-business sales activities in North America, including leading channel and presales system engineering organizations. Mr. Canavan has also held various roles in sales, engineering and product management at Kaspersky Lab, Trend Micro and CDW, among others.</p> <p>Mr. Canavan graduated from Purdue University, Krannert School of Management with a Bachelor of Science in Economics and a Bachelor of Arts in Psychology.</p>
David C. Mello	55	Vice President of Technical Services	<p>Mr. Mello has served as Vice President of Technical Services since September 2017. He is responsible for leading the technical support, professional services, pre-sales engineering and MIS teams.</p> <p>Mr. Mello has more than 30 years of technical support and operations management experience and has held senior executive positions at several software and services organizations, across a variety of functional areas of responsibility.</p>

Name	Age	Position
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Prior to joining GlobalSCAPE, Mr. Mello served as Senior Vice President of Support and Services at Kaspersky Lab North America, where he also served on the North America executive team and was responsible for post-sales support of both consumer and business products. Mr. Mello has also held senior level support and operations roles at BiddingforGood, Kewill Systems and DNS Worldwide, among others.

Mr. Mello graduated from Bentley University with a Bachelor of Science in Computer Information Systems and an Associate in Science in Business Management.

James W. Albrecht retired from his position as Chief Financial Officer of the Company on March 2, 2018. Peter S. Merkulov was terminated from the Company on October 31, 2018 in connection with the previously disclosed Reduction in Force.

Vote Required

The director nominee receiving the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be elected as a director.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF THE NOMINEE TO THE BOARD OF DIRECTORS.

Board Meetings and Attendance

During the fiscal year ended December 31, 2018, the Board of Directors held 12 meetings. Separate from the full Board of Directors’ meetings, there were 11 Audit Committee meetings, 3 Nominating Committee meetings, and 5 Compensation Committee meetings. During 2018, each of our current directors attended at least 75% of all Board of Directors and applicable Committee meetings.

During 2018, our directors received compensation for service to GlobalSCAPE as a director. See “Executive Compensation – Compensation of Directors.” GlobalSCAPE encourages, but does not require, directors to attend the annual meeting of stockholders. At GlobalSCAPE’s 2018 Annual Meeting of Stockholders, all members of the Board of Directors were present.

Board Leadership Structure

The Board of Directors believes it is in the best interests of the Company to separate the roles of Chief Executive Officer and Chairman of the Board. This structure ensures a greater role for the directors in the oversight of management and the Company and promotes active participation of the directors in setting meeting agendas and establishing Board priorities and procedures. Further, this structure permits the Chief Executive Officer to focus on the management of the Company’s day-to-day operations.

Board Independence

A majority of the Board of Directors has determined that Messrs. Alpert, Mann, Morgan, and Webb and Dr. Hicks are independent as determined in accordance with the listing standards of the NYSE American LLC and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All members of the Audit and Compensation Committees are “independent” as defined by the SEC and the listing standards of the NYSE American LLC.

Committees of the Board of Directors

GlobalSCAPE has standing Audit, Compensation, and Nominating Committees. The Nominating Committee was established in March 2018.

The Audit Committee is a separately-designated audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Audit Committee consisted of Messrs. Mann, Morgan and Webb and Dr. Hicks during 2018. Mr. Mann was the chairman of this committee during 2018. This committee met 11 times during 2018. The Board of Directors has determined that Mr. Mann is an “audit committee financial expert” as defined by SEC rules. The Audit Committee aids management in the establishment and supervision of our financial controls, evaluates the scope of the annual audit, reviews audit results, makes recommendations to our Board of Directors regarding the selection of our independent registered public accounting firm, consults with management and our independent registered public accounting firm prior to the production of financial statements to stockholders and, as appropriate, initiates inquiries into aspects of our financial affairs. The Audit Committee has authority under its charter to retain, approve fees for and terminate advisors, consultants, and agents as it deems necessary to assist in the fulfillment of its responsibilities. The Audit Committee Report, which appears in a subsequent section of this Proxy Statement, more fully describes the activities and responsibilities of the Audit Committee.

The Compensation Committee consisted of Messrs. Alpert, Mann, Morgan, Webb and Dr. Hicks during 2018. Mr. Morgan was chairman of this committee from January to October 10, 2018, when Mr. Webb was elected chairman. This committee met 5 times during 2018. The Compensation Committee’s role is to establish and oversee GlobalSCAPE’s compensation and benefit plans and policies, administer its stock option plans, and review and approve annually all compensation decisions relating to GlobalSCAPE’s officers. At least annually, our President and Chief Executive Officer submits to the Compensation Committee his recommendations as to base salary, bonus and equity incentive awards for each executive officer, except himself, for the following fiscal year based upon his subjective evaluation of their individual performance. The Compensation Committee reviews and discusses the recommendations and has the sole authority to determine the base salary, bonus, and equity incentives for the President and Chief Executive Officer.

The agenda for meetings of the Compensation Committee is determined by its Chairman. At each meeting, the Compensation Committee meets in executive session. The Compensation Committee’s Chairman reports the Committee’s recommendations on executive compensation to the Board of Directors. The Company’s personnel support the Compensation Committee in its duties and, along with the President and Chief Executive Officer, may be delegated authority to fulfill certain administrative duties regarding the compensation programs. The Compensation Committee has authority under its charter to retain, approve fees for and terminate advisors, consultants, and agents as it deems necessary to assist in the fulfillment of its responsibilities.

The Nominating Committee consisted of Messrs. Alpert Morgan and Webb and Dr. Hicks during 2018. The chairman of this committee is Dr. Hicks. This committee met 3 times during 2018. The primary function of the Nominating Committee is to assist the Board of Directors in identifying, screening and recruiting qualified individuals to become Board of Directors members and in determining the composition of the Board of Directors and its committees by recommending nominees for election at the annual meeting of stockholders or to fill vacancies on the Board of Directors.

Each of the Board of Directors committees has a written charter. Copies of the charters are available for review on the Company’s website at www.globalscape.com on the Investor Relations page.

Risk Management

The Company has a risk management program overseen by its President and Chief Executive Officer and its Chief Financial Officer. Material risks are identified and prioritized by management. Each prioritized risk is referred to a Board of Directors committee or the full Board of Directors for oversight.

The Board of Directors reviews information regarding the Company’s credit, liquidity, and operations, as well as the risks associated with each. The Board of Directors also reviews and approves the annual operating budget of the Company. Because we rely on cash on hand and cash flows from operations to fund our operations, the Board of Directors as a whole devotes significant time to reviewing and approving our levels of indebtedness, contractual obligations and spending supporting our business activities. While each committee is responsible for specific risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through committee reports about such risks. In addition, the Compensation Committee periodically reviews the most important risks to the Company to ensure that compensation programs do not encourage excessive risk taking.

Code of Ethics

GlobalSCAPE has adopted a Code of Ethics that applies to all of its directors, officers and employees, including its President and Chief Executive Officer and its Chief Financial Officer. This Code is a statement of GlobalSCAPE's high standards for ethical behavior, legal compliance, and financial disclosure. A copy of the Code of Ethics can be found in its entirety on GlobalSCAPE's website at www.globalscape.com. Should there be any changes to, or waivers from, GlobalSCAPE's Code of Ethics, those changes or waivers will be posted immediately on our website at the address noted above.

Stockholder Communications with Board of Directors

The Board of Directors has a process by which stockholders may communicate with the Board of Directors. Any stockholder desiring to communicate with the Board of Directors may do so in writing by sending a letter addressed to The Board of Directors, c/o Corporate Secretary at the following address: 4500 Lockhill-Selma Road, Suite 150, San Antonio, Texas 78249. The Corporate Secretary has been instructed by the Board of Directors to promptly forward communications so received to the members of the Board of Directors.

Nominations

The Nominating Committee is responsible for determining the slate of director nominees for election by stockholders. All director nominees will be approved by the Nominating Committee prior to annual proxy material preparation and are required to stand for election by stockholders at the next annual meeting. For positions on the Board of Directors created by a director's leaving the Board of Directors prior to the expiration of his current term, whether due to death, resignation, or other inability to serve, Article III of the Company's Amended and Restated Bylaws provides that a director elected by the Board of Directors to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

The Nominating Committee does not currently use any third-party search firm to assist in the identification or evaluation of Board member candidates. The Nominating Committee may engage a third party to provide such services in the future as it deems necessary or appropriate.

The Nominating Committee will determine the required selection criteria and qualifications of director nominees based upon the needs of the Company at the time nominees are considered. A candidate must possess the ability to apply good business judgment and must be in a position to properly exercise his duties of loyalty and care. Candidates should also exhibit proven leadership capabilities, high integrity, experience with a high level of responsibility within their chosen fields, and have the ability to quickly understand complex principles of, but not limited to, business and finance. Candidates with potential conflicts of interest or who do not meet this criteria are disqualified. The Nominating Committee will consider these criteria for nominees identified by the Nominating Committee, by stockholders, or through some other source. When current Board members are considered for nomination for reelection, the Nominating Committee also takes into consideration the member's prior Board contributions, performance, and meeting attendance records.

The Nominating Committee will consider qualified candidates that are recommended by stockholders for possible nomination. Stockholders wishing to make such a recommendation may do so by sending the following information to the Board of Directors, c/o Corporate Secretary, at the address listed above:

- Name of the candidate with brief biographical information and résumé.
- Contact information for the candidate and a document evidencing the candidate's willingness to serve as a director if elected.
- A signed statement as to the submitting stockholder's current status as a stockholder and the number of shares currently held.

Any such nomination must comply with the advance notice provisions of our Amended and Restated Bylaws. These provisions are summarized under "Stockholder Proposals to be Presented at Next Annual Meeting" in a subsequent section of this Proxy Statement.

The Nominating Committee will conduct a process of making a preliminary assessment of each proposed nominee based upon the résumé and biographical information, an indication of the individual's willingness to serve and other background information. This information will be evaluated against the criteria set forth above as well as the specific needs of the Company at that time. Based upon a preliminary assessment of the candidate(s), those who appear best suited to meet the needs of the Company may be invited for further evaluation through a series of interviews. The Nominating Committee uses the same process for evaluating all nominees, regardless of the original source of the information. The Company does not have a formal policy with regard to the consideration of diversity in identifying director nominees, but the Nominating Committee will strive to nominate directors with a variety of complementary skills so that, as a group, the Board will possess the appropriate talent, skills, and expertise to oversee the Company's businesses.

No candidates for director nominations were submitted to the Board of Directors by any stockholder in connection with the Annual Meeting.

Composition of the Board of Directors

The Company believes that its Board of Directors as a whole should encompass a range of talent, skill, diversity, experience and expertise enabling it to provide sound guidance with respect to the Company's operations and business goals. In addition to considering a candidate's background and accomplishments, candidates are reviewed in the context of the current composition of the Board of Directors and the evolving needs of the Company. The Company's policy is to have at least a majority of its directors qualify as "independent" as determined in accordance with the listing standards of the NYSE American LLC and Rule 10A-3 of the Exchange Act. The Nominating Committee will identify candidates for election to the Board of Directors and review their skills, characteristics and experience.

The Nominating Committee will seek directors with strong reputations, high integrity and experience in areas relevant to the strategy and operations of the Company, particularly in the high technology industry and areas involving complex business and financial dealings. The Nominating Committee believes that each nominee and current director also has other key attributes that are important to an effective board including the ability to engage management in a constructive and collaborative fashion and a diversity of background, experience and thought.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding ownership of our Common Stock as of the Record Date, by (i) each person known by GlobalSCAPE to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director and director nominee of GlobalSCAPE, (iii) the President and Chief Executive Officer, (iv) each of the other named executive officers, as described below, of GlobalSCAPE, and (v) all executive officers and directors of GlobalSCAPE as a group. Unless otherwise indicated in the footnotes below, each of the named persons has sole voting and investment power with respect to the shares shown as beneficially owned.

Applicable percentage ownership is based on 17,187,515 shares of Common Stock outstanding as of the Record Date. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of Common Stock subject to options or restricted stock held by that person that are currently exercisable or will vest or are exercisable within 60 days of the Record Date.

Shares Beneficially Owned as of March 12, 2019

Name of Beneficial Owner	Common Shares Currently Owned (# of shares)	Common Shares That May Be Acquired By Exercise of Stock Options (# of shares)	Total Common Shares Held (# of shares)	Additional Common Shares That May Be Acquired within 60 Days of March 12, 2019 (# of shares)	Total Beneficial Ownership (# of shares)	Percentage of Class
210/GSB Acquisition Partners, LLC et. al.	3,768,900 (1)	-	3,768,900	-	3,768,900	21.93%
C. Clark Webb	4,020,407 (2)	-	4,020,407	-	4,020,407	23.39%
Robert H. Alpert	4,016,545 (3)	-	4,016,545	-	4,016,545	23.37%
Thomas W. Brown	1,545,368 (4)	-	1,545,368	-	1,545,368	8.99%
BLR Partners LP et. al.	1,051,000 (5)	-	1,051,000	-	1,051,000	6.11%
Renaissance Technologies LLC	1,042,100 (6)	-	1,042,100	-	1,042,100	6.06%
David L. Mann	1,256,566 (7)	-	1,256,566	-	1,256,566	7.31%
Frank M. Morgan	120,122	-	120,122	-	120,122	*
Dr. Thomas G. Hicks	60,000	-	60,000	-	60,000	*
Matthew C. Goulet	17,000 (8)	506,990	523,990	-	523,990	2.96%
Michael P. Canavan	-	33,083	33,083	-	33,083	*
David C. Mello	-	24,998	24,998	-	24,998	*
All current directors and executive officers as a group (10 persons)		583,704	6,315,444	-	6,315,444	35.54%

*Less than one percent

(1) Based on information set forth in Schedule 13D/A (Amendment No. 4) filed on September 28, 2018 (the "Schedule 13D"), 210/GSB Acquisition Partners, LLC ("GSB Acquisition") holds directly 3,768,900 shares of Common Stock of GlobalSCAPE. GSB Acquisition is managed by its sole member, 210 Capital, LLC ("210 Capital"), which is managed by its members Covenant RHA Partners, L.P. ("RHA Partners") and CCW/LAW Holdings, LLC ("CCW Holdings"). C. Clark Webb has the power to direct the affairs of CCW Holdings as its sole member. RHA Partners is managed by its general partner RHA Investments, Inc. ("RHA Investments"), and Robert H. Alpert has the power to direct the affairs of RHA Investments as its President and sole shareholder. Accordingly, GSB Acquisition may be deemed to share voting and dispositive power with 210 Capital, RHA Partners, CCW Holdings, RHA Investments, Mr. Alpert and Mr. Webb over the shares of the Company's Common Stock that it holds. The address of GSB Acquisition and Messrs. Webb and Alpert is 8214 Westchester Drive, Suite 950, Dallas, Texas 75225.

(2) In addition to the 3,768,900 shares of Common Stock owned by GSB Acquisition, Mr. Webb holds directly 251,507 shares of common stock. Mr. Webb has sole voting and dispositive power over the 251,507 shares of Common Stock that he holds directly.

(3) In addition to the 3,768,900 shares of Common Stock owned by GSB Acquisition, Atlas Capital Management, L.P. ("ACM") holds directly 227,645 shares of Common Stock and Mr. Alpert holds directly 20,000 shares of Common Stock. ACM is managed by its general partner, RHA Investments. Accordingly, Mr. Alpert may be deemed to share voting and dispositive power with RHA Investments over the 227,645 shares of Common Stock owned by ACM.

(4) Includes 650 shares owned by Mr. Brown's spouse. Mr. Brown disclaims beneficial ownership of the shares owned by his spouse.

(5) Based on the information set forth in a Schedule 13G filed on February 8, 2019 by BLR Partners LP, a Texas limited partnership ("BLR Partners"), BLRPart, LP, a Texas limited partnership ("BLRPart GP"), BLRGP Inc., a Texas S corporation ("BLRGP"), Fondren Management, LP, a Texas limited partnership ("Fondren Management"), FMLP Inc., a Texas S corporation ("FMLP"), The Radoff Family Foundation, a Texas non-profit corporation ("Radoff Foundation") and Bradley L. Radoff (collectively, the "BLR Reporting Persons"), BLR Partners directly owns 1,021,000 shares of Common Stock of GlobalSCAPE and each of BLRPart GP, as the general partner of BLR Partners, BLRGP, as the general partner of BLRPart GP, Fondren Management, as the investment manager of BLR Partners, FMLP, as the general partner of Fondren Management, and Mr. Radoff, as the sole shareholder and sole director of each of BLRGP and FMLP, may be deemed the beneficial owner of the 1,021,000 shares owned by BLR Partners, each with sole voting and dispositive power. Radoff Foundation directly owns 30,000 shares of Common Stock and Mr. Radoff, as a director of Radoff Foundation, may also be deemed the beneficial owner of the 30,000 shares owned by the Radoff Foundation. The address of the principal office of each of the BLR Reporting Persons is 1177 West Loop South, Suite 1625, Houston, Texas 77027.

(6) Based on the information set forth in a Schedule 13G filed on February 12, 2019 by Renaissance Technologies, LLC, a Delaware corporation.

(7) Mr. Mann has pledged 750,000 shares to secure his obligations under a personal loan.

(8) Includes 2,000 shares owned by Mr. Goulet's minor children.

Except as otherwise provided in the footnotes above, the address of the beneficial owners listed in the table above is 4500 Lockhill-Selma Rd, Suite 150, San Antonio, Texas, 78249.

Equity Compensation Plan Information

The following table provides aggregate information regarding grants under all equity compensation plans of GlobalSCAPE through December 31, 2018.

<u>Plan Category</u>	<u>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u> (A)	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u> (B)	<u>Number of Securities Available for Future Issuance under Equity Compensation Plans (Excluding securities Reflected in Column (A))</u> (C)
Equity compensation plans approved by security holders	2,536,320	\$ 3.53	3,473,667

Section 16(a) Beneficial Ownership Reporting Compliance

GlobalSCAPE believes, based solely on its review of the copies of Section 16(a) forms furnished to it and written representations from executive officers and directors (and its ten percent stockholders), that all Section 16(a) filing requirements were fulfilled on a timely basis during the fiscal year ended December 31, 2018, except for one late report on Form 4 by Dr. Hicks reporting one transaction, one late report on Form 4 by Mr. Canavan reporting three transactions and certain late Form 4 transactions by Mr. Mann subsequently reported on Form 5.

In making this disclosure, GlobalSCAPE has relied solely on written representations of its directors and executive officers (and its ten percent stockholders) and copies of the reports that they have filed with the SEC.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Transactions in 2018

We did not have any related-party transactions in 2018.

Policy Related to Related Party Transactions

Our Board of Directors has adopted a formal, written related-person transaction approval policy, setting forth GlobalSCAPE's policies and procedures for the review, approval, or ratification of "related-person transactions." For these purposes, a "related person" is a director, nominee for director, executive officer, or holder of more than 5% of our Common Stock, or any immediate family member of any of the foregoing. This policy applies to any financial transaction, arrangement, or relationship or any series of similar financial transactions, arrangements, or relationships in which GlobalSCAPE is a participant and in which a related person has a direct or indirect interest, other than the following:

- Payment of compensation by GlobalSCAPE to a related party for the related person's service in the capacity or capacities that give rise to the person's status as a "related person".
- Transactions available to all employees or all stockholders on the same terms.
- Purchases of products or services from GlobalSCAPE in the ordinary course of business at the same price and on the same terms as offered to our other customers, regardless of whether the transactions are required to be reported in GlobalSCAPE's filings with the SEC.
- Transactions, which when aggregated with the amount of all other transactions between the related person and GlobalSCAPE, involve less than \$5,000 in a fiscal year.

Our Audit Committee is required to approve any related-person transaction subject to this policy before commencement of the related-person transaction, provided that if the related-person transaction is identified after it commences, it shall be brought to the Audit Committee for ratification, amendment, or rescission. The Chairman of our Audit Committee has the authority to approve or take other actions with respect to any related-person transaction that arises, or first becomes known, between meetings of the Audit Committee, provided that any action by the Chairman must be reported to our Audit Committee at its next regularly scheduled meeting.

Our Audit Committee will analyze the following factors, in addition to any other factors the members of the Audit Committee deem appropriate, in determining whether to approve a related-person transaction:

- Whether the terms are fair to GlobalSCAPE.
- Whether the transaction is material to GlobalSCAPE.
- The role the related person has played in arranging the related-person transaction.
- The structure of the related-person transaction.
- The interest of all related persons in the related-person transaction.

Our Audit Committee may, in its sole discretion, approve or deny any related-person transaction. Approval of a related-person transaction may be conditioned upon GlobalSCAPE's and the related party's following certain procedures designated by the Audit Committee.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table summarizes compensation that GlobalSCAPE paid during the fiscal years ended December 31, 2018 and 2017 to our President and Chief Executive Officer, and our two most highly compensated executive officers other than the Chief Executive Officer for the fiscal year ended December 31, 2018.

		<u>Salary</u>	<u>Bonus</u>	<u>Option Awards ⁽¹⁾</u>	<u>Non-Equity Incentive Plan Compensation</u>	<u>All Other Compensation ⁽²⁾</u>	<u>Total</u>
Mathew C. Goulet <i>President and Chief Executive Officer</i>	2018	375,000	131,250	512,805	-	102,919	1,121,974
	2017	375,000	81,580	296,413	-	76,178	829,171
Michael P. Canavan <i>Vice President of Sales (3)</i>	2018	235,000	-	87,221	122,052	22,165	466,438
	2017	137,500	-	205,992	29,459	1,875	374,826
David C. Mello <i>Vice President of Technical Services (4)</i>	2018	242,400	36,360	130,831	36,360	22,252	468,203
	2017	65,262	7,459	127,883	1,454	1,653	203,711

- (1) These amounts represent the aggregate grant date fair value of stock option awards for fiscal years 2018 and 2017 calculated as described in our Consolidated Financial Statements included our Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 18, 2019. See specifically footnote 2, Significant Accounting Policies, and footnote 8, Stock Options, Restricted Stock and Share-Based Compensation for a discussion of all assumptions made in the calculation of this amount. These amounts do not necessarily represent the actual amounts paid to or realized by the Named Executive Officer for these awards during fiscal years 2018 or 2017. These amounts are recognized as an expense in our financial statements over the period of service required for the grant to become vested which is generally three years. For the options granted to Mr. Goulet in 2018, those expenses were determined to be \$27,268, \$128,026, \$128,377, \$128,026, and \$101,109 in 2018, 2019, 2020, 2021, and 2022, respectively. For the options granted to Mr. Canavan in 2018, those expenses were determined to be \$8,306, \$37,824, \$31,702, and \$9,389 in 2018, 2019, 2020 and 2021, respectively. For the options granted to Mr. Mello in 2018, those expenses were determined to be \$12,386, \$56,447, \$47,482, and \$14,517 in 2018, 2019, 2020 and 2021, respectively.
- (2) Primarily 401(k) matching contributions and group health plan premiums for all officers. Also includes \$80,867 and \$52,225 of reimbursement to Mr. Goulet for lodging and other travel expenses incurred for travel to our corporate office in 2018 and 2017, respectively.
- (3) Mr. Canavan was hired on July 10, 2017.
- (4) Mr. Mello was hired on September 18, 2017.

Employment Agreements and Potential Payments Upon Termination or Change in Control

GlobalSCAPE has entered into employment agreements with Messrs. Goulet, Canavan, and Mello pursuant to which each will receive compensation as determined from time to time by the Board of Directors in its sole discretion.

Absent a Change in Control, these agreements do not provide for any minimum term of employment. In the event there is a Change in Control without a termination in connection with that event, a one year employment term commences as of the date of the Change in Control. Each agreement automatically renews on each subsequent annual anniversary date for an additional one year period unless the agreement is cancelled by the Company at least 90 days prior to the end of any such one year term. These agreements do not provide for any payment in the event of termination, except that if their employment is terminated in connection with a Change in Control, the Company will pay them an amount equal to their annual base salary which the Company may, at its option, pay as a lump sum.

A Change in Control occurs under these employment agreements upon the occurrence of any of the following:

- Any “person” or “group” (as such terms are used in Section 13(d) and 14(d) of the Exchange Act) is or becomes the beneficial owner, directly or indirectly, of securities representing 50% or more of the combined voting power of the Company’s then outstanding securities; provided, however, that if Thomas W. Brown and/or David L. Mann acquire, directly or indirectly, beneficial ownership of securities representing 50% or more of the combined voting power of GlobalSCAPE’s then outstanding securities, then it shall not be deemed a Change in Control.
- Any person or group makes a tender offer or an exchange offer for 50% or more of the combined voting power of the Company’s then outstanding securities.
- At any time during any period of twelve consecutive months, individuals who at the beginning of such period constituted a majority of the Board of Directors (“Incumbent Directors”) of the Company cease for any reason other than death to constitute a majority of the board; provided, however, that an individual who becomes a member of the Board subsequent to the beginning of the 12-month period, shall be deemed to have satisfied such 12-month requirement and shall be deemed an Incumbent Director if such Director was elected by or on the recommendation of, or with the approval of, at least two-thirds of the Directors who then qualified as Incumbent Directors either actually (because they were Directors at the beginning of such period) or whose election was approved by two-thirds of the Incumbent Directors; if any such individual initially assumes office as a result of or in connection with either an actual or threatened solicitation with respect to the election of Directors (as such terms are used in Rule 14a-12(c) of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitations of proxies or consents by or on behalf of a person other than a member of the Board, then such individual shall not be considered an Incumbent Director.
- The Company consolidates, merges or exchanges securities with any other entity where the stockholders of the Company immediately before the effective time of such transaction beneficially own, immediately after the effective time of such transaction, less than 50% of the combined voting power of the outstanding securities of the entity resulting from such a transaction.
- Any person or group acquires all or substantially all of the Company’s assets.

All of our employment agreements provide for termination without any further payments due if the termination is for “cause”, with that term defined to include any one of the following events:

- Employee substantially fails to perform his duties with the Company (other than any such failure resulting from his incapacity due to disability or any such actual or anticipated failure resulting from termination by employee for Good Reason, as defined below) after a written demand for substantial performance is delivered to employee by the Board, which specifically identifies the manner in which the Board believes that employee has not substantially performed his duties.
- Employee engages in conduct which is demonstrably and materially injurious to the Company or any of its affiliates, monetarily or otherwise.
- Employee commits fraud, bribery, embezzlement or other material dishonesty with respect to the business of the Company or any of its affiliates, or the Company discovers that employee has committed any such act in the past with respect to a previous employer.

- Employee is indicted for any felony or any criminal act involving moral turpitude, or the Company discovers that employee has been convicted of any such act in the past.
- Employee commits a material breach of any of the covenants, representations, terms or provisions of the employment agreement.
- Employee violates any instructions or policies of the Company with respect to the operation of its business or affairs that causes material harm, economic or otherwise, to the Company.
- Employee uses illegal drugs.

“Good Reason,” as used above, means, without the officer’s express written consent, any of the following:

- The material failure by the Company, without employee’s consent, to pay to employee any portion of his current compensation within ten (10) days of the date any such compensation payment is due.
- The Company commits a material breach of any of the covenants, representations, terms or provisions of the employment agreement, and such breach is not cured within thirty (30) days after written notice thereof to the Company, which notice shall identify in reasonable detail the nature of the breach and give the Company an opportunity to respond, excluding, however, failure to pay salary within ten (10) days as described above.
- Any material diminution of employee’s title, function, duties, authority or responsibilities, including reporting requirements.
- A reduction in employee’s base salary as in effect on the date of the employment agreement or as may be increased from time to time.
- A material reduction in the employee benefits that are in effect from time to time for employee.
- A relocation of the employee’s principal place of employment to a location which is beyond a 50 mile radius from San Antonio, Texas.

If any lump sum payment to a Named Executive Officer would individually or together with any other amounts paid or payable constitute an “excess parachute payment” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, the amounts to be paid will be increased so that each Named Executive Officer, as the case may be, will be entitled to receive the amount of compensation provided in his contract after payment of the tax imposed by Section 280G.

In the event of a Change in Control, unvested options to purchase our common stock that have been awarded to our NEOs will become fully vested.

The table below contains information concerning termination and Change in Control payments to each of our Named Executive Officers as if the event occurred on December 31, 2018, assuming each of the NEOs were employed by the Company as of such date.

Name & Principal Position	Benefit	Before Change in Control Termination Without Cause or for Good Reason	After Change in Control Termination Without Cause or for Good Reason
Matthew C. Goulet <i>President and Chief Executive Officer</i>	Severance Option Acceleration (1)	not applicable not applicable	\$ 375,000 344,150
Michael P. Canavan <i>Vice President of Sales</i>	Severance Option Acceleration (1)	not applicable not applicable	235,000 -
David C. Mello <i>Vice President of Technical Services</i>	Severance Option Acceleration (1)	not applicable not applicable	242,400 57,001

(1) The option acceleration amount is the intrinsic value of equity awards minus the exercise price. This intrinsic value is based upon the closing price for a share of our common stock of \$4.48 on December 31, 2018, minus the exercise price. If the number in this column is zero, the option exercise price of all options held by that NEO is greater than the closing price of our Common Stock used in determining this amount.

GRANTS OF PLAN-BASED AWARDS

Outstanding Equity Awards at Fiscal Year-End

The table below contains certain information concerning outstanding option awards at December 31, 2018 for our Named Executive Officers.

Name	OPTION AWARDS			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price Per Share (\$)	Option Expiration Date
Matthew C. Goulet <i>President and Chief Operating Officer</i>	75,000	-	\$ 1.55	9/9/2023
	25,000	-	\$ 2.35	1/2/2024
	75,000	-	\$ 3.20	2/9/2025
	66,000	34,000	\$ 3.52	2/1/2026
	66,660	33,340	\$ 3.53	5/16/2026
	33,330	16,670	\$ 3.50	6/2/2026
	66,000	134,000	\$ 3.73	2/8/2027
	-	250,000	\$ 4.06	10/10/2028
Michael P. Canavan <i>Vice President of Sales</i>	-	100,000	\$ 3.90	10/29/2028
	24,750	50,250	\$ 5.28	7/10/2027
	8,333	16,667	\$ 3.89	8/23/2027
David C. Mello <i>Vice President of Technical Services</i>	-	50,000	\$ 4.06	10/10/2028
	24,998	50,002	\$ 3.97	9/18/2027
	-	24,996	\$ 4.06	10/10/2028
-	50,004	\$ 4.06	10/10/2028	

Pension Benefits

GlobalSCAPE does not sponsor any pension benefit plans. None of the NEOs contribute to such a plan.

Non-Qualified Deferred Compensation

GlobalSCAPE does not sponsor any non-qualified defined compensation plans or other non-qualified deferred compensation plans.

Compensation of Directors

The Board of Directors has the authority to determine the amount of compensation to be paid to its members for their services as directors and committee members and to reimburse directors for their expenses incurred in attending meetings.

Our non-employee directors received the following cash compensation during the fiscal year ended December 31, 2018:

Cash compensation from January through April 2019

- Base monthly retainer:
 - Board Chairman (Mr. Brown) - \$5,000 per month
 - All other Board members - \$2,000 per month
- Committee chair monthly retainer (Messrs. Mann and Morgan) - \$1,000 per month
- Attendance at Board or committee meetings - \$1,000 per meeting

Cash compensation from May through December 2019

- Base monthly retainer:
 - Board Chairman through September (Mr. Brown) - \$6,500 per month
 - Board Chairman from October through December (Mr. Alpert) - \$6,500 per month
 - All other Board member - \$5,500 per month

Mr. Goulet, an employee of the Company, does not receive a monthly retainer or attendance fees for his service on the Board.

We also provide stock-based compensation to our directors under the GlobalSCAPE, Inc. 2015 Non-Employee Directors Long-Term Equity Incentive Plan, or the 2015 Directors Plan, and previously under the GlobalSCAPE, Inc. 2006 Non-Employee Directors Long-Term Equity Incentive Plan, or the 2006 Directors Plan. Under the 2015 Directors Plan, a maximum of 500,000 shares of Common Stock may be awarded. As of March 12, 2019, 160,000 shares were reserved for issuance under the 2015 Directors Plan.

The 2015 Directors Plan is administered by the Compensation Committee of the Board of Directors which sets the exercise price, term, and other conditions applicable to each stock option granted under the plan. Stock options awarded under this plan shall have an exercise share price of no less than 100% of the fair market value on the date of the award while the option terms and vesting schedules are at the discretion of the Compensation Committee. The 2015 Directors Plan provides that each year, at the first regular meeting of the Board of Directors immediately following GlobalSCAPE's annual stockholders' meeting, each non-employee director shall be granted or issued maximum awards of either (1) a grant of an option to purchase 20,000 shares of our Common Stock or (2) the issuance of 20,000 shares of restricted Common Stock for participation in Board and Committee meetings during the previous calendar year. In 2018, the Compensation Committee granted 20,000 shares of restricted stock to each director except for Mr. Goulet, who received no such shares as a result of his being an employee of the Company. The restrictions on this restricted stock lapse in October 2019.

Effective April 1, 2018, the base monthly retainer we pay to the Board Chairman increased from \$5,000 per month to \$6,500 per month and the base monthly retainer we pay to all other non-employee Board members increased from \$2,000 per month to \$5,500 per month. Also effective April 1, 2018, we no longer pay the \$1,000 per month committee chair retainer nor the \$1,000 per meeting attendance fee.

The following table sets forth a summary of compensation for the fiscal year ended December 31, 2018 that GlobalSCAPE paid to each director. GlobalSCAPE does not sponsor a pension benefits plan, a non-qualified deferred compensation plan or a non-equity incentive plan for our directors and, accordingly, these columns have been omitted from the following table:

Name	Fees Earned or Paid in Cash	Stock Awards (1)	Stock Option Awards	All Other Compensation (2)	Total
Robert H. Alpert	\$ 40,500	\$ -	\$ -	\$ -	40,500
Thomas W. Brown	59,000	74,400	-	14,434	147,834
David L. Mann	70,000	74,400	-	59,265	203,665
Frank M. Morgan	70,000	74,400	-	864	145,264
Thomas E. Hicks	68,000	74,400	-	-	142,400
C. Clark Webb	38,500	-	-	-	38,500

(1) These amounts represent the aggregate grant date fair value of restricted stock awards for the year ended December 31, 2018 calculated as described in our Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 18, 2019. See specifically footnote 2, Significant Accounting Policies, and footnote 8, Stock Options, Restricted Stock and Share-Based Compensation for a discussion of all assumptions made in the calculation of this amount. These amounts do not necessarily represent the actual amounts paid to or realized by the directors for the 2018 award. These amounts are recognized as an expense in our financial statements over the period of service required for the grant to become unrestricted, which is generally continuing service for one year subsequent to the date of the award.

(2) These amounts represent health insurance premiums and bonuses.

As of December 31, 2018, stock options issued to our directors that had not been exercised and restricted stock awards for which the restrictions had not yet lapsed as of that date are as follows:

Name	Outstanding Stock Options Not Exercised	Restricted Stock Awards
Robert H. Alpert	-	20,000
Thomas W. Brown	-	-
David L. Mann	-	20,000
Frank M. Morgan	-	20,000
Thomas E. Hicks	-	20,000
Clark C. Webb	-	20,000

PROPOSAL TWO
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

GlobalSCAPE's Audit Committee has appointed Weaver and Tidwell, LLP ("Weaver") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019. Although stockholder ratification is not required, the Board of Directors has directed that the appointment of Weaver be submitted to the stockholders for ratification at the Annual Meeting.

Weaver provided audit services to GlobalSCAPE for the year ended December 31, 2018. A representative of Weaver will be present at the Annual Meeting, will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

On October 19, 2016, Padgett Stratemann & Co., L.L.P. ("Padgett") resigned as our independent registered public accounting firm as a result of the partners of Padgett becoming partners of RSM US LLP ("RSM"). On October 19, 2016, the Audit Committee appointed RSM to serve as our independent registered public accounting firm for the year ended December 31, 2016. The decision to engage RSM was approved by the Audit Committee.

During 2014 and 2015 and through October 19, 2016, the Company (or someone on its behalf) had not consulted with RSM with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements, and RSM did not provide either a written report or oral advice to the Company that RSM concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Effective on March 27, 2017, RSM was dismissed as the Company's independent registered public accounting firm. The Audit Committee approved this dismissal.

RSM performed the audit of our consolidated financial statements as of and for the year ended December 31, 2016 (the "2016 Financial Statements"). In connection with the preparation of the 2016 Financial Statements, the Company changed certain accounting methods and the classification and presentation of its business activities in its financial statements. To ensure comparability between periods, the Company revised the 2015 Financial Statements (as defined below) to conform them to the method of presentation in the 2016 Financial Statements. For more information, please see Note 2 of the notes to our consolidated financial statements included in our Form 10-K/A for the year ended December 31, 2016, filed with the SEC on June 14, 2018.

On March 27, 2017, the Company announced that the Audit Committee had approved the appointment of BDO USA, LLP ("BDO") as its independent registered public accounting firm to audit the Company's financial statements subject to completion of its standard client acceptance procedures.

Effective as of April 11, 2017, BDO notified the Company that it had completed such client acceptance procedures. On April 12, 2017, the Audit Committee formally engaged BDO as the Company's independent registered public accounting firm to audit the Company's financial statements.

During 2015 and 2016 and through April 12, 2017, the Company (or someone on its behalf) had not consulted with BDO with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

On August 1, 2017, the Company informed BDO that it had been dismissed as the Company's independent registered public accounting firm. The Audit Committee approved this dismissal. BDO did not issue any audit reports during the period of its engagement.

On August 2, 2017, GlobalSCAPE received a letter (the "10A Letter") from BDO in accordance with Section 10A(b)(2) of the Exchange Act.

In the 10A Letter, BDO advised that on or around July 6, 2017 BDO was contacted by David Mann, the Audit Committee Chairman, who provided information about conduct that in BDO's view indicated an illegal act, as defined by Section 10A of the Exchange Act, may have occurred. BDO stated in the 10A Letter that BDO was informed that the Company had learned of the subject conduct in May of 2017 and had already engaged the Company's corporate outside counsel, along with forensic accountants, to conduct an investigation into the conduct and that additional information would be provided as the investigation continued. In a separate communication to the Audit Committee Chairman on July 6, 2017, BDO advised GlobalSCAPE of both its and BDO's obligations under Section 10A of the Exchange Act and auditing standards of the Public Company Accounting Oversight Board, and that BDO would recommend that the Audit Committee engage independent counsel to conduct the investigation, which BDO defined as counsel who had not previously performed substantial work for the Company. BDO communicated that it did not believe the counsel GlobalSCAPE had engaged met that definition due to GlobalSCAPE's historical working relationship with them.

BDO stated in the 10A Letter that additional information related to the conduct under investigation was provided to BDO by GlobalSCAPE's corporate outside counsel on July 10, 2017, noting that employees of the Company had entered into "side agreements" with customers of the Company in December 2016 which increased revenue recorded, and accounts receivable, by amounts that had not been fully quantified at that time. BDO was engaged by GlobalSCAPE on April 12, 2017, and was not the Company's independent registered public accounting firm during the period in which the misconduct was alleged to have occurred.

BDO stated in the 10A Letter that in a discussion with the Audit Committee Chairman on July 10, 2017, BDO discussed its request for the Company to engage other counsel to lead the investigation, and was told that the Company considered the engaged counsel to be independent. BDO stated in the 10A Letter that during that discussion BDO detailed the reasons for its concern, and that BDO viewed the Company's failure to engage alternate legal counsel as a failure to take timely and appropriate remedial action as defined by Section 10A(b)(2)(B) of the Exchange Act, where absent action by the Company, BDO would not be in a position to assess the adequacy of the investigation, which BDO would consider a disagreement with the Company as it would limit the scope of BDO's audit, warranting either a departure from its standard report or resignation from the audit engagement. In the 10A Letter, BDO stated that since July 10, 2017, in response to multiple requests by BDO, the Audit Committee reiterated their position that they would continue the investigation being performed by their corporate outside counsel, who they believe were sufficiently independent.

In the 10A Letter, BDO stated its belief that the Company had not been forthcoming with details regarding the investigation or the conclusions, if any, reached by counsel and the Company about the conduct at issue. In the 10A Letter, BDO stated that due to the lack of details that BDO had been provided regarding the investigation, and its dismissal as the Company's independent registered public accounting firm, it was unable to determine whether it was likely that an illegal act had occurred, and whether the impact of any misstatements resulting from the alleged misconduct had a material impact on the Company's consolidated financial statements. In the 10A Letter, BDO stated that based on the limited information BDO had been provided, it believed that it was possible that the conduct could have had a material effect on the Company's consolidated financial statements that had been filed with the SEC, or that were expected to be filed in the foreseeable future. In the 10A Letter, BDO stated that it had been informed but had not confirmed that, at its urging in its communications with the Company on July 6, 2017, the Company had advised its prior auditor of the investigation. In the 10A Letter, BDO also stated that it did not believe senior management had taken timely and appropriate remedial action in response to the conduct, in particular by not having the investigation performed by counsel with no prior affiliation with the Company and by not sharing information from the investigation with BDO on a timely basis. In the 10A Letter, BDO also stated that the failure to take timely and appropriate remedial action may have either warranted a departure from a standard report or warranted BDO's resignation, had BDO not been terminated.

As a result of the 10A Letter, on August 3, 2017, GlobalSCAPE filed a notice pursuant to Section 10A of the Exchange Act (the "Notice") with the SEC. In the Notice, GlobalSCAPE notified the SEC of the 10A Letter received from BDO.

During the period from April 12, 2017 until the date of BDO's dismissal and through August 7, 2017, the date of our Current Report on Form 8-K disclosing our receipt of the 10A Letter, except for the matters described above, there were no disagreements between the Company and BDO on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of BDO, would have caused BDO to make reference to the subject matter of the disagreement in its report on the Company's financial statements for such year. On August 2, 2017, BDO reported that it considered the use of non-independent counsel to lead the investigation described above to be a material weakness in internal control over financial reporting, as such counsel could be influenced by the Company's existing relationship with such counsel. During the period from April 12, 2017 until the date of BDO's dismissal and through August 7, 2017, there were no other reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Effective on August 1, 2017, the Audit Committee approved the appointment of Weaver as its independent registered public accounting firm to audit the Company's financial statements as of and for the year ended December 31, 2017. During the two most recent fiscal years prior to such appointment and through August 1, 2017, the Company (or someone on its behalf) had not consulted with Weaver with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

On November 20, 2017, the Chairman of the Audit Committee was orally informed by RSM that RSM was withdrawing from its engagement by the Audit Committee to reissue its audit report on the 2016 Financial Statements. On November 21, 2017, RSM delivered a withdrawal letter to the Chairman of the Audit Committee. In its withdrawal letter, RSM stated that (x) as of November 21, 2017, it had not completed the audit procedures necessary to reissue its report on the 2016 Financial Statements and (y) based on the information the Audit Committee provided from its internal investigation, RSM had concluded that, in its professional judgment, it could no longer rely on management's representations, which the Company has concluded is a "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit report originally issued by RSM on the 2016 Financial Statements, when previously filed, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. However, as previously disclosed in our Current Report on Form 8-K filed on August 7, 2017 (the "August 8-K"), the 2016 Financial Statements included in our Annual Report on Form 10-K originally filed on March 27, 2017 (the "Original 2016 10-K Filing"), including the auditor's report on the 2016 Financial Statements included in the Original 2016 10-K Filing, should no longer be relied upon in light of the restatement of certain of our consolidated financial statements. In connection with the audit of the 2016 Financial Statements and through the date of RSM's dismissal on March 27, 2017, there were: (i) no disagreements between the Company and RSM on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in their report on the Company's financial statements for such year, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K. During the period from August 15, 2017, when RSM was re-engaged to reissue its audit report on the restated 2016 Financial Statements until November 21, 2017, there were: (i) no disagreements between the Company and RSM on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in their report on the Company's financial statements for such year, and (ii) except as set forth above, no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

On December 1, 2017, the Chairman of the Audit Committee received a letter from Padgett in which Padgett stated that based on the circumstances described in the August 8-K surrounding the dismissal of BDO as the Company's independent registered public accounting firm and the previously disclosed withdrawal of RSM from its engagement by the Audit Committee to reissue its audit report on the restated 2016 Financial Statements, and based on the fact that management at that time was substantially the same as the management in place in 2015, Padgett had concluded that it could not rely on management's representations that would be necessary for Padgett to complete the audit procedures necessary to issue consents to the inclusion of its audit report on our consolidated financial statements as of and for the year ended December 31, 2015 (the "2015 Financial Statements") in the Company's filings or transactions after the date of the letter. Padgett also stated in its letter that (1) it was not at that time aware of whether any of the circumstances described in the August 8-K with respect to the 2016 Financial Statements could have been applicable to the Company's 2015 Financial Statements, and (2) it had not reached a conclusion as to whether it was necessary for Padgett to withdraw its audit report on the 2015 Financial Statements. The Company has concluded that this is a "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit report originally issued by Padgett on the 2015 Financial Statements, when previously filed, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. In connection with the audit of the 2015 Financial Statements and through the date of Padgett's resignation as the Company's independent registered public accounting firm on October 19, 2016 as a result of the partners of Padgett becoming partners of RSM, there were: (i) no disagreements between the Company and Padgett on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Padgett, would have caused Padgett to make reference to the subject matter of the disagreement in its report on the Company's financial statements for such year, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K. During the period from October 19, 2016 until December 1, 2017, there were: (i) no disagreements between the Company and Padgett on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Padgett, would have caused Padgett to make reference to the subject matter of the disagreement in its report on the Company's financial statements for such year, and (ii) except as set forth above, no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Effective on December 13, 2017, the Audit Committee expanded the initial appointment of Weaver as the Company's independent registered public accounting firm with respect to the audit of the Company's financial statements for the year ended December 31, 2017 to also include serving as the Company's independent registered public accounting firm with respect to the audit of the 2015 Financial Statements and the 2016 Financial Statements. In connection with the expansion of the initial appointment of Weaver to include serving as the Company's independent registered public accounting firm with respect to the audit of 2015 Financial Statements and the 2016 Financial Statements, the Audit Committee made Weaver aware of the matters discussed by RSM and Padgett in their communications to the Chairman of the Audit Committee.

Vote Required

The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote is required to ratify the appointment of Weaver as GlobalSCAPE's independent registered public accounting firm for the fiscal year ending December 31, 2019. In the event the stockholders fail to ratify the appointment, the Board of Directors may reconsider its appointment for this year. Even if the appointment is ratified, the Board of Directors, in its discretion, may, if circumstances dictate, direct the appointment of a different independent registered public accounting firm at any time during the year, if the Board of Directors determines that such a change would be in the Company's and its stockholders' best interests.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF WEAVER AND TIDWELL, LLP AS GLOBALSCAPE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

PRINCIPAL AUDITOR FEES AND SERVICES

Audit Fees

The audit fees billed during 2018 and 2017 by our independent registered public accounting firms were as follows:

- For their review of our condensed consolidated financial statements included in our Form 10-Qs for the first and second fiscal quarters of 2017, we paid \$27,414 to BDO.
- For their review of our condensed consolidated financial statements included in our Form 10-Qs for the first three fiscal quarters of 2017, we paid \$60,000 to Weaver.
- For their audit of our consolidated financial statements as of December 31, 2017, and for the year then ended, included in our Form 10-K, we paid \$45,000 to Weaver.
- For their audit of our consolidated financial statements as of December 31, 2014, 2015, and 2016, and for the years then ended, included in our Form 10-K, we paid \$10,000 to RSM.
- For their audit of our consolidated financial statements as of December 31, 2015 and 2016, and for the years then ended, included in our Form 10-K, we paid \$379,254 to Weaver.
- For their reviews of our condensed consolidated financial statements included in our Form 10-Qs for the first three fiscal quarters of 2017, we paid \$29,116 to Weaver.
- For their audit of our consolidated financial statements as of December 31, 2017, and for the year then ended, included in our Form 10-K, we paid \$225,654 to Weaver.
- For their review of our condensed consolidated financial statements included in our Form 10 Qs for the first, second, and third fiscal quarters of 2018, we paid \$91,193 to Weaver.
- For their audit of our consolidated financial statements as of December 31, 2018, and for the year then ended, included in our Form 10-K, we paid \$25,000 to Weaver.
- For their audit of our internal control over financial reporting for our consolidated financial statements as of December 31, 2017, and for the year then ended, we paid \$112,664 to Weaver.
- For their audit of our internal control over financial reporting for our consolidated financial statements as of December 31, 2018, and for the year then ended, we paid \$60,000 to Weaver.

The audit fees billed through March 12, 2019 by our independent registered public accounting firm were as follows:

- For their audit of our consolidated financial statements as of December 31, 2018, and for the year then ended, included in our Form 10-K, we paid \$125,000 to Weaver.
- For their audit of our internal control over financial reporting for our consolidated financial statements as of December 31, 2018, and for the year then ended, we paid \$110,000 to Weaver.

Tax Fees and All Other Fees

Other than the fees described above, we paid no fees for any other services, including other audit-related fees, tax fees or other fees, to Weaver or RSM during 2018.

The Audit Committee has considered and noted that Weaver, BDO, Padgett and RSM have not rendered any non-audit services to the Company. Accordingly, the Audit Committee has concluded that the independence of those firms has been maintained.

AUDIT COMMITTEE PRE-APPROVAL POLICY

The Audit Committee's policy is to pre-approve all audit, audit-related and non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services, and other services. The Audit Committee may also pre-approve particular services on a case-by-case basis. The independent registered public accounting firm is required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with such pre-approval. The Audit Committee may also delegate pre-approval authority to one or more of its members. Such member(s) must report any decisions to the Audit Committee at the next scheduled meeting.

AUDIT COMMITTEE REPORT

The Audit Committee reviews GlobalSCAPE's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. The Audit Committee is responsible for engaging the independent registered public accounting firm to perform an independent audit of GlobalSCAPE's consolidated financial statements in accordance with generally accepted accounting principles and to issue reports thereon. The Committee reviews and oversees these processes, including oversight of:

- The integrity of GlobalSCAPE's financial statements.
- GlobalSCAPE's independent registered public accounting firm's qualifications and independence.
- The performance of GlobalSCAPE's independent registered public accounting firm.
- GlobalSCAPE's compliance with legal and regulatory requirements.

In this context, the Committee hereby reports as follows:

- The Audit Committee has reviewed and discussed the audited financial statements with GlobalSCAPE's management.
- The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 1301, Communications with Audit Committees.
- The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

- Based on the review and discussions referred to in previous paragraphs, the Audit Committee recommended to the Board, and the Board approved, that the audited financial statements be included in GlobalSCAPE's Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

This report is submitted by the members of the Audit Committee.

David L. Mann (Chairman of the Audit Committee)
Frank M. Morgan
Thomas E. Hicks
C. Clark Webb

PROPOSAL THREE ADVISORY VOTE ON EXECUTIVE COMPENSATION

GlobalSCAPE asks that you indicate your support for our executive compensation policies and practices as described in this Proxy Statement. Your vote is advisory and will not be binding on the Board of Directors; however, the Board of Directors will review the voting results and take them into consideration when making future decisions regarding executive compensation.

The Compensation Committee is responsible for executive compensation and works to structure a compensation plan that reflects GlobalSCAPE's underlying compensation philosophy of aligning the interests of our executive officers with those of our stockholders. Key elements of this philosophy are:

- Establishing base salaries that are competitive with the companies in our comparative group, within GlobalSCAPE's budgetary constraints and commensurate with GlobalSCAPE's salary structure.
- Rewarding our NEOs for outstanding, Company-wide performance as reflected by financial measures, such as sales revenue or net income, or other goals, such as the consummation of an acquisition and product delivery as well as customer and employee satisfaction and compliance with regulatory requirements.
- Providing equity-based incentives for our NEOs to ensure that they are motivated over the long term to respond to GlobalSCAPE's business challenges and opportunities as owners rather than just as employees.

The Board of Directors recommends a vote "FOR" the following resolution:

RESOLVED: That the stockholders approve, on an advisory basis, the compensation of GlobalSCAPE's executives named in the Summary Compensation Table, as disclosed in this Proxy Statement pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the compensation tables and other executive compensation disclosures and related material set forth in this Proxy Statement.

STOCKHOLDER PROPOSALS TO BE PRESENTED AT NEXT ANNUAL MEETING

You may submit proposals for consideration at future stockholder meetings in accordance with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in Company-sponsored proxy materials. For a stockholder proposal to be considered for inclusion in our Proxy Statement for the Annual Meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no later than November 30, 2019. Proposals should be addressed to:

GlobalSCAPE, Inc.
Attn: Corporate Secretary
4500 Lockhill-Selma Rd, Suite 150
San Antonio, TX 78249

For a stockholder proposal that is not intended to be included in our Proxy Statement under Rule 14a-8, the stockholder must provide the information required by our Bylaws and give timely notice to the Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by the Corporate Secretary no earlier than February 9, 2020 and no later than March 20, 2020.

If the date of the stockholder meeting is moved more than 30 days after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our Proxy Statement under Rule 14a-8 must be received no later than the 10th day following the date on which a notice of the date of the annual meeting is mailed or the date of the meeting is publicly announced.

AVAILABLE INFORMATION

We are a reporting company under the Exchange Act and file annual, quarterly, and special reports and other information with the SEC. You may read and copy any material that we file with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. You may obtain more information about the SEC's Public Reference Room by calling 1-800-SEC-0330. The SEC also maintains an Internet site that contains all of these reports and other information regarding our Company and other issuers that file electronically with the SEC at <http://www.sec.gov>. We also post links to our SEC filings at our web site at <http://www.globalscape.com>.

You may request a copy of GlobalSCAPE's annual, quarterly, and current reports, proxy statements, and other information at no cost, including our annual report on Form 10-K, including financial statements and schedules thereto, for the year ended December 31, 2018, by writing or telephoning GlobalSCAPE at the following address and telephone number:

GlobalSCAPE, Inc.
Attn: Chief Financial Officer
4500 Lockhill-Selma Rd., Suite 150
San Antonio, Texas 78249
(210) 308-8267

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors does not know of any other matter that will be brought before the Annual Meeting. However, if any other matter properly comes before the Annual Meeting, or any adjournment thereof, the person or persons voting the proxies will vote on such matters in accordance with their best judgment and discretion.

By Order of the Board of Directors,

/s/ Matthew C. Goulet
Matthew C. Goulet
President and Chief Executive Officer

March 29, 2019
San Antonio, TX

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File No. 001-33601

GlobalSCAPE, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

74-2785449

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

4500 Lockhill-Selma, Suite 150

San Antonio, Texas

(Address of Principal Executive Office)

78249

(Zip Code)

(210) 308-8267

(Registrant's Telephone Number, Including Area Code)

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

Common Stock, par value \$0.001 per share

(Title of Class)

NYSE American, LLC

(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

None

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

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 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 such files).

Yes No

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

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

As of June 30, 2018, the last day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was \$51,583,172 based on the closing sale price as reported on the NYSE American.

As of February 28, 2019, there were 17,228,241 shares of common stock outstanding.

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Preliminary Notes

GlobalSCAPE®, CuteFTP®, CuteFTP Pro®, DMZ Gateway®, EFT Cloud Services, ®GlobalSCAPE Securely Connected®, and Mail Express® are registered trademarks of GlobalSCAPE, Inc. (together with its wholly-owned subsidiary, GlobalSCAPE, the “Company” or “we”).

Secure FTP Server™, Wide Area File Services™, WAFS™, CDP™, Advanced Workflow Engine™, AWE™, EFT Server™, EFT Workspaces™, EFT Insight™, Enhanced File Transfer™, Enhanced File Transfer Server™, Secure Ad Hoc Transfer™, SAT™, EFT Server Enterprise™, Enhanced File Transfer Server Enterprise™, Desktop Transfer Client™, DTC™, Mobile Transfer Client™, MTC™, Web Transfer Client™, Workspaces™, Accelerate™, WTC™, Content Integrity Control™, Advanced Authentication™, AAM™ and scConnect™ are trademarks of GlobalSCAPE, Inc.

TappIn® and design are registered trademarks of TappIn, Inc., our wholly-owned subsidiary (“TappIn”).

TappIn Secure Share™, Social Share™, Now Playing™, and Enhanced A La Carte Playlist™ are trademarks of TappIn.

Other trademarks and trade names in this Annual Report on Form 10-K (this “Annual Report”) are the property of their respective owners.

In this Annual Report, we use the following terms:

“B2B” means business-to-business.

“BYOL” means bring your own license.

“Cloud” or “cloud computing” refers to pooled computing resources, delivered on-demand, over the Internet. In the same manner that electricity is delivered on-demand from large scale power plants, cloud computing is delivered from centralized data centers to users all over the world.

“DMZ” or Demilitarized Zone refers to a computer host or perimeter network inserted between a trusted internal network and an untrusted public network such as the Internet.

“FTP” or File Transfer Protocol is a protocol used to exchange or manipulate files over a computer network such as the Internet.

“MFT” or Managed File Transfer refers to software solutions that facilitate the secure transfer of data from one computer to another through a network.

“RFC” or Request for Comment is a memorandum published by the Internet Engineering Task Force describing methods, research, or innovations applicable to the working of the Internet and Internet-connected systems.

“SaaS” or Software-as-a-Service uses hosted, cloud computing approaches in which the customer does not need to install the underlying software on its own computer systems to access the application.

“SSL” or Secure Sockets Layer uses cryptography to encrypt data between the web server and the web browser.

Forward-Looking Statements

This Annual Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). “Forward-looking statements” are those statements that are not of historical fact but describe management’s beliefs and expectations. We have identified many of the forward-looking statements in this Annual Report by using words such as “will”, “anticipate,” “believe,” “could,” “estimate,” “may,” “expect,” “potentially” and “intend.” Although we believe these expectations are reasonable, our operations involve a number of risks and uncertainties, including those described in the “Risk Factors” section of this Annual Report and other documents filed with the Securities and Exchange Commission, or SEC. Therefore, GlobalSCAPE’s actual results could differ materially from those discussed in this Annual Report.

Transition to Accelerated Filer

The Company met the “accelerated filer” requirements as of the end of its 2017 fiscal year pursuant to Rule 12b-2 of the Exchange Act. However, pursuant to Rule 12b-2, as amended June 28, 2018, and applicable SEC guidance, the registrant also qualifies as a smaller reporting company and is eligible to comply with the scaled disclosure requirements in Regulation S-K and Regulation S-X and is also eligible to check the “smaller reporting company” box on the cover of this Annual Report.

PART I

Item 1. Business

Company Overview

GlobalSCAPE was incorporated in Delaware in 1996. We develop and sell computer software that provides secure information exchange, data transfer and sharing capabilities for enterprises and consumers. We have been in business for more than twenty years having sold our products to thousands of enterprises and individual consumers globally.

Our primary business is selling and supporting managed file transfer software for enterprises. MFT software facilitates the transfer of data from one location to another across a computer network within a single enterprise or between multiple computer networks in multiple enterprises.

Our MFT products are based upon our Enhanced File Transfer (“EFT”) platform. This on-premise and cloud-based delivery platform emphasizes secure and efficient data exchange for organizations. It enables business partners, customers and employees to share information safely and securely. The EFT platform provides enterprise-level security while automating the integration of back-end systems which are features often missing from traditional file transfer software. The EFT platform features built-in regulatory compliance, governance, and visibility controls to maintain data safety and security. It can replace legacy systems, homegrown servers, expensive leased lines and virtual area networks. The EFT platform promotes ease of administration while providing the detailed capabilities necessary for complete control of a file transfer system.

We earn most of our revenue from the sale of products and services that are part of our EFT platform. Our customers can purchase the capabilities of our EFT platform in two ways:

- Under a perpetual software license for which they pay a one-time fee and under which they typically install our product on computers they own and/or manage. Our brand name for this product is EFT. Almost every customer who purchases EFT also purchases a maintenance and support (“M&S”), contract for which they pay us an annual recurring fee. Most of the revenue we have earned from our EFT platform products has been from sales of perpetual software licenses and related M&S.
- As a software-as-a-service, or SaaS, under which they pay us ongoing fees to access the capabilities of the EFT platform in the cloud. In January 2018, we introduced EFT Arcus, our SaaS offering of the EFT platform for which users pay a base monthly subscription fee plus an additional variable amount determined based upon their metered usage of EFT Arcus resources.

We sell other products that are synergistic to our EFT platform including Mail Express, WAFS, and CuteFTP. Collectively, these products constituted less than 4% of our total revenue in 2018. Customers pay a one-time fee to purchase these products under a perpetual software license. Some customers also purchase an M&S contract. We do not offer a SaaS version of these products and have no plans to do so. We plan to phase out Mail Express and WAFS in 2019.

We also earn revenue from professional services we provide to assist our customers in configuring and integrating our EFT platform products into their environments.

We focus on selling our EFT platform products in a business-to-business environment. The majority of the resources we will expend in the future for product research, development, marketing and sales will focus on this product line. We expect to expend minimal resources developing and selling other products. We believe our EFT platform products and business capabilities are well-positioned to compete effectively in the market for these products.

For a more comprehensive discussion of the products we sell and the services we offer, see “*Software Products and Services*” below.

We have won multiple awards for performance and reputation, including:

- In 2018:
 - Named to The Channel Company’s list of CRN Channel Chiefs as top leaders in the IT channel for the 5th consecutive year.
 - Awarded a 5-star rating in The Channel Company’s 2018 CRN Partner Program Guide for the 4th consecutive year.
- In 2017:
 - Named to the CRN 2017 Cloud Partner Program Guide which recognizes partner programs with distinguished margins, sales support and cloud resources
 - Received three awards from the 2017 Golden Bridge Awards for distinguished technology achievements which included:
 - Cloud/SaaS Innovations (Gold Winner) – EFT on Amazon Web Services or Microsoft Azure.
 - Managed File Transfer Innovations (Gold Winner) – The EFT Accelerate module.
 - Governance, Risk and Compliance Innovations (Bronze Winner) – EFT platform.
 - Received two awards from the Network Product Guide 2017 IT World Awards for achievements in product excellence that included:
 - Governance, Risk and Compliance (Gold Winner) – EFT.
 - Cloud Security (Silver Winner) – EFT Cloud Services.
 - Recognized as a Best Place to Work in IT by *Computerworld* for the fourth consecutive year and sixth time overall.
 - Recognized for three Info Security Products Guide 2017 Global Excellence Awards for distinguished achievements in product innovation in categories that included:
 - Innovation in Compliance (Gold Winner) – Enhanced File Transfer.
 - Cloud/SaaS Solutions (Gold Winner) – EFT Cloud Services.
 - BYOD Security (Bronze Winner) – EFT Workspaces.
 - Honored as a Best Company to Work for in Texas by Best Companies Group (BCG), Texas Monthly, the Texas Association of Businesses (TAB), and *Texas SHRM*.
 - Received a 5-Star rating in The Channel Company’s CRN 2017 Partner Program Guide for the third year in a row.
 - Honored with the 2017 Total Rewards & Benefits Excellence Award by the HRO Today Services and Technology Association.
 - Selected as a finalist in the 2017 Cybersecurity Product Awards Secure File Transfer: EFT Enterprise.

Industry Background

Communication across computer networks that facilitates the movement and sharing of information between central and remote locations and with associates, employees, partners, suppliers, and customers is an integral part of daily operations for enterprises of all sizes. Corporate information technology (IT) managers must protect business assets, follow strict regulatory and compliance guidelines and ensure that the right people have access to the right information, at the right place and at the right time. Global operations, diverse business partners and networks further emphasize the need for software applications that ensure compatibility, scalability, privacy, and security. These requirements have created the need for maintaining the security of data and information in motion and at rest.

The increase in high-profile and large scale data breaches in corporate enterprises and government agencies involving access to information in an unauthorized manner have created a heightened awareness of the vulnerability of critical and confidential data. As a result, attention at an unprecedented level is being paid to the security and integrity of systems that store and transfer data electronically. In many cases, this emphasis involves assessing the adequacy of the security, reliability and visibility provided by existing MFT systems.

The need for secure MFT solutions is particularly strong for organizations faced with a daunting array of privacy, security, and remote accessibility challenges stemming from various regulatory and business requirements for data privacy and confidentiality. Regulatory requirements regarding privacy and security include federal legislation and regulations such as the Health Insurance Portability and Accountability Act (HIPAA), the Gramm-Leach-Bliley Act (GLBA) and the Federal Trade Commission Red Flags Rules. In the European Union, the General Data Protection Regulation (GDPR) also places requirements on organizations who will have a need for our solutions. Some of these statutes and regulations impose severe penalties for improper disclosure of confidential information. In addition to legal obligations, industry best-practices such as the Payment Card Industry Data Security Standard (PCI DSS) and self-imposed business requirements lead to the need to secure and protect consumer information, intellectual property and trade secrets. Use of secure MFT solutions offers protection against disclosure of proprietary information and also reduces corporate risks associated with the potentially devastating consequences of security breaches.

Our industry is known as managed file transfer. The MFT industry has its technical origin in the file transfer protocol, or FTP. FTP dates back to 1980. The use of file transfer protocols increased dramatically with the explosive growth of the Internet during the 1990s. The MFT industry arose from recognition that FTP alone does not provide adequate security and management capabilities for file transfers. MFT solutions offer a greater degree of security and control than FTP. Features available in MFT solutions include integrated security, auditing capabilities, performance monitoring, and reporting. The MFT industry includes low cost, or even free, solutions that offer basic capabilities. However, we believe businesses and even individuals require more advanced solutions that provide scalability, enhanced security options, automated workflow and dedicated maintenance and support.

Cloud computing is a model for enabling convenient, on-demand network access to a shared pool of configurable computing resources that can be rapidly provisioned, released, and scaled to meet requirements. We believe the continuing movement to cloud services is a favorable trend that offers us increased opportunities to win customers and expand our market presence.

Strategy

We intend to build upon our leadership position in the MFT market to provide organizations and individual users with the solutions necessary to meet their growing need for secure information exchange.

As we evolve our solution portfolio, we intend to maintain an appropriate balance between legacy and new solutions, including making choices about transitioning, sustaining, or retiring solutions as necessary to best operate under prevailing business conditions. Transitioning or sustaining solutions may involve consolidating capabilities within our solution portfolio, releasing upgrades in response to market or customer needs, or making bug fixes. We also may phase out solutions and earlier versions of our solutions periodically in accordance with our end-of-life, or EOL, policy.

In addition to expanding our products into areas adjacent to MFT, we also believe that we need to continue to expand the means of delivering our MFT products. To that end, we intend to continue expanding our capability to deliver our EFT platform through our EFT Arcus SaaS delivery model. EFT Arcus provides organizations the flexibility of deploying on-premises, in the cloud or in a hybrid cloud environment with all of the security, compliance, scalability, and visibility features of an on-premises managed file transfer solution. Our strategic focus consists of:

- Continuing innovation of our EFT platform to address the expanding needs of our existing customers and to enhance our products' appeal to new customers.
- Enhancing sales and marketing programs to improve identification of demand for our products and to increase revenue.
- Licensing, developing and/or acquiring technologies with features and functions that are complementary to and synergistic with our EFT platform.

Continuing Innovation of Our EFT Platform to Address the Expanding Needs of Our Existing Customers and to Enhance Our Products' Appeal to New Customers.

We seek to continue to improve and enhance our core technology, especially as it relates to existing customers. This may require new product features to be released. We believe that by adding new features and product functionality, we will increase sales to existing customers by helping them solve additional problems within their organizations. It will also position us to attract new customers.

We believe customers in the markets we serve will increasingly begin assessing the viability of accessing and using MFT capabilities through cloud-based, SaaS offerings. EFT Arcus is designed to meet the needs of customers who wish to access MFT through a cloud delivery model.

Enhancing Sales and Marketing Programs to Improve Identification of Demand for Our Products and to Increase Revenue

Sales and marketing efforts will continue to focus on enabling our sales people and channel partners to successfully engage customers and prospects. We believe that much of our new business will be attributable to current customer relationships and we intend to continue to deepen these relationships. As we deepen our customer relationships, we will seek to identify opportunities for additional deployments of our products and services.

We provide solutions to some of the world's largest brokerage firms, manufacturers, oil companies, banks, insurance companies, healthcare providers, airlines, cruise ship operators and technology providers. Given the breadth and depth of these market opportunities, we believe the effectiveness of a direct sales approach using only our in-house personnel to sell our products is limited by the number of qualified sales people we can hire and the number of prospective clients to whom they can present our products. As a result, we plan to continue emphasizing our third-party sales channel relationships.

We believe our channel sales program helps us establish and maintain a lower-touch delivery model through which we train these partners to sell and distribute our solutions and provide them sales and marketing tools to support that effort. We utilize this approach to reduce the overall cost of marketing and selling our solutions in areas where it would be costly to establish a presence with our own employees.

Licensing, Developing and/or Acquiring Technologies With Features and Functions that are Complementary to and Synergistic with Our EFT Platform.

Another area of strategic focus continues with product innovation but extends beyond pure MFT into adjacent segments and technologies such as data movement and data security. We intend to continue to focus on determining which areas of our business will contribute to our future growth in their current state, need additional investment to contribute in the desired manner, or require further analysis to determine their future strategy.

Our solution portfolio may evolve over time, for example, through development of new offerings in adjacent markets or through acquisitions of technologies by licensing, partnering or by acquiring companies which own such technologies. We also maintain a research and development program and work closely with partners and others in the industry to identify new solution opportunities. We also intend to remain alert for attractive opportunities to collaborate with others or perhaps combine other revenue-producing technologies with ours to expand our product offerings and reach.

As we evolve our solution portfolio, we intend to maintain an appropriate balance between legacy and new solutions, including making choices about transitioning, sustaining, or retiring solutions as necessary to best operate under prevailing business conditions. Transitioning or sustaining solutions may involve consolidating capabilities within our solution portfolio, releasing upgrades in response to market or customer needs, making bug fixes, or phasing-out solutions periodically pursuant to our EOL policy.

Software Products and Services

Our primary business is selling and supporting MFT software for enterprises. MFT software facilitates the transfer of data from one location to another across a computer network within a single enterprise or between multiple computer networks in multiple enterprises. These transfers may be ongoing, repetitive activities executed by automated software routines that occur without human intervention, or they may be transfers that people create and complete in the absence of automated routines or as a result of ad-hoc, special situations that arise from time-to-time. Examples of enterprise-level activities that rely on MFT software include:

- Transfer of transactional information within an enterprise on a repetitive basis from one geographic location to another, such as a transfer of deposit and withdrawal information throughout the day from a branch of a bank to a central data processing center at another location.
- Movement of accumulated information within an enterprise from one data processing application to another on a periodic basis, such as a transfer of bi-weekly payroll information from a payroll system that is used to pay employees to a job cost system that is used to manage the cost of a project.
- Exchange of information between enterprises to facilitate the completion of one or more business transactions, such as a retailer transmitting inventory purchasing requirements produced by its material requirements planning system to an order entry system at a supplying vendor.

We earn over 96% of our revenue from the sale of MFT products and services that are part of our EFT platform. We have multiple revenue streams from the EFT platform that include:

- Perpetual software licenses under which customers pay us a one-time fee for the right to install our products in their information systems environment on computers they manage and either own or otherwise procure from a cloud services provider, including deploying our products at a cloud services provider in a bring-your-own-license, or BYOL, environment. Our brand name for this product is EFT. Historically, most of the revenue we have earned from our EFT platform products has been from sales of EFT perpetual software licenses and related M&S.
- Cloud-based, SaaS solutions that we sell on an ongoing subscription basis. In January 2018, we introduced EFT Arcus, our SaaS offering of the EFT platform for which users pay a base monthly subscription fee plus an additional variable amount based upon their metered usage of EFT Arcus resources.
- Maintenance and Support
- Professional services for product installation, integration and training

We focus on selling our EFT platform products in a business-to-business environment. The majority of the resources we will expend in the future for product research, development, marketing and sales will focus on this product line. We expect to expend minimal resources developing and selling our other products. We believe our EFT platform products and business capabilities are well-positioned to compete effectively in the market for these products. For a more comprehensive discussion of the products we sell and the services we offer, see below.

We earn less than 4% of our revenue from selling other products that can be synergistic to our EFT platform. These products have capabilities that:

- Support information sharing and exchange capabilities using traditional email systems.
- Enable enterprise file synchronization and sharing.
- Enhance the ability to replicate, share and backup files within a wide area network or local area network, thereby allowing users to access their data at higher speeds than possible with most alternate approaches.
- Support file transfers by individuals and small businesses.

Some of our products support consumer-oriented file transfers and file sharing. Even though these products are profitable on an overall basis, we anticipate the future resources we will expend related to products sold to consumers and the associated revenue we earn from those products will continue to be a minor part of our business.

The following discussion presents a summary description of our specific products and solutions.

Managed File Transfer–EFT Platform

Enhanced File Transfer, or EFT, is the brand name of our core MFT product platform.

The EFT platform provides users the ability to securely transmit data from one location to another using any number of files of any size or configuration. It facilitates management, monitoring, and reporting on file transfers and delivers advanced data transfer workflow capabilities to move data and information into, out of, and throughout an enterprise.

The EFT platform provides a common, scalable MFT environment that accommodates a broad family of accompanying modules to provide enterprises with increased security, automation, and performance when compared to traditional FTP-based and email delivery systems. Various optional modules allow users to select the solution configuration most applicable to their requirements for auditing and reporting, encryption, file transfers, operability in or through a DMZ network, and integration with back-end business processes, including workflow automation capabilities.

General features and capabilities of the EFT platform include:

- State-of-the-art, enterprise-level security when transferring information within or between computer networks as well as for collaboration with business partners, customers, and employees. EFT provides automation that supports effective integration of back-end systems. It has built-in regulatory compliance, governance, and visibility controls to provide a means of safely maintaining information. EFT offers a high level of performance and scalability to support operational efficiency and maintain business continuity. Administrative tools are provided at various levels of granularity to allow for complete control and monitoring of file transfer activities.
- Transmission of critical information such as financial data, medical records, customer files, vendor files, personnel files, transaction activity, and other similar documents between diverse and geographically separated network infrastructures while supporting a range of information protection approaches to meet privacy and other security requirements. In addition to enabling the secure, flexible transmission of critical information, our products also provide customers with the ability to monitor and audit file transfer activities.
- Compliance with government regulations and industry standards relating to the protection of information while allowing users to reduce costs, increase efficiency, track and audit transactions, and automate processes. Our solutions also provide data replication, acceleration of file transfer, sharing and collaboration, and continuous data backup and recovery.

We expect to continue enhancing the EFT platform with capabilities that meet the needs of customers and enhance our market position.

EFT Platform – Delivery Offerings

Our customers can purchase the capabilities of our EFT platform in two ways:

- Under a perpetual software license for which they pay a one-time fee and under which they typically install our product on computers they own and/or manage. The EFT platform purchased in this manner can also be used in a bring-your-own-license environment hosted by major cloud providers such as Amazon Web Services or Microsoft Azure. Almost all customers who purchase a perpetual license to use the EFT platform also purchase an M&S contract for which they pay us a recurring fee that is typically 20% to 30% of the perpetual license fee per year.
- As a software-as-a-service, or SaaS, under which the customer pays us monthly subscription and usage fees to access the capabilities of the EFT platform in the cloud. Our brand name for this product is EFT Arcus. We introduced this product in January 2018. We have not yet earned significant revenue from the SaaS offering of our EFT platform.

EFT Arcus

While we currently earn most of our EFT platform revenue from sales of perpetual licenses combined with an M&S contract, we recognize that a major shift toward a SaaS environment is underway in the marketplace. Key features of EFT Arcus include:

- Consumption-based pricing that allows customers to pay only for the capacity and throughput they use.
- No long-term contractual commitment.
- Automatic scalability to accommodate varying workloads to mitigate concerns about capacity planning.
- A single tenant environment that allows each customer to have a private deployment.
- On-the-fly upgrades.
- Data encrypted while at rest.
- A minimum service level commitment of 99.9%.

The features and functions of EFT Arcus are similar to those of our EFT Product delivered for on-premise installation.

We host and deploy EFT Arcus on Microsoft Azure. It provides customers with a global platform on which to use EFT Arcus and provides infrastructure security, compliance and redundancy features. Microsoft Azure provides customers with geo-redundant storage which replicates data to a secondary region that is geographically distant from the primary region.

For the first 24 to 36 months that a customer subscribes to EFT Arcus, we believe that the cumulative cost of ownership will typically be less than the total cost of purchasing an EFT platform perpetual license combined with an M&S contract. Accordingly, we expect the revenue we earn during that period from an EFT Arcus customer will be less than the revenue we would have earned from that same customer during that same period if the customer had purchased a perpetual license with an M&S contract. However, we believe thereafter and over the long term, the cumulative, recurring revenue stream we will earn from an EFT Arcus customer will exceed what we would have otherwise earned from the sale of a perpetual license combined with an M&S contract.

Customers subscribing to EFT Arcus may deem that controls pertaining to EFT Arcus are relevant to their internal control over financial reporting. In that case, a customer may request us to provide them our management description of a service organization's system and a service auditor's report on that description and on the suitability of the design and operating effectiveness of controls (commonly referred to as a SOC Type 1 or SOC Type 2 report prescribed under SSAE 18 issued by the American Institute of Certified Public Accountants). Currently, we rely on our third-party service provider who hosts EFT Arcus for that report as it pertains to controls they have in place. We do not presently have this report in place with respect to controls that we design, implement and manage at GlobalSCAPE. We are currently assessing the work necessary to provide such a report. The absence of this report could cause certain potential customers to choose not to subscribe to EFT Arcus.

Secure Information Sharing and Exchange Solution – Mail Express

Mail Express provides secure information sharing and exchange capabilities leveraging traditional email workflow. It is a stand-alone product installed in a client-server environment that allows users to send and receive secure, encrypted email and attachments of virtually unlimited size. In 2019, Mail Express will no longer be offered for sale, however we will continue to offer product support.

Wide Area File Services Solution - WAFS

WAFS uses data synchronization to further enhance the ability to replicate, share and backup files within a wide area network or local area network, thereby allowing users to access their data at higher speeds than possible with most alternate approaches. The software uses byte-level differencing technology to update changes to files with minimal impact on network bandwidth while also ensuring that files are never overwritten, even if opened by other remote users. Other key features of WAFS include native file locking, replication to multiple locations simultaneously, adherence to access control list file permissions, and full UTF-8 support. In 2019, WAFS will no longer be offered for sale, however we will continue to offer product support.

File Transfer Solution for Consumers - CuteFTP

CuteFTP is our original product introduced in 1996. It is a file transfer program generally used by individuals and small businesses. It generates incremental revenue for us at a relatively low cost.

We will continue selling CuteFTP as a stand-alone product and providing M&S services to customers who purchased CuteFTP in the past and who purchase it in the future but we will not invest significantly in marketing the product. We do not expect to expend significant resources in the future expanding the features and capabilities of CuteFTP.

Professional Services

We offer a range of professional services to complement our solutions. These professional services include product configuration and system integration, solution "quickstart" implementations, business process and workflow refinement, policy development, education and training, and solution health checks. In addition, we may provide longer-term engineering services, including supporting multi-year contracts, if necessary, to support certain solution implementations and integrations.

Maintenance and Support

We offer M&S contracts to licensees of all of our software products. These M&S contracts entitle the licensee to software upgrades and technical support services in accordance with the contract terms. Standard technical support services are provided via email and telephone during our regular business hours. For certain of our products, we offer a Premier M&S contract which provides access to emergency technical assistance 24 hours per day, 7 days a week.

Most of our M&S contracts are for one year although we also sell multi-year contracts. M&S is purchased by substantially all buyers of our EFT platform products as well as by many customers who purchase our other products. Customers pay an annual amount that is typically 20% to 30% of the software license price. A majority of our customers with M&S contracts renew them each year.

In 2018, we earned 63% of our revenue from M&S contracts. Sustaining that revenue stream is dependent upon our ability to continue selling new licenses for which customers purchase M&S services and to sustain a high renewal rate for existing M&S contracts.

Customers

We have sold our solutions throughout the world to individuals and enterprises ranging from SMBs to Fortune 100 companies. In order to leverage the resources of third parties, we make our products available for purchase by end users through third-party, channel resellers even though end users can also purchase those products directly from us. During 2018 and 2017, we earned a total of 35% and 29%, respectively, from resellers and approximately 14% of our revenue from such sales through our largest, third-party channel reseller. Although we believe that we are not substantially dependent on this distributor, if it were to experience a significant disruption of its business or if our relationship with it were to significantly deteriorate, it is possible that our ability to sell to end users would be, at least temporarily, negatively impacted. We believe that such termination would not have a material adverse effect on us because we have engaged, or believe that we would be able to engage, alternative distributors, resellers and other distribution channels to deliver our products to end-customers shortly following the termination of any agreement with any distributor.

We derive a significant portion of our revenue from risk averse and/or regulated commercial customers in North America and throughout the world. Our primary commercial vertical markets include finance, health care, energy, retail, manufacturing, and engineering. We also have a customer base in the local, state, and federal government spaces. We continue to pursue additional government business by leveraging our certifications and industry validations.

Seasonality

Our products are marketed to individuals, SMBs and large organizations. As a result of this mix within our customer base, we typically have not experienced significant seasonality in our sales other than a typical modest decline from time-to-time in first quarter sales as compared to sales in the preceding fourth quarter.

As a result of customer buying patterns and the efforts of our sales force and channel partners to meet or exceed their sales objectives, we have historically received a substantial portion of orders from our customers and generated a substantial portion of revenue during the last few weeks of each quarter. If a delay in an expected order for our products occurs near the end of a quarter this could result in revenue we expected to earn in that period being delayed until a subsequent quarter.

Network and Equipment

We conduct business through various Tier 1 Internet services providers. Our arrangements provide for redundancy in the event of a failure and for expansion of available bandwidth in the event there is a dramatic increase in demand. To protect critical customer data, our online shopping cart utilizes SSL encryption. We maintain technical and physical measures and procedures compliant with the PCI DSS. We use a certified Approved Scanning Vendor for security scans and PCI scan attestation.

We have dedicated servers on and off site and expansion plans in place to allow rapid and cost effective scalability. Our offsite servers and data backup procedures provide a warm backup to our onsite servers for contingency purposes. The backups are performed in accordance with our disaster recovery plan.

We rely on unrelated third parties to host on their computers our EFT Arcus product. We have contracts and/or service agreements in place with those third parties that we believe provide us the ability to continue delivering those products without interruption.

Research and Development

To keep pace with customer and market demand, we maintain an ongoing program of new product development.

Our software engineers are responsible for creating and building our software products. They do so by combining their expertise with input from our sales, marketing and product management groups as to market trends and needs. Our software engineers design and write software and manage its testing and quality assurance. We utilize third-party software developers both domestically and overseas working under our supervision to supplement our software engineers. Using these external software developers in a strategic manner allows us to access highly-skilled labor pools, maintain a 24-hour development schedule, decrease time to market, and minimize programming costs.

All phases of research and development, or R&D, including scope approval, functional and implementation design, object modeling and programming, are subject to extensive internal quality assurance testing. We maintain an ongoing focus on improving our quality assurance testing infrastructure and practices. Technical reporting and customer support feedback from customers confirm the continuing positive effect of our ongoing enhancement of research and development and quality assurance processes.

Our EFT Arcus product is hosted by third-party cloud services providers. We are reliant upon those third parties, such as Microsoft Azure, for the continued development and enhancement of their cloud services infrastructures on which our products are hosted. We do not perform significant research and development of cloud services infrastructures using our own personnel.

Our R&D expenditures profile has been as follows (\$ in thousands):

	Year ending December 31,	
	2018	2017
R&D expenditures expensed	\$ 1,883	\$ 3,128
R&D expenditures capitalized	1,276	1,926
Total R&D expenditures	<u>\$ 3,159</u>	<u>\$ 5,054</u>

Our total R&D expenditures decreased 37% in 2018 as compared to 2017 primarily due to fewer employed software engineers and technical personnel in addition to lower third-party expenses.

Total resources expended for R&D (set forth above as total R&D expenditures) illustrate our total corporate efforts to improve our existing products and to develop new products regardless of whether our expenditures for those efforts were expensed or capitalized. Total resources expended for R&D is not a measure of financial performance under United States generally accepted accounting principles, or GAAP, and should not be considered a substitute for R&D expense (set forth above as R&D expenditures expensed) and capitalized software development costs (set forth above as R&D expenditures capitalized) individually. While we believe the non-GAAP, total resources expended for R&D amount provides useful supplemental information regarding our overall corporate product improvement and new product creation activities, there are limitations associated with the use of this non-GAAP measurement. Total resources expended for R&D is a non-GAAP measurement not prepared in accordance with GAAP and may not be comparable to similarly titled measures of other companies since there is no standard for preparing this non-GAAP measurement. As a result, this non-GAAP measurement of total resources expended for R&D has limitations and should not be considered in isolation from, or as a substitute for, R&D expense and capitalized software development cost individually.

Substantially all of our R&D expenditures relate to our EFT platform products with a relatively minor level of these expenditures being related to our other products. We expect to carefully manage our research and development activities in future years as we focus on improving our current products and introduce new products.

Competition

The managed file transfer software market sector is highly competitive, subject to rapid change, and significantly affected by new product introductions and other activities of market participants.

Some of our competitors in certain markets have greater financial, technical, sales, marketing and other resources than we do. Because of these and other factors, competitive conditions in these industries are likely to continue to intensify in the future. Increased competition could result in price reductions, reduced net revenue and profit margins and loss of market share, any of which could harm our business. See “Risk Factors – Risks Related to Our Operations” for further discussion of risks regarding competition.

We believe that our future results depend largely upon our ability to better serve customers and by offering new product enhancements whether by internal development or acquisition. We also believe we must continue to provide existing product offerings that compete favorably with respect to ease of use, reliability, performance, range of useful features, reputation, and price.

There is limited information regarding the market shares of our solutions in their respective categories. Some of our competitors have substantially greater financial, technical, sales, marketing, personnel, and other resources, as well as greater name recognition and a larger customer base than we do. Significant competition characterizes the markets for our traditional MFT products. We anticipate we will continue to face increasing pricing pressures from competitors in the future. Given that there are low barriers to entry into the software market and that the market is subject to rapid technological change, we believe that competition will persist and intensify in the future. For more discussion on the risks associated with our competition, see “Risk Factors — Risks Related to Our Operations”.

EFT Platform Products. Our EFT Enterprise and EFT Arcus products compete against a number of secure, Windows-based FTP servers. We believe our primary competitors are IBM, Axway, Accellion, Ipswitch, BMC, Cleo, Acronis, Signiant, Serv-U, and JSCAPE. We believe the features and functions of our products are competitive with those of other MFT providers. In particular, we believe the ease of installation and use of our products combined with a competitive price position us to compete effectively.

We do not offer a Linux version of our EFT platform. Accordingly, we do not compete in environments in which the customer needs an MFT product that operates in a Linux operating system environment.

Delivering MFT products through a cloud-based, SaaS offering is a rapidly evolving sector of the markets in which we compete. Many of our MFT competitors are also introducing SaaS products. The nature of the SaaS delivery model lowers the barriers to entry into this market such that we expect competition in this area to intensify in the future.

CuteFTP. CuteFTP exists in a highly competitive environment with numerous FTP software utilities available on the Internet for both the personal and professional user. CuteFTP is positioned as one of the only secure FTP client programs that support a wide range of security standards related to the FTP protocol. We believe our primary competitors are consumer file transfer solutions sold by Ipswitch, Serv-U and Van Dyke Software, Inc. CuteFTP was an early Windows-based FTP client to market and historically has been among the most frequently downloaded FTP clients on popular download sites.

WAFS. WAFS competes in the wide area file services/storage market. We believe our primary competitors are Panzura and Peer Sync, each of which is delivering proprietary appliances. In 2019, WAFS will no longer be offered for sale, however we will continue to offer product support.

Mail Express. Mail Express competes in areas of the file transfer market associated with email attachment offloading. We believe our primary competitors are Leapfile, Zix, and Biscom. In 2019, Mail Express will no longer be offered for sale, however we will continue to offer product support.

Governmental Regulation

Export Control Regulations. All of our products are subject to U.S. export control laws and applicable foreign government import, export and/or use requirements. The level of control generally depends on the nature of the goods and services in question. For example, the level of control is impacted by the nature of the software and encryption incorporated into our products. Where controls apply, the export of our products may require an export license or authorization or that the transaction qualifies for a license exception or the equivalent, and may also be subject to corresponding reporting requirements. For the export of some of our products, we may be subject to various post-shipment reporting requirements. Minimal U.S. export restrictions apply to all of our products, whether or not they perform encryption functions. Additionally, because we are a Department of Defense contractor, there are certain registration requirements that may be triggered by our sales. In addition, certain of our items and/or transactions may be subject to the International Traffic in Arms Regulations (ITAR) if our software or services are specifically designed or modified for defense purposes. Companies engaged in manufacturing or exporting ITAR-controlled goods and services (even if these companies do not export such items) are required to register with the U.S. State Department.

Enhancements to existing products may, and new products will, be subject to review under the Export Administration Act to determine what export classification they will receive. In light of the ongoing discussions regarding anti-terrorism legislation in the U.S. Congress, there continues to be discussions regarding the correct level of export control. Export regulations may be modified at any time. Modifications to the export regulations could reduce or eliminate our ability to export some or all of our products from the U.S. without a license in the future, which could put us at a disadvantage in competing for international sales compared to companies located outside of the U.S. that would not be subject to these restrictions. Modifications to the export regulations could prevent us from exporting our existing and future products in an unrestricted manner without a license or make it more difficult to receive the desired classification. If export regulations were to be modified in such a way, we may be put at a competitive disadvantage with respect to selling our products internationally. We will complete technical reviews on any new products that we acquire or develop that may be subject to these regulations before we can export them.

Privacy Laws. As our business evolves to incorporate more cloud and SaaS solutions, we will receive, transmit, and store a greater volume and diversity of information. As a result, we may be subject to various international, federal and state regulations regarding the treatment and protection of personally identifying and other regulated information. Applicable laws may include, without limitation, U.S. federal laws and implementing regulations such as the GLBA and HIPAA, as well as state laws and regulations, and international laws and regulations including the European Union General Data Protection Regulation, or the GDPR, which replaced the European Union Data Protection Directive in May 2018. Additionally, some of these laws have requirements on the transmittal of data from one jurisdiction to another. In the event our systems are compromised by an unauthorized party, many of these privacy laws require that we provide notices to our customers whose personally identifiable data we reasonably believe may have been compromised. Additionally, if we transfer data in violation of these laws, we could be subjected to substantial fines. To mitigate the risk of compromised information, we use encryption and other security to protect our databases. We also have adopted policies to comply with the GDPR in the European Union.

Intellectual Property

We regard some of the features of our internal operations, our software, our brands and marketing message, and our documentation as proprietary and rely on copyright, patent, and trademark and service mark laws and trade secret protection, such as confidentiality procedures, contractual arrangements, non-disclosure agreements and other measures to protect our proprietary information. Our intellectual property is an important and valuable asset that enables us to gain recognition for our products, services, and technology and enhance our competitive position and market value.

As part of our confidentiality procedures, we enter into non-disclosure agreements with our employees and independent contractors, resellers, and corporate partners. We enter into license or subscription services agreements with respect to our software, documentation, and other proprietary information. Our standard license agreements are transferable only in limited circumstances and have a perpetual term. Our subscription services agreements for our hosted and managed solutions restrict access and have a definite term. We also educate our employees on trade secret protection and employ measures to protect our facilities, equipment, and networks.

Our trademarks and copyrights are central to our business. We have the following trademarks in the United States:

- GlobalSCAPE®, CuteFTP®, CuteFTP Pro®, DMZ Gateway®, EFT Cloud Services ®, GlobalSCAPE Securely Connected®, and Mail Express® are registered trademarks of GlobalSCAPE
- Secure FTP Server™, Wide Area File Services™, WAFS™, CDP™, Advanced Workflow Engine™, AWE™, EFT Server™, EFT Workspaces™, EFT Insight™, Enhanced File Transfer™, Enhanced File Transfer Server™, Secure Ad Hoc Transfer™, SAT™, EFT Server Enterprise™, Enhanced File Transfer Server Enterprise™, Desktop Transfer Client™, DTC™, Mobile Transfer Client™, MTC™, Web Transfer Client™, Workspaces™, Accelerate™, WTC™, Content Integrity Control™, Advanced Authentication™, AAM™, and scConnect™ are trademarks of GlobalSCAPE.
- TappIn® and design are registered trademarks of TappIn, Inc.
- TappIn Secure Share™, Social Share™, Now Playing™, and Enhanced A La Carte Playlist™ are trademarks of TappIn, Inc.

In addition to the United States trademarks listed above, we have trademarks registered in Canada and the European Union for GlobalSCAPE. We have obtained United States copyright registrations for all but the most recent versions of our software applications. We have two patents in the United States.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products, which are licensed by the thousands and sold world-wide, is difficult. While we are unable to determine the extent to which piracy of our software products exists, software piracy is a persistent problem. In selling our products, we rely primarily on click-wrap licenses which are not signed in writing by licensees and may be unenforceable under the laws of certain jurisdictions. Additionally, our new offerings through Microsoft Azure require the platform to present the applicable licensing terms and if we cannot prove that a licensee received the intended notice of the license terms, we may have difficulty enforcing the applicable agreements. The laws of some foreign countries do not protect our proprietary rights to as great an extent as do the laws of the United States. Companies in the software industry, and other patent and trademark holders seeking to profit from royalties in connection with grants of licenses, own large numbers of patents, copyrights, trademarks, service marks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. We have received, and may receive in the future, communications from third parties asserting that our products infringe, or may infringe, the proprietary rights of third parties, seeking damages resulting from such infringement or indicating that we may be required to obtain a license from or pay a royalty to, such third parties. For more discussion on the risks associated with our intellectual property, you should read the information under the caption “Risk Factors,” especially “Risks Related to Intellectual Property.”

Employees

Our number of employees is as follows:

Department	March 1,	
	2019	2018
Sales and Marketing	38	60
Engineering	9	28
Professional Services	6	6
Customer Support	22	23
Management and Administration	17	20
Total	92	137

On August 3, 2018, we implemented a plan to restructure our organization, which included a reduction in workforce of approximately 40 employees, representing approximately 30% of the Company's total pre-restructuring workforce. We recorded a charge of \$381,000 in the third quarter of 2018 relating to this reduction in force, consisting primarily of one-time severance payments and termination benefits. The Company's goal in the restructuring is to better focus our workforce on retaining current customers, gaining incremental business from current customers, and winning new business in the market segments where we can leverage our expertise and long history as an EFT pioneer.

The Company expects for the realignment to result in a significant reduction in total expenses. Furthermore, to the extent that it can be successfully implemented without negatively impacting revenues or growth opportunities, the realignment offers an opportunity for the Company to realize significant increases in operating earnings in future periods, although there can be no assurance that any such increase will occur.

Investigation

On August 7, 2017, GlobalSCAPE announced that the Audit Committee of our Board of Directors, assisted by outside legal counsel and independent forensic accountants, had been conducting an investigation (the "Investigation") into certain transactions in the fourth quarter of 2016. We have since publicly disclosed multiple updates regarding the Investigation. The Investigation, which is now complete, identified transactions which were recorded inconsistently with the Company's stated revenue recognition policies and criteria.

Subsequent to the announcement of the Investigation on August 7, 2017, the Audit Committee and management identified additional transactions which occurred during fiscal year 2016 in which revenue was recorded inconsistently with the Company's stated revenue recognition policies and criteria including:

- Transactions in which license activation keys did not appear to have been delivered to the customer in the period in which the sale was recorded;
- Transactions appearing to contain side deal terms negotiated with customers but not reflected in the underlying sales documentation;
- Transactions in which a sale was recorded although the customer had not yet responded to the Company's request to provide a commitment to purchase;
- Transactions in which a sale was made to a reseller whereby collection was not reasonably assured due to payment or other nonstandard terms not consistent with the Company's revenue recognition policy;
- Transactions in which there was either no purchase order or a purchase order dated after the date of the end of the period for which revenue had been previously recognized; and
- One transaction which included incorrect vendor specific objective evidence allocation.

Additionally, management adjusted our consolidated financial statements as of and for the years ended December 31, 2016 and 2015 to account for immaterial misstatements. These changes in our consolidated financial statements as of and for the year ended December 31, 2015 were in addition to the changes previously disclosed in our original Annual Report on Form 10-K for the year ended December 31, 2016, filed March 27, 2017, as a result of changes in accounting methods and in the classification and presentation of our business activities in our consolidated financial statements.

As a result of the Investigation and management's analysis, we restated (the "Restatement") (i) our consolidated financial statements as of and for the years ended December 31, 2016 and 2015 and (ii) our condensed consolidated financial statements as of and for the three months ended March 31, 2017.

Available Information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains an Internet web site that contains annual, quarterly and current reports, proxy statements and other information that issuers (including GlobalSCAPE) file electronically with the SEC. The SEC's web site is www.sec.gov. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and amendments filed with the SEC are available free of charge on our web site at www.globalscape.com in the Investor Relations section as soon as practicable after such reports are filed. Information on our website is not incorporated by reference into this Annual Report and should not be considered part of this Annual Report or any other filing that we make with the SEC.

Item 1A. Risk Factors

We have described below risks we are aware of that could have a material adverse effect on our business, financial results of operations and financial condition and the value of our stock owned by our stockholders.

Risks Related to Our Operations

A significant portion of our revenue is generated through maintenance and support services. Decreases in maintenance and support sales or renewal rates, or a decrease in the number of new licenses we sell, will negatively impact our future revenue and financial results.

Revenue from maintenance and support services, or M&S, comprised 63% and 61% of our total revenue in 2018 and 2017, respectively. We earn M&S revenue from new M&S contracts, typically sold with new software licenses, and from renewals of such contracts. Any reduction in the number of new software licenses that we sell, or a reduction in sales of associated initial M&S contracts, therefore may have a long-term negative impact on our future M&S revenue, even if our customers continue to renew M&S contracts at historical rates. This situation, in turn, would impact our business and harm our financial results.

Our customers have no obligation to purchase M&S with their initial software license or to renew their M&S contract after the expiration of their initial M&S period, which is typically one year, but may also be for two or three years. Our customers' purchases of M&S, and our renewal rates, may decline or fluctuate as a result of a number of factors, including the overall global economy, the health of their businesses, customer dissatisfaction with our products' functionality, features or performance, the level and quality of our M&S services, or pricing, and the perceived value of the M&S program. Renewal rates may also change due to competitors' product offerings, customers converting to in-house developed solutions, customers' inability to continue their operations and spending levels, migration path issues for new versions of our products, and other factors, a number of which are beyond our control. If our customers do not purchase M&S with their initial software license or do not renew their M&S contract for our products, our M&S revenue will decline and our financial results will suffer. In addition, customers are generally entitled to a reduced annual maintenance fees for entering into long-term maintenance contracts, i.e. those contracts with a term longer than one year. Declines in our license sales, increases in the proportion of long-term maintenance contracts and/or increased discounting could lead to declines in our M&S revenue growth rates. Should customers migrate away from systems and applications which our products support, utilize alternatives to our products, including solutions offering free maintenance, or become dissatisfied with our maintenance services, increased cancellations could lead to declines in our maintenance revenue.

If we are unable to develop, offer and deliver new and enhanced products and services that achieve widespread market acceptance, or if we are unable to continually improve the performance, features, and reliability of our existing products and services, our business and operating results could be adversely affected.

We believe our industry will continue to evolve in response to continued adoption of mobile devices, acceptance of cloud-based SaaS products, and the growth of big data. In response, we have devoted resources to the development of new solutions, such as our SaaS solutions. We are making such investments through our internal efforts, including further development and enhancement of our existing products. We may also make acquisitions of new product lines. Innovation, new product development or acquisition, and go-to-market activities involve a significant commitment of time and resources and are subject to a number of risks and challenges including:

- Developing, sustaining, and appropriately leveraging market intelligence to identify areas of market need that offer attractive return on investment.
- Managing the length of the development cycle for new products and product enhancements which may be longer than originally expected.
- Adapting to emerging industry standards and to technological developments.
- Addressing the evolution of operating systems and industry platforms that presently may not be served by our existing products.
- Entering new or unproven markets with which we have limited experience.
- Managing new product and service strategies, including integrating our various security and file replication technologies, management solutions, customer service, and support into unified enterprise security and file replication solutions.
- Incorporating products and technologies acquired through mergers, acquisitions or other relationships with third parties.
- Developing or expanding efficient sales channels.
- Obtaining sufficient licenses to technology and technical access from operating system software vendors on reasonable terms to enable the development and deployment of interoperable products, including source code licenses for certain products with deep technical integration into operating systems.
- Changing purchasing trends such as purchasing through on-line marketplaces rather than through direct sales or traditional channels.

Investments in new products may not result in sufficient revenue generation to justify their costs or may cause short or long-term harm to our financial results. For example, customer adoption of our SaaS products has not occurred as rapidly as anticipated, or competitors may introduce new products and services that achieve acceptance among our current customers thereby adversely affecting our competitive position, or we may not be successful in future attempts to achieve disruptive innovation.

Our executive management team must act quickly, continuously and with vision due to the rapid speed of changing customer expectations and advancement of technology inherent in the software industry, the extensive and complex efforts required to create useful and widely accepted products, the rapid evolution of cloud computing, mobile devices, new computing platforms, and the creation of other new technologies. Although we have adopted a strategy that we believe will fulfill these challenges, if we fail to internalize and execute properly on that strategy or adapt that strategy as market conditions evolve, we may fail to meet our customers' expectations, fail to compete with our competitors' products and technology, and lose the confidence of our channel partners and employees. Such circumstances could adversely affect our business and financial performance.

We earn most of our revenue and operating margins from our Enhanced File Transfer licensed software solution suite and related maintenance and support services and, as a result, are highly dependent upon the continued success of this product line.

Our Enhanced File Transfer product platform, or EFT platform, is our MFT solution targeted primarily to the enterprise and small and medium business user environments. Our customers may purchase EFT as an on-premise license or may subscribe to it as software-as-a-service (or SaaS). License (both on-premise and SaaS), M&S, and professional services revenue from this product line was responsible for 96% and 95% of our total revenue in 2018 and 2017, respectively. Our EFT product has provided substantially all of our recent revenue growth and most of the operating margin necessary to fund our operations including, most notably, our sales and marketing and research and development activities. Declines and variability in demand for our EFT products could occur as a result of:

- Improved products or product versions being offered by competitors in our markets.
- Competitive pricing pressures.
- Failure to release new or enhanced versions of the EFT solution on a timely basis or at all.
- Technological changes that we are unable to address with file transfer products or that change the way enterprises utilize our products.
- General economic conditions.

Due to our product concentration, our business, results of operations, financial condition, and cash flows would be adversely affected by a decline in demand for the EFT solution suite.

We rely on third parties to provide us with a number of operational services, including hosting and delivery of our SaaS products, certain of our customer support services, and other operations. Any interruption or delay in service from these third parties, breaches of security or privacy, or failures in data collection could expose us to liability, harm our reputation and adversely impact our financial performance.

We rely on hosted computer services from third parties for certain services that we provide our customers. As we gather customer data and host certain customer data in third-party facilities, a security breach could compromise the integrity or availability or result in the theft of customer data. In addition, our operations could be negatively affected in the event of a security breach, and we could be subject to the loss or theft of confidential or proprietary information.

Unauthorized access to this data may be obtained through break-ins, breach of our secure network by an unauthorized party, employee theft or misuse, or other misconduct. We rely on a number of third-party suppliers in the operation of our business for the provisioning of various services and materials that we use in the production of our products. Although we seek to diversify our third-party suppliers, we may from time to time rely on a single or limited number of suppliers, or upon suppliers in a single country, for these services or materials. The inability of such third parties to satisfy our requirements could disrupt our business operations or make it more difficult for us to implement our business strategy. If any of these situations were to occur, our reputation could be harmed, we could be subject to third-party liability, including under data protection and privacy laws in certain jurisdictions, and our financial performance could be negatively impacted.

If we are unable to generate significant volumes of sales leads from our various marketing and demand generation efforts then our revenue may not grow as expected or may decline.

We generate leads through various marketing activities such as targeted email campaigns, attending networking-based trade shows, purchasing information and services from third-party experts in generating leads, and hosting webinars on enterprise IT management issues. Our marketing efforts may be unsuccessful, resulting in fewer sales leads. If we fail to generate a sufficient volume of leads from these activities and/or such sales leads do not result in actual sales, our revenue may not grow as expected or could decrease and our operating results could suffer.

Some of our sales leads are generated through visits to our websites by potential end-users interested in purchasing or downloading evaluations of our products. Many of these potential end-users find our websites by searching for secure file transfer products through Internet search engines, such as Google. A critical factor in attracting potential customers to our websites is how prominently our websites are displayed in response to search inquiries. If we are listed less prominently or fail to appear in search result listings for any reason, visits to our websites by customers and potential customers could decline significantly. We may not be able to replace this traffic, and, if we attempt to replace this traffic, we may be required to increase our sales and marketing expenses, which may not be offset by additional revenue and could adversely affect our operating results.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales and revenue are difficult to predict and may vary substantially from period to period, which may cause our results of operations to fluctuate significantly.

Our results of operations may fluctuate, in part, because of the resource intensive nature of our sales efforts, the length and variability of our sales cycle, and the short-term difficulty in adjusting our operating expenses. Our results of operations depend in part on sales to large organizations. The length of our sales cycle, from proof of concept to delivery of and payment for our products, is typically three to nine months but can be more than a year. If our competitors offer or develop products that our prospective customers may want to compare to our products, that situation could cause our average sales cycle to become longer. Because the length of time required to close a sale varies substantially from customer to customer, it is difficult to accurately predict when, or even if, we will make a sale to a potential customer. As a result, large individual sales have, in some cases, occurred in periods subsequent to those periods in which we anticipated they would occur or have not occurred at all. The loss or delay of one or more large transactions in a period could impact our results of operations for that period and any future periods for which revenue from that transaction is delayed. As a result of these factors, it is difficult for us to forecast accurately our revenue for any particular period in the future. Because a substantial portion of our expenses are relatively fixed in the short term, our results of operations will suffer if our revenue falls below expectations in a particular period, which could cause the price of our common stock to decline.

We may acquire new products, capabilities or entire business enterprises in the future that could give rise to risks and challenges that could adversely affect our future financial results.

Acquisitions of new products, capabilities or entire business enterprises involve a number of risks and challenges, including:

- Complexity, time, and costs associated with integration of the acquired business operations, workforce, products, and technologies into our existing business, sales force, employee base, product lines, marketing and technology which ultimately may not be successful.
- Diversion of management time and attention from our existing business and other business opportunities throughout the integration.
- Potential loss or termination of employees, including costs associated with the termination or replacement of those employees.
- Assumption of debt or other liabilities of the acquired business, including any future litigation related to alleged liabilities of the acquired business.
- The incurrence of additional acquisition-related debt as well as increased expenses and working capital requirements.
- Potential dilution of earnings per share.
- Increased costs and efforts in connection with compliance with Section 404 of the Sarbanes-Oxley Act of 2002.
- Potentially substantial accounting charges for restructuring and related expenses, write-off of in-process research and development, impairment of goodwill, amortization of intangible assets, and share-based compensation expense.

The ongoing integration of any acquired products, capabilities or entire business enterprises involves continually determining and leveraging the actual market synergies, sustaining and even extending the business performance of the acquired entity, implementing our technology systems in the acquired operations, and integrating and managing the personnel related to the acquired products and/or operations. We also must continue to effectively integrate the different cultures of acquired business organizations into our own culture in a way that aligns various interests.

Any of the foregoing, and other factors, could harm our ability to achieve anticipated levels of financial performance or to realize other anticipated benefits of an acquisition. In addition, because acquisitions of technology-based products and companies are inherently risky, no assurance can be given that our previous, current, or future acquisitions will be successful and will not adversely affect our business, operating results, or financial condition.

Our ability to sell our products is highly dependent on the quality of our support and services offerings. Our failure to offer high-quality support and services could have a material and adverse effect on our business and results of operations.

Once our products are deployed for use by our customers, our customers may depend on our support organization and our channel partners to resolve issues relating to our products. High-quality support is critical for the successful marketing and sale of our products. If we or our channel partners do not assist our customers in deploying our products effectively, succeed in helping our customers resolve post-deployment issues quickly, or provide ongoing support, it could adversely affect our ability to sell our products to existing customers and could harm our reputation. As we expand our operations internationally, our support organization will face additional challenges, including those associated with delivering support, training and documentation in languages other than English. Our failure or the failure of our channel partners to maintain high-quality support and services could have a material and adverse effect on our business and operating results.

The transition from an on-premise to a cloud-based, SaaS subscription business model is subject to numerous risks and uncertainties.

We believe some customers and potential purchasers of our products are evaluating MFT via the cloud. Some will choose to embrace cloud delivery as a complete MFT solution or possibly employ a hybrid architecture. This potential shift in customer preferences, and our pursuit of a SaaS strategy, may give rise to a number of risks, including the following:

- If customers are uncomfortable with cloud-based solutions and desire only perpetual licenses, we may experience longer than anticipated sales cycles and sales of our cloud-based solutions may lag behind our expectations;
- Our cloud-based strategy may raise concerns among our customer base, including concerns regarding changes to pricing over time, service availability, information security of a cloud-based solution and access to files while offline or once a subscription has expired;
- We may be unsuccessful in maintaining our target pricing, adoption and projected renewal rates;
- We may select a target price that is not optimal and could negatively affect our sales or earnings; and
- We may incur costs at a higher than forecasted rate as we expand our cloud-based solutions.

The potential shift of our customers' preference to cloud-based, SaaS solutions may also require a considerable investment of technical, financial, legal and sales resources, and a scalable organization. Market acceptance of such offerings is affected by a variety of factors, including but not limited to: security, reliability, scalability, customization, performance, current license terms, customer preference, customer concerns with entrusting a third party to store and manage their data, public concerns regarding privacy and the enactment of restrictive laws or regulations.

If we are unable to successfully establish our cloud-based solutions and navigate our business model transition in light of the foregoing risks and uncertainties, our results of operations could be negatively impacted.

Cloud-based computing trends present competitive and execution risks.

Customers are transitioning to a hybrid computing environment utilizing various cloud-based software and services accessed via various smart client devices. Pricing and delivery models are evolving and our competitors are developing and deploying cloud-based services for customers. We are devoting resources to develop and deploy our own competing cloud-based software and services strategies. While we believe our expertise and investments in software for cloud-based services provide us with a strong foundation to compete, it is uncertain whether our strategies will attract the customers or generate the revenue required to be successful. Delivering our products through cloud-based, SaaS solutions requires that we pay third parties, such as Microsoft Azure, to host our products and make them available to our customers. As a result, we incur ongoing, recurring third-party hosting expenses associated with delivering SaaS solutions that we do not incur with respect to our on-premise license products. These expenses may cause the gross margin we realized from our SaaS software products to be lower than the gross margin we realized from our on-premises software products. Whether we are successful in this new business model depends on our execution in a number of areas, including:

- Continuing to innovate and bring to market compelling cloud-based services that generate increasing traffic and market share;
- Maintaining the utility, compatibility and performance of our software on the growing array of cloud computing platforms and the enhanced interoperability requirements associated with orchestration of cloud computing environments; and
- Successfully deploying our SaaS products on platforms hosted by third-party services upon which we rely for delivery of those computing solutions to our customers.

These new business models may reduce our revenues or operating margins and could have a material adverse effect on our business, results of operations and financial condition.

We must keep up with rapid and ongoing technological change to remain competitive in the rapidly evolving cloud-based technology industry.

The cloud-based technology industry is characterized by rapid and ongoing technological change, frequent new product and service introductions, and evolving industry standards. Our future success will depend on our ability to adapt quickly to rapidly changing technologies, to adapt our solutions to evolving industry standards and to improve the performance and reliability of our applications and services. To maintain and increase market acceptance of our applications and services, we must anticipate customer needs and offer solutions that meet changing demands quickly and effectively. Customers may require features and functionality that our current applications and services do not have or that our platforms are not able to support. If we fail to develop solutions that satisfy customer preferences in a timely and cost-effective manner, our ability to renew our agreements with existing customers and our ability to increase demand for our solutions will be harmed.

If we are required to, and fail to successfully manage any changes to our business model, including the transition of our products to cloud offerings, our results of operations could be harmed.

We are beginning to transition from an on-premise to a cloud-based, SaaS subscription business model. This adjustment to our business model requires a considerable investment of technical, financial, legal and sales resources. Our transition to cloud offerings will continue to divert resources and increase costs, especially in cost of license and other revenues, in any given period. Such investments may not improve our long-term growth and results of operations. Further, the increase in some costs associated with our cloud services may be difficult to predict over time, especially in light of our lack of historical experience with the costs of delivering cloud-based versions of our applications. We may assume greater responsibilities for implementation related services during this transition. As a result, we may face risks associated with new and complex implementations, the cost of which may differ from original estimates. The consequences in such circumstances could include: monetary credits for current or future service engagements, reduced fees for additional product sales, and a customer's refusal to pay its contractually-obligated subscription or service fees.

Offering cloud services may result in the loss of other business opportunities and negatively impact our revenue growth.

We have allocated resources related to our sales and marketing activities, software product development, management team and other personnel toward growing our cloud business. This strategic direction and redirection of resources could potentially result in the loss of sales opportunities in our traditional perpetual license and M&S sales business. If our cloud business does not grow in accordance with our expectations and we are not able to cover the shortfall with other sales opportunities, then our business could be harmed. Although the subscription model used for our cloud business is designed to create a recurring revenue stream that is more predictable, the shift to this model may reduce our license sales, spread revenue over a longer period and negatively affect future license and M&S sales revenue.

Subscription offerings create risks related to the timing of revenue recognition.

Although the subscription model is designed to increase the number of customers who purchase our products and services and create a recurring revenue stream that is more predictable, it creates certain risks related to the timing of revenue recognition and potential reductions in cash flows.

A decline in new or renewed subscriptions in any period may not be immediately reflected in our reported financial results for that period but may result in a decline in our revenue in future periods. If we were to experience significant downturns in subscription sales and renewal rates, our reported financial results might not reflect such downturns until future periods. Our subscription model could also make it difficult for us to rapidly increase our revenues from subscription or SaaS-based services through additional sales in any period as revenue from new customers will be recognized over the applicable subscription term. Increases in sales under our subscription sales model could result in decreased revenues over the short term if they are offset by a decline in sales from perpetual license customers.

Our cloud and SaaS offerings bring additional business and operational risks.

We offer delivery of several of our products using a SaaS model. Our SaaS offerings provide our customers with existing and new software management through a cloud service as opposed to traditional on-premises software deployments. There can be no assurance that SaaS revenue will be significant in the future despite our levels of investment in developing this product delivery method. Margins associated with our SaaS offerings are generally lower than margins associated with our on-premises solutions.

SaaS subscription arrangements are under month-to-month agreements. Accordingly, our customers generally have no long-term obligation to us and may cancel their SaaS subscription at any time. Even if our customers are satisfied with our SaaS products and services, they may elect not to continue their SaaS subscription. Renewal rates in the future may differ from historical trends such that we may not be able to accurately predict customer renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our services and their ability to continue their operations and spending levels. If we experience a decline in the renewal rates for our customers or they opt for lower-priced editions of our offerings or fewer subscriptions, our operating results may be adversely impacted.

There is a risk that we could find it difficult or costly to support both traditional software installed by customers and software delivered as a service. To the extent that our SaaS offerings are defective or there are disruptions to our services, demand for our SaaS offerings could diminish, and we could be subject to substantial liability.

Interruptions or delays in service from our third-party service delivery hosts could impair the delivery of our services and harm our business. If we or our third-party service delivery hosts experience security breaches and unauthorized access is obtained to a customer's data or our data, our services may be perceived as not being secure, customers may curtail or stop using our services, and we may incur significant legal and financial exposure and liabilities.

SaaS software solutions can be complex, and the deployment of our secure file transfer solutions in the desired manner may require additional professional services and implementation services for which we may not have the ability to provide at an appropriate margin. Our SaaS products are dependent upon third-party hardware, software and hosting vendors, all of which must interoperate for end users to achieve their computing goals. We expect other companies to enter this market and to introduce their own initiatives that may compete with, or not be compatible with, our cloud solutions.

If any of these events were to occur, our business, results of operations and financial condition could be adversely affected.

If we fail to manage our sales and distribution channels effectively, our operating results could be adversely affected.

We sell our software products both directly and through a network of distributors and resellers that we collectively refer to as the channel, as well as through marketplaces such as Amazon Web Services and Microsoft Azure. Sales through these different methods involve distinct risks. Risks associated with direct sales include:

- Challenges in scaling the size of the direct sales team to levels required for revenue growth.
- Difficulty in hiring, retaining, and motivating our direct sales force.
- Substantial amounts of training for sales representatives to become productive, including regular updates to cover new and revised products.
- Leads obtained from paid advertising (for example, Google ads) impacting direct sales should the marketing and advertising effectiveness decline due to non-attributable declines in leads, unforeseen search engine algorithm changes, or other occurrences that may adversely impact the lead generation aspects of the direct sales cycle. Increased competition may materially impact the costs associated with such marketing and advertising.

From time-to-time, we make significant changes in the organizational structure and compensation plans of our sales organization, which may increase the risk of sales personnel turnover. To the extent that we experience turnover within our direct sales force or sales management, there is a risk that the productivity of our sales force would be negatively impacted which could lead to revenue declines. Turnover within our sales force can cause disruption in sales cycles leading to delay or loss of business. It can take time to implement new sales management plans and to effectively recruit and train new sales representatives. We review and modify our compensation plans for the sales organization periodically. Changes to our sales compensation plans could make it difficult for us to attract and retain top sales talent.

Sales through third-party distributors and resellers involve a number of risks, including:

- Our lack of control over the timing of delivery of our products to our customers.
- Our resellers and distributors currently not being subject to minimum sales requirements or any obligation to market our products to their customers.
- Our reseller and distributor agreements generally being nonexclusive and terminable at any time without cause.
- Our resellers and distributors frequently marketing and distributing competing products and, from time to time, placing greater emphasis on the sale of these products due to pricing, promotions, and other terms offered by our competitors.

For 2018 and 2017, approximately 35% of our revenue was derived from indirect channel sales through distributors and resellers. We expect that a significant portion of our revenue will continue to be derived from indirect channel sales in the future. Our ability to effectively distribute our products through those channels depends in part upon the financial and business condition of our distributor and reseller network. Computer software distributors and resellers typically are not highly capitalized, have previously experienced difficulties during times of economic contraction, and have experienced difficulties during the past several years. If our distributors and resellers were not be able to sustain their business at a level necessary to sell our products or provide customer support services, our business and revenue could be negatively impacted.

We rely upon major distributors and resellers in both the U.S. and international regions. Our largest distributor accounted for 14% of our total revenues in 2018 and 2017. Although we believe that we are not substantially dependent on this distributor, if it were to experience a significant disruption with its business or if our relationship with it were to deteriorate, it is possible that our ability to sell to our customers would be, at least temporarily, negatively impacted. This could, in turn, negatively impact our financial results.

Over time, we have modified and will continue to modify aspects of our relationship with our distributors and resellers, such as their incentive programs, pricing to them and our distribution model, to motivate and reward them for aligning their businesses with our strategy and business objectives. Changes in these relationships and underlying programs could negatively impact their business and/or harm our business. In addition, the loss of or a significant reduction in business with those distributors or resellers or the failure to achieve anticipated levels of sell-through with any one of our major international distributors or large resellers could harm our business. In particular, if one or more of such distributors or resellers were unable to meet their obligations with respect to our accounts receivable from them, we could be forced to write off such accounts receivables and may be required to delay the recognition of revenue on future sales to these customers. These events could have a material adverse effect on our financial results.

It may be difficult for us to recruit and retain software developers and other technical and management personnel because we are a relatively small company.

We compete intensely with other software development and distribution companies domestically and internationally as well as information technology departments supporting larger businesses all of whom strive to recruit and hire employees from a limited pool of qualified personnel. Some qualified candidates prefer to work for larger, better known companies or in another geographic area. In order to attract and retain personnel in a competitive marketplace, we believe that we must provide a competitive compensation package, including cash, equity-based compensation, and other employee benefits including medical insurance and healthcare plans. The volatility in our stock price may from time to time adversely affect our ability to recruit or retain employees. In addition, we may be unable to obtain required stockholder approvals of future increases in the number of shares available for issuance under our equity compensation plans. Also, accounting rules require us to treat the issuance of employee stock options and other forms of equity-based compensation as compensation expense. As a result, we may decide to issue fewer equity-based incentives and may be impaired in our efforts to attract and retain necessary personnel. If we are unable to hire and retain qualified employees, or conversely, if we fail to manage employee performance or reduce staffing levels when required by market conditions, our business and operating results could be adversely affected.

Key personnel have left our company in the past. There likely will be additional departures of key personnel from time to time in the future. The loss of any key employee could result in significant disruptions to our operations, including adversely affecting the timeliness of product releases, the successful implementation and completion of company initiatives, the effectiveness of our disclosure controls and procedures and our internal control over financial reporting, and the results of our operations. Hiring, training, and successfully integrating replacement sales, engineering, and other personnel could be time consuming, may cause additional disruptions to our operations, and may be unsuccessful, which could negatively impact future revenues.

We may engage third parties to develop products on our behalf. These engagements may involve reliance on resources owned and managed by those third parties over which we have no direct control.

In addition to research and development of new products by our employees, we engage third parties from time-to-time to conceive, design and develop products on our behalf. Arrangements of this type involve high levels of risk as a result of inherent uncertainties about the timely delivery and ultimate viability of those products due to the reliance we must place on third parties to plan, perform and successfully complete work for us. These are processes for which we could have notably less direct control than if we performed the work ourselves. These arrangements involve our reliance on the ongoing financial viability of the enterprise performing the work. This risk is challenging to manage because we do not always have clear visibility as to the overall condition of the third-party enterprise. These risks could result in the product not being successfully completed within the expected timeframe, or at all. If actual results from these type of endeavors that we may undertake in the future differ materially from original and ongoing expectations, our business, operating results and financial position could be harmed.

Our ability to develop our software will be seriously impaired if we are not able to use our foreign subcontractors.

We rely on foreign subcontractors to help us develop some aspects of some of our software. If these programmers decided to stop working for us, or if we were unable to continue using them because of political or economic instability, we would have difficulty finding comparably skilled developers in a timely manner. In addition, we would likely have to pay considerably more for the same work, especially if we used U.S. personnel. If we could not replace the contract programmers, it could take us longer to develop certain products and product upgrades and at a higher cost.

Revenue from our Mail Express, Wide Area File Services, CuteFTP and TappIn product lines will likely continue to decline in the future and become a smaller part of our total revenue.

Revenue from our products and services other than our EFT solution was \$1.2 million and \$1.6 million in 2018 and 2017, respectively, and accounted for 3.4% and 4.6% of our total revenue in 2018 and 2017, respectively. As we increase our focus and emphasis on our EFT platform products, our revenue from these products will likely continue to decline. We incur costs and expenses supporting these products for our customers who are currently using them. If revenue from these products continues to decline, we may begin to incur losses from these products. The potential for such losses may cause us to decide to sell or discontinue one or more of these product lines. If we cannot effectively reduce our costs to support these products, or if we decide to sell one or more of these product lines but cannot find a buyer for them, we may begin incurring losses on these products that could materially affect our results of operations and financial condition.

Reliance on delivery of our products near or at the end of each quarter could cause our revenue for the applicable period to fall below expected levels.

As a result of customer buying patterns and the efforts of our sales force and channel partners to meet or exceed their sales objectives, we have historically received a substantial portion of orders from our customers and generated a substantial portion of revenue during the last few weeks of each period. A significant interruption in our IT systems, which manage critical functions such as order processing, trade compliance reviews, delivery of our products, billings, collections, revenue recognition, and financial reporting, among others, could result in delayed order fulfillment and decreased revenue for that period. If expected revenue at the end of any period is delayed for any reason, including the failure of anticipated purchase orders to materialize, our logistics or channel partners' inability to deliver products prior to period-end to fulfill purchase orders received near the end of the period, our inability to release new products on schedule, any failure of our systems related to order review and processing, or any delays in product delivery based on trade compliance requirements, our revenue for that period could fall below our expectations and the estimates of market analysts, if any, which could adversely impact our business and results of operations and cause a decline in the trading price of our common stock.

Fluctuations in professional services revenue may be greater than experienced in previous reporting periods and have a disproportionate impact on our financial results. For example, increased professional services sales, especially to the government, may result in lower earnings as a percentage of revenue.

Our solution portfolio includes software licenses, subscription services, M&S, and professional services. Because they are relatively labor intensive, professional services typically have substantially lower margins than software license sales, M&S and subscription services. Professional services were 7% of our total revenue in both 2018 and 2017. However, this percentage can fluctuate significantly from period to period depending on the needs of our customers.

Depending on our mix of software licenses, subscription, M&S, and professional services revenue in a given reporting period, our earnings as a percentage of revenue may fluctuate from historical norms. For example, if we were to derive a relatively large (compared to historical norms) component of our revenue from professional services in a reporting period, earnings as a percentage of revenue may decline in that period due to lower margin contribution from those labor-intensive services as compared to software license, subscription, and M&S revenue.

We may not be able to compete effectively with larger, better-positioned companies, resulting in lower margins and loss of market share.

We operate in competitive markets that experience rapid technological developments, market consolidation, changes in industry standards, changes in customer requirements, and frequent new product introductions and product improvements by existing and new competitors. If we are unable to anticipate or react to these competitive challenges or if existing or new competitors take or gain additional market share in any of our markets, our competitive position could weaken, and we could experience a decrease in revenues that could adversely affect our business and operating results. To compete successfully, we must maintain a successful research and development effort to create new products and services and enhance existing products and services, effectively adapt to changes in the technology or product rights held by our competitors, appropriately respond to competitor strategies as such strategies become apparent, and effectively adapt to technological changes and changes in the ways that our information is accessed, used, and stored within our enterprise and consumer markets. If we are unsuccessful in responding to our competitors or to changing technological and customer demands, we could experience a negative effect on our competitive position and our financial results.

We compete with a variety of companies that have significantly greater revenues and financial resources, more partners, resellers and distribution channels than we have, and greater quantities of personnel and technical resources. For example, our EFT solution suite competes with products from IBM Sterling, Ipswitch, Axway and several other vendors. Our WAFS product competes with Riverbed Technology, Panzura, and Peer Sync. Large companies may be able to develop new technologies, across multiple solution spaces, and on more operating systems, more quickly than we can, to offer a broader array of products, and to respond more quickly to new opportunities, industry standards or customer requirements.

Additional competitors may enter the market and also may have significantly greater capabilities and resources than we do. Some existing competitors also may be able to adopt more aggressive pricing strategies. For example, Ipswitch provides an older version of its consumer file transfer protocol program for free for non-commercial use, and Microsoft includes file transfer protocol functionality in its Internet browser, which it also distributes for free. Increased competition may result in lower operating margins and loss of market share.

As we develop new products or new features, functions and capabilities for existing products, we capitalize certain of our costs related to those activities and defer the expense arising from those activities to future periods.

In accordance with GAAP, we capitalize certain of our costs related to the development of new products or new features, functions and capabilities for existing products. We present these capitalized costs as an asset on our balance sheet. We amortize these costs to expense in future periods after these work products are completed and released for sale so as to match these expenses the associated revenue we earn in the future. If we were to deem these capitalized costs not to be realizable through future revenue and accordingly had to reduce the carrying value of these assets, possibly to zero, we could incur significant expenses earlier than anticipated.

Our products are complex and operate in a wide variety of computer configurations, which could result in errors or product failures.

Addressing MFT both on-premise licenses and SaaS models typically requires complex products. Undetected errors, failures, or bugs may occur, especially when products are first introduced or when new versions are released. Our products are often installed and used in large-scale computing environments with different operating systems, system management software, and equipment and networking configurations, which may cause errors or failures in our products or may expose undetected errors, failures, or bugs in our products. Our customers' computing environments also are often characterized by a wide variety of standard and non-standard configurations that make pre-release testing for programming or compatibility errors difficult and time-consuming. In addition, despite testing by us and others, errors, failures, or bugs may not be found in new products or releases until after commencement of commercial shipments. In the past, we have discovered software errors, failures, and bugs in certain of our product offerings after their introduction and have experienced delayed or lost revenues during the time required to correct these errors.

Errors, failures, or bugs in products released by us could result in negative publicity, product returns, loss of or delay in market acceptance of our products, loss of competitive position, or claims by customers or others. Many of our end-user customers use our products in applications that are critical to their businesses and may have a greater sensitivity to defects in our products than to defects in other, less critical, software products. In addition, if an actual or perceived breach of information integrity or availability occurs in one of our end-user customer's systems, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products could be harmed. Alleviating any of these problems could require significant expenditures of our capital and other resources and could cause interruptions, delays, or cessation of our product licensing, which could cause us to lose existing or potential customers and could adversely affect our operating results.

Our business is subject to the risks of warranty claims, product returns, product liability and product defects.

Real or perceived errors, failures or defects in our products could result in claims by customers for losses that they sustain. If customers make these types of claims, we may be required, or may choose, for customer relations or other reasons, to expend additional resources in order to help correct the problem. Liability provisions in our standard terms and conditions of sale, and those of our resellers and distributors, may not be enforceable under some circumstances or may not fully or effectively protect us from customer claims and related liabilities and costs, including indemnification obligations under our agreements with resellers and distributors. The sale and support of our products also entail the risk of product liability claims. We maintain insurance to protect against certain types of claims associated with the use of our products, but our insurance coverage may not adequately cover any such claims. Even claims that ultimately are unsuccessful could result in expenditures of funds in connection with litigation and divert management's time and other resources.

Turmoil and uncertainty in U.S. and international economic markets could adversely affect our business and operating results.

Demand for our products depends in large part upon the level of capital and maintenance expenditures by many of our customers. Economic downturns could have an adverse effect on spending on information technology projects since in such environments, prospects and customers may reduce, sometimes greatly, their discretionary spending to focus on preserving mandatory spending budgets.

These adverse impacts to customer spending may be directly, and adversely, reflected in our future business and operating results because we believe a substantial part of their MFT spending budget is considered discretionary by our prospects and customers. The perception of MFT solutions spending as discretionary is further reinforced by the existence of low cost, or even free, products that deliver some subset of the capabilities found in our solutions. In the event of an economic downturn, some customers may decide to defer spending for our solutions or may elect to obtain low cost or free “good enough” products as an interim measure. The potential adverse impacts of such decisions may persist for an extended period of time, even well into a period of economic recovery, given that many prospects will not change their IT infrastructure for a considerable period of time after that infrastructure has been installed and is operating adequately.

Adverse financial results from another economic downturn and uncertainty could include flat, or even decreasing, sales, lower gross and net margins, and impairment of current or future goodwill and long-lived assets. In addition, some of our customers could delay paying their obligations to us. Potentially reduced sales and margins and customer payment problems could limit our ability to fund research and development, marketing, sales, and other activities necessary to sustain and expand our market position.

In past economic downturns, we have sometimes experienced a decrease in our stock price. If investors have concerns that our business, financial condition and results of operations will be negatively impacted by another economic downturn, our stock price could decrease again.

Regardless of economic conditions, fluctuations in demand for our products and services are driven by many factors and a decrease in demand for our products could adversely affect our financial results.

We are subject to fluctuations in demand for our products and services due to a variety of factors, including competition, product obsolescence, technological change, budget constraints of our actual and potential customers, awareness of security threats to IT systems, and other factors. While such factors may, in some periods, increase product sales, fluctuations in demand can also negatively impact our product sales. If demand for our products declines, our revenues, as well as our gross and net margins, could be adversely affected.

Sales to the U.S. Government make up a portion of our business, and changes in government defense spending could have consequences on our financial position, results of operations and business.

Our revenues from the U.S. Government largely result from contracts awarded to us under various U.S. Government programs, primarily defense-related programs with the Department of Defense (“DoD”). The funding of our programs is subject to the overall U.S. Government foreign policy, budget and appropriation decisions, and processes which are driven by numerous factors, including geo-political events and macroeconomic conditions, and are beyond our control. Projected defense spending budgets are uncertain and difficult to predict.

Significant changes in defense spending could have long-term consequences for our size and structure. Changes in government priorities and requirements could impact the funding, or the timing of funding, of our programs which could negatively impact our results of operations and financial condition. Government contracts typically have long sales cycles such that closure of such contracts is difficult to predict.

U.S. Government contracts generally also permit the government to terminate the contract, in whole or in part, without prior notice, at the government’s convenience or for default based on performance. A termination arising out of our default could expose us to liability and have a negative impact on our ability to obtain future contracts and orders. Furthermore, on contracts for which we are a subcontractor and not the prime contractor, the U.S. Government could terminate the prime contract for convenience or otherwise, irrespective of our performance as a subcontractor.

Because we are a DoD contractor, certain of our items and/or transactions may be subject to the International Traffic in Arms Regulations (“ITAR”) if our software or services are specifically designed or modified for defense purposes. Companies engaged in manufacturing or exporting ITAR-controlled goods and services (even if these companies do not export such items) are required to register with the U.S. State Department. Failure to comply with these requirements could result in fines and sanctions which could negatively impact our results of operations and financial condition.

If we lose key personnel we may not be able to execute our business plan.

Our future success depends on the continued services of our employees. If employees leave, it can be difficult to replace them because of the intense competition in the marketplace for people with the skillsets we need to operate our business. New employees may not be productive for weeks or months as they learn about our solutions, our personnel and the administrative practices within our company.

Seasonality may cause fluctuations in our revenue.

We believe there could be notable seasonal factors in the future that may cause us to record higher revenue in some quarters compared with others. We believe this variability is possible largely due to our customers’ budgetary and spending patterns, as many customers spend the unused portions of their discretionary budgets prior to the end of their fiscal years. For example, we have historically recorded our highest level of revenue in our fourth quarter, which we believe corresponds to the fourth quarter of a majority of our customers. If our rate of growth slows over time, seasonal or cyclical variations in our operations may become more pronounced, and our business, results of operations and financial position may be adversely affected.

Our operations potentially are vulnerable to security breaches that could harm the quality of our products and services or disrupt our ability to deliver our products and services.

Information security is a dynamic discipline that historically has faced threats that develop and emerge in ways that are sometimes unpredictable. Third parties may breach our systems and information security and damage our products and services or misappropriate confidential customer information. This might cause us to lose customers, or even cause customers to make claims against us for damages. We may be required to expend significant resources to protect against potential or actual security breaches and/or to address problems caused by such breaches.

Improper disclosure of personal data could result in liability and harm our reputation.

While we have derived the majority of our historical revenues from on-premises delivery of our products, we now also offer our products on third-party, hosted platforms. As we continue to execute our strategy of increasing the number and scale of our cloud-based offerings, we may store and process increasingly large amounts of personally identifiable information of our customers. At the same time, the continued occurrence of high-profile data breaches provides evidence of an external environment increasingly hostile to information security. This environment demands that we continuously improve our design and coordination of security controls. It is possible our security controls over personal data, our training of employees and vendors on data security, and other practices we follow may not prevent the improper disclosure of personally identifiable information. Improper disclosure of this information could harm our reputation, lead to legal exposure to customers, or subject us to liability under laws that protect personal data, resulting in increased costs or loss of revenue. We believe consumers using our subscription services increasingly will want efficient, centralized methods of choosing their privacy preferences and controlling their data. Perceptions that our products or services do not adequately protect the privacy of personal information could inhibit sales of our products or services and could constrain consumer and business adoption of cloud-based solutions.

Breaches of our cybersecurity systems could degrade our ability to conduct our business operations and deliver products and services to our customers, delay our ability to recognize revenue, compromise the integrity of our software products, result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties and require us to incur significant additional costs to maintain the security of our networks and data.

We increasingly depend upon our IT systems to conduct virtually all of our business operations, ranging from our internal operations and product development activities to our marketing and sales efforts and communications with our customers and business partners. Cyber threats may attempt to penetrate our network security, or that of our website, and misappropriate our proprietary information or cause interruptions of our service. Because the techniques used by such attackers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of the system. We have also outsourced a number of our business functions to third-party contractors. Therefore, our business operations also depend, in part, on the success of our contractors' own cybersecurity measures. Similarly, we rely upon distributors, resellers, system vendors and systems integrators to sell our products and our sales operations depend, in part, on the reliability of their cybersecurity measures. Additionally, we depend upon our employees to appropriately handle confidential data and deploy our IT resources in a safe and secure fashion that does not expose our network systems to security breaches and the loss of data. Accordingly, if our cybersecurity systems and those of our contractors fail to protect against unauthorized access, sophisticated cyber-attacks and the mishandling of data by our employees and contractors, our ability to conduct our business effectively could be damaged in a number of ways, including:

- Sensitive data regarding our business, including intellectual property and other proprietary data, could be stolen.
- Our electronic communications systems, including email and other methods, could be disrupted, and our ability to conduct our business operations could be seriously damaged until such systems can be restored.
- Our ability to process customer orders and electronically deliver products and services could be degraded, and our distribution channels could be disrupted, resulting in delays in revenue recognition.
- Defects and security vulnerabilities could be introduced into our software products, thereby damaging the reputation and perceived reliability and security of our products and potentially making the data systems of our customers vulnerable to further data loss and cyber incidents.
- Personally identifiable data of our customers, employees and business partners could be lost.

Should any of the above events occur, we could be subject to significant claims for liability from our customers or from regulatory actions of governmental agencies, our ability to protect our intellectual property rights could be compromised and our reputation and competitive position could be significantly harmed. Also, the regulatory and contractual actions, litigations, investigations, fines, penalties and liabilities relating to data breaches that result in losses of personally identifiable or credit card information of users of our services could be significant in terms of fines and reputational impact and necessitate changes to our business operations that may be disruptive to us. Additionally, we could incur significant costs in order to upgrade our cybersecurity systems and remediate damages. Consequently, our financial performance and results of operations could be adversely affected.

Certain components of the software code comprising some of our products are licensed from third parties making us dependent upon those licenses remaining in place for those products to operate in their current form.

Certain key components of the software code comprising certain of our products are licensed from unrelated, third parties. These licenses are not perpetual and, as such, with advance notice as provided in the license agreements, these third parties could terminate these licenses. Even with advance notice, termination of these licenses could create a severe hardship for us due to the need to locate substitute software code from other third parties or create alternative software code ourselves in order for our products to continue to operate in the manner designed or for us to keep pace with customer requirements, including our obligations under maintenance and support agreements. There is no assurance we could achieve either of those alternative solutions in a timely and effective manner that would not disrupt our ability to continue selling and supporting those products, or without the consumption of significant company resources in the form of time spent by our personnel creating alternative solutions or cash paid to third parties to assist us. Such a situation could delay the completion and introduction to the marketplace of other products we are developing to remain competitive due to the diversion of the attention of certain of our key personnel away from that work. If any of these events occur, our future business and financial results could be adversely affected.

We utilize “open source” software in some of our products.

The open source software community develops software technology for free use by anyone. We incorporate a limited amount of open source code software into our products. We may use more open source code software in the future.

Our use, in some instances, of open source code software may impose limitations on our ability to commercialize our solutions and may subject us to possible intellectual property litigation. Open source code may impose limitations on our ability to commercialize our products because, among other reasons, open source license terms may be ambiguous and may result in unanticipated obligations regarding our solution, and open source software cannot be protected under trade secret law. In addition, it may be difficult for us to accurately determine the identities of the developers of the open source code and whether the acquired software infringes third-party intellectual property rights. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software. From time to time, companies that incorporate open source software into their products have been subject to such claims.

Claims of infringement or misappropriation against us could be costly for us to defend and could require us to re-engineer our solution or to seek to obtain licenses from third parties in order to continue offering our solution. We also might need to discontinue the sale of our solution in the event re-engineering could not be accomplished on a timely or cost-effective basis. If any such claim, attempted remediation, or solution discontinuance occur, our business and operating results could be harmed.

Our products may expose customers to invasion of privacy, causing customer dissatisfaction or possible claims against us for damages.

Our products and solutions are intended to facilitate data and information transfer and sharing, sometimes by providing outsiders access to a customer’s computer. Such access potentially may make the customer vulnerable to security breaches, which could result in the loss of the customer’s privacy or property. Invasions of privacy or other customer harm occurring in an environment where our solutions are operating could result in customer dissatisfaction and possible claims against us for any resulting damages.

We are subject to governmental export and import controls, and sanctions laws that could subject us to liability or impair our ability to compete in international markets.

All products that are exported, re-exported or that are worked on by foreign nationals are subject to export controls. Such controls include prohibitions on end uses, end users and exports to certain sanctioned countries. In addition, incorporation of encryption technology into our products increases the level of U.S. export controls. We are subject to these requirements as certain of our products include the ability for the end user to encrypt data. Therefore, our products may be exported outside the United States or revealed to foreign nationals only by complying with the required level of export controls/restrictions. Restrictions applicable to our products may include a requirement to have a license to export the technology, a requirement to have software licenses approved before export is allowed, and outright bans on the licensing of certain encryption technology to particular end users or to all end users in a particular country. In addition, various countries regulate the import and re-export of certain technology and have enacted laws that could limit our ability to distribute our products or could limit our customers’ ability to implement our products in those countries or that make it a violation for us to comply with U.S. sanctions requirements.

There can be no assurance that we will be successful in obtaining or maintaining the licenses and other authorizations required to export our products from applicable government authorities. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, changes in the list of countries to which we cannot export, or changes in persons or technologies targeted by such regulations could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the export or import of our products to certain countries, companies or individuals altogether. Any change in export, import or sanctions regulations or related legislation, a shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations.

Export and sanctions laws and regulations can be extremely complex in their application. If we are found not to have complied with applicable export control or sanctions laws, we may be sanctioned, fined or penalized by, among other things, having our ability to obtain export licenses curtailed or eliminated, possibly for an extended period of time. Our failure to receive or maintain any required export licenses or authorizations or our being penalized for failure to comply with applicable export control or sanctions laws would hinder our ability to sell our products, could result in financial penalties, and could materially adversely affect our business, financial condition, and results of operations. Any failure on our part or the part of our distributors to comply with encryption or other applicable export control or sanctions requirements could harm our business and operating results.

Import and export regulations of encryption/decryption technology vary from country to country. We may be subject to different statutory or regulatory controls, including licensing requirements, in different foreign jurisdictions, and as such, importation or re-exportation of our technology may not be permitted in these foreign jurisdictions. Violations of foreign regulations or regulation of international transactions could prevent us from being able to sell our products in international markets. Our success depends in large part on our having access to international markets. A violation of foreign regulations could limit our access to such markets and have a negative effect on our results of operations.

As our international sales grow, we could become increasingly subject to additional risks that could harm our business.

We conduct significant sales and customer support in countries outside of the United States. Approximately 26% and 25% of our sales were to purchasers outside the United States in 2018 and 2017, respectively. If our sales outside the United States increase, we may be required to further expand our international operations. To successfully expand international sales, we must establish additional foreign operations, hire additional personnel, including regulatory compliance professionals, and recruit additional international resellers. We may also incur additional expense translating our applications into additional languages. In addition, there is significant competition for entry into high growth markets. Our international operations are subject to a variety of risks, which could cause fluctuations in the results of our international operations. These risks include:

- Compliance with foreign regulatory and market requirements.
- Variability of foreign economic, political and labor conditions.
- Changing restrictions imposed by regulatory requirements, tariffs or other trade barriers or by U.S. export laws.
- Potential increase in expenses to comply with international data protection laws.
- The imposition by the United States government of sanctions on countries, individuals or business entities.
- Longer accounts receivable payment cycles.
- Potentially adverse tax consequences.
- Difficulties in protecting intellectual property.
- Burdens of complying with a wide variety of foreign laws.
- Difficulty transferring funds to the U.S. in a tax efficient manner from non-U.S jurisdictions in which the cash flow originates.

We are subject to risks associated with compliance with laws and regulations globally which may harm our business.

We are a global company subject to varied and complex laws, regulations and customs domestically and internationally. These laws and regulations relate to a number of aspects of our business, including trade protection, import and export control, sanctions laws, data and transaction processing security, payment card industry data security standards, records management, user-generated content hosted on websites we operate, corporate governance, employee and third-party complaints, gift policies, conflicts of interest, employment and labor relations laws, securities regulations and other regulatory requirements affecting trade and investment. The application of these laws and regulations to our business is often unclear and may at times conflict. Compliance with these laws and regulations may involve significant costs or require changes in our business practices that result in reduced revenue and profitability. Non-compliance could also result in fines, damages, or criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business, and damage to our reputation. We incur additional legal compliance costs associated with our global operations and could become subject to legal penalties if we fail to comply with local laws and regulations in U.S. jurisdictions or in foreign countries, which laws and regulations may be substantially different from those in the U.S.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us, including the Foreign Corrupt Practices Act. Although we implement policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, including those based in or from countries where practices that violate such U.S. laws may be customary, will not take actions in violation of our internal policies. Any such violation, even if prohibited by our internal policies, could have an adverse effect on our business.

Our interaction with foreign parties can also increase our costs with respect to compliance. For example, the EU has recently adopted a comprehensive overhaul of its data protection regime from the current national legislative approach to a single European Economic Area Privacy Regulation, the GDPR, which came into effect in May 2018. The EU data protection regime extends the scope of the EU data protection law to all foreign companies processing data of EU residents. Although the GDPR will apply across the EU without a need for local implementing legislation, as has been the case under the current data protection regime, local data protection authorities (“DPAs”) will still have the ability to interpret the GDPR, which has the potential to create inconsistencies on a country-by-country basis. Since we act as a data processor for our SaaS customers, we are taking steps to cause our processes to be compliant with applicable portions of the GDPR, but we cannot assure you that such steps will be effective. We have adopted policies to comply with the GDPR, but ongoing implementation and maintenance of compliance regimes could require changes to certain of our business practices, thereby increasing our costs.

Failure to comply with existing or future privacy and data use and security laws, regulations, and requirements to which we are subject or could become subject, including by reason of inadvertent disclosure of confidential information, could result in fines, sanctions, penalties or other adverse consequences and loss of consumer confidence, which could materially adversely affect our results of operations, overall business and reputation especially since we market our products as a means by which compliance can be achieved.

Failure to maintain proper and effective internal controls has affected, and could in the future affect, our ability to produce accurate financial statements which has resulted, and could in the future result, in the restatement of our consolidated financial statements, and such failure to maintain proper and effective internal controls could adversely affect our operating results, our ability to operate our business, and our stock price.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Failure to establish and maintain appropriate internal financial reporting controls and procedures has caused us to fail to meet our reporting obligations, resulted in the restatement of our financial statements, harmed our operating results, subjected us to regulatory scrutiny and investigation, potentially caused investors to lose confidence in our reported financial information, and had a negative effect on the market price for shares of our common stock. Failure to remediate our material weaknesses and control deficiencies with respect to our internal control over financial reporting could result in similar consequences in the future.

There are inherent limitations in all control systems, and misstatements due to error or fraud have occurred and may occur again in the future and not be detected.

The ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 require us to identify material weaknesses in internal control over financial reporting, which is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with GAAP. Our management, including our principal executive officer and principal financial officer, does not expect that our internal controls and disclosure controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud in our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. Over time, a control may be inadequate because of changes in conditions, such as growth of the company or increased transaction volume, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur in the future and not be detected.

In addition, discovery and disclosure of a material weakness, such as those material weaknesses we have previously discovered and disclosed, by definition, could have a material adverse impact on our financial statements. Such an occurrence could discourage certain customers or suppliers from doing business with us and affect how our stock trades. This could, in turn, negatively affect our ability to access public debt or equity markets for capital.

The amount of income taxes we compute as payable on our income tax returns filed with the Internal Revenue Service and certain states could be challenged by those taxing authorities resulting in us paying more taxes than anticipated.

We file income tax returns with the Internal Revenue Service and taxing authorities in certain states. We prepare and file those returns based on our interpretations of the relevant tax code as to revenue to be reported and deductions and credits allowed. We use third-party experts to assist us in preparing our tax returns and computing our tax liabilities to help us ensure we pay the proper amount of tax due. Our tax returns are subject to examination by taxing authorities that could interpret the tax code in a different manner from us and conclude we are obligated to pay more taxes than we originally computed and paid. While we would defend the position taken on our tax returns as filed, a challenge from a taxing authority can be costly to defend with no assurance of a favorable outcome for us. In the event of an unfavorable result under these circumstances, our business, operating results and financial position could be harmed.

The amount of sales tax we collect on sales could be challenged by taxing authorities both in jurisdictions in which we have a corporate presence as well as by taxing authorities in areas where we have no corporate presence.

We collect and remit sales tax on sales in jurisdictions where we have an obligation to do so. States in which we collect sales tax could audit our activities and assess us with additional tax based on their interpreting the sales tax code differently than we interpret it. States where we do not collect sales tax could make an assertion that we should have been collecting sales tax and could assess us with that tax. While we would defend our position taken as to our obligation to collect sales tax and the amount of sales tax collected, a challenge from a taxing authority can be costly to defend with no assurance of a favorable outcome for us. In the event of an unfavorable result under these circumstances, our business, operating results and financial position could be harmed.

Risks Related to Stock Ownership

Our stock price is, and may continue to be, volatile.

The trading price of our common stock has been and could continue to be subject to wide fluctuations in response to certain factors, including:

- U.S. and global economic conditions leading to general declines in market capitalizations, with such declines not associated with operating performance.
- Quarter-to-quarter variations in results of operations.
- Our announcements of new products.
- Our announcements of acquisitions.
- Our announcements of significant new customers or contracts.
- Our competitors' announcements of new products.
- Our product development or release schedule.
- Changes in our management team.
- General conditions in the software industry.
- Investor perceptions and expectations regarding our products, plans and strategic position and those of our competitors and customers.

In addition, the public stock markets experience extreme price and trading volume volatility, particularly in high-technology sectors of the market. This volatility has significantly affected the market prices of securities of many technology companies for reasons often unrelated to the operating performance of the specific companies. The broad market fluctuations may adversely affect the market price of our common stock.

Accounting charges may cause fluctuations in our annual or quarterly financial results.

Our financial results may be affected by non-cash and other accounting charges, including:

- Amortization of intangible assets, including acquired technology and product rights.
- Acquisition expenses.
- Impairment of goodwill and intangibles.
- Share-based compensation expense.
- Restructuring charges.
- Impairment of long-lived assets.
- Reserves for uncertain tax positions.

Anti-takeover provisions in our charter and Delaware law could inhibit others from acquiring us.

Some of the provisions of our certificate of incorporation and bylaws and in Delaware law could, together or separately:

- Discourage potential acquisition proposals.
- Delay or prevent a change in control.
- Limit the price that investors may be willing to pay in the future for shares of our common stock.

In particular, our certificate of incorporation and bylaws prohibit stockholders from voting by written consent or calling meetings of the stockholders. We are also subject to Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any interested stockholder, as defined in the statute, for a period of three years following the date on which the stockholder became an interested stockholder.

Our directors and executive officers continue to have substantial control over us.

Our directors and executive officers, together with their affiliates and related persons, beneficially owned, in the aggregate, approximately 36% of our outstanding common stock as of February 28, 2019. These stockholders would have the ability to substantially control our operations and direct our policies, including the outcome of matters submitted to our stockholders for approval, such as the election of directors and any acquisition or merger, consolidation or sale of all or substantially all of our assets. In addition, our certificate of incorporation and bylaws provide for our Board of Directors to be divided into three classes of directors serving staggered three-year terms. As a result, approximately one-third of our Board of Directors will be elected each year.

Stockholders' ownership of our stock may be significantly diluted as a result of the exercise of stock options, thereby affecting the value of the stock.

There were options to purchase 2,536,320 shares of our common stock outstanding under our employee and director stock option plans as of December 31, 2018, of which options to purchase 1,103,631 shares were vested. We have filed registration statements under the Securities Act, covering stock issued upon the exercise of options by non-affiliates, and we may file a registration statement covering options held by affiliates as well. If we do not file a registration statement covering affiliates, affiliates who exercise their options may choose to sell the stock under an exemption from registration, such as Rule 144 under the Securities Act. The exercise of these options and sale of the resulting stock could depress the value of our stock.

Risks Related to Intellectual Property

We are vulnerable to claims that our products infringe third-party intellectual property rights particularly because our products are partially developed by independent parties.

From time to time, we experience claims that our products infringe third-party intellectual property rights. We may be exposed to future litigation based on claims that our products infringe the intellectual property rights of others. This risk is exacerbated by the fact that some of the code in our products is developed by independent parties or licensed from third parties over whom we have less control than we exercise over internal developers. In addition, we expect that infringement claims against software developers will become more prevalent as the number of products and developers grows and the functionality of software programs in the market increasingly overlaps. Companies in the technology industry, and other patent and trademark holders seeking to profit from royalties in connection with grants of licenses, own large numbers of patents, copyrights, trademarks, service marks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, we may be the target of aggressive and opportunistic enforcement of patents by third parties, including non-practicing entities.

Responding to and defending against such claims may cause us to incur significant expense and divert the time and efforts of our management and employees. Successful assertion of such claims could require that we pay substantial damages or ongoing royalty payments, prevent us from selling our products and services, damage our reputation, or require that we comply with other unfavorable terms, any of which could materially harm our business. In addition, we may decide to pay substantial settlement costs in connection with any claim or litigation, whether or not successfully asserted.

While it is not possible to predict the outcome of patent litigation incidents to our business, defense costs may be significant, and we believe the costs associated with this litigation or other claims of infringement could generally have a material adverse impact on our results of operations, financial position or cash flows. Regardless of the merit of such claims, responding to infringement claims can be expensive and time-consuming.

For any intellectual property rights claim against us or our customers, we may have to pay damages and indemnify our customers against damages.

Claims of infringement could require us to re-engineer our products or seek to obtain licenses from third parties in order to continue offering our products in a manner that may include licensing technologies from others. In addition, an adverse legal decision affecting our intellectual property, or the use of significant resources to defend against this type of claim could place a significant strain on our financial resources and harm our reputation.

We may not be able to protect our intellectual property rights.

Our software code and trade and service marks are some of our most valuable assets. Given the global nature of the Internet and our business, we are vulnerable to the misappropriation of this intellectual property, particularly in foreign markets, such as China and Eastern Europe, where laws or law enforcement practices are less developed. The global nature of the Internet makes it difficult to control the ultimate destination or security of our software making it more likely that unauthorized third parties will copy certain portions of our proprietary information or reverse engineer the proprietary information used in our programs. If our proprietary rights were infringed by a third-party and we did not have adequate legal recourse, our ability to earn profits, which are highly dependent on those rights, would be severely diminished.

Other companies may own, obtain or claim trademarks that could prevent, limit or interfere with our use of our trademarks.

Our various trademarks are important to our business. If we were to lose the use of any of our trademarks, our business would be harmed and we would have to devote substantial resources towards developing an independent brand identity. Defending or enforcing our trademark rights at a local and international level could result in the expenditure of significant financial and managerial resources.

Risks Related to the Investigation and the Restatement

Matters relating to or arising from our Audit Committee investigation, including regulatory proceedings, litigation matters and potential additional expenses, may adversely affect our business and results of operations.

As previously disclosed in our public filings and in this Annual Report, the Audit Committee has recently completed the investigation relating to revenue recognition. We are also the subject of an investigation by the SEC and the United States Attorney's Office for the Western District of Texas related to these matters.

We have incurred significant expenses related to legal, accounting, and other professional services in connection with the Audit Committee investigation and related matters and related remediation efforts. The expenses incurred, and expected to be incurred, in connection with the Audit Committee and government investigations, the impact of our delay in 2017 and through June 14, 2018 in meeting our periodic reporting requirements on the confidence of investors, employees and customers, and the diversion of the attention of the management team that has occurred, and is expected to continue, has adversely affected, and could continue to adversely affect, our business, financial condition and results of operations or cash flows.

As a result of the matters reported above, we are exposed to greater risks associated with litigation, regulatory proceedings and government enforcement actions. In addition, we have incurred significant legal expenses in connection with a securities class action that was filed against us and certain of our directors and officers, which the Court gave final approval of a settlement on December 18, 2018. The Company has also received stockholder demand letters related to the above matters, and the Board has established a Special Litigation Committee to analyze and investigate claims that could be potentially asserted against the Company. Any future investigations or additional lawsuits may adversely affect our business, financial condition, results of operations and cash flows.

We have restated our consolidated financial statements, which may lead to additional risks and uncertainties.

As discussed in Note 15 to our consolidated financial statements included in Part II, Item 8, “Financial Statements and Supplementary Data”, of our Form 10-K/A filed on June 14, 2018, we have restated our consolidated financial statements as of and for the years ended December 31, 2016 and 2015. The determination to restate these consolidated financial statements was made by our Audit Committee upon management’s recommendation. As a result of these events, we have become subject to a number of additional risks and uncertainties, including substantial unanticipated accounting and legal fees in connection with or related to the Restatement. Likewise, such events might cause a diversion of our management’s time and attention.

We are also subject to claims, investigations and proceedings arising out of the Restatement. For additional information regarding this litigation, see Part I, Item 3, “Legal Proceedings” of this Annual Report.

The restatement of our previously issued financial results has resulted in private litigation and could result in private litigation judgments that could have a material adverse impact on our results of operations and financial condition.

We are subject to shareholder litigation relating to the restatement of our previously filed financial statements and to certain of our previous public disclosures. For additional discussion of this litigation, see Part I, Item 3, “Legal Proceedings”, of this Annual Report. Our management has been, and may in the future be, required to devote significant time and attention to this litigation, and this and any additional matters that arise could have a material adverse impact on our results of operations and financial condition as well as on our reputation. While we cannot estimate our potential exposure in these matters at this time, we have already incurred significant expense defending this litigation and expect to continue to need to incur significant expense in the defense.

The existence of the litigation may have an adverse effect on our reputation with our customers, which could have an adverse effect on our results of operations and financial condition.

We face risks related to an ongoing Securities and Exchange Commission investigation.

On January 11, 2018, we received a subpoena from the SEC which has since opened a formal investigation relating to, among other things, the Restatement (the “SEC Investigation”). See Part I, Item 3, “Legal Proceedings” of this Annual Report for a discussion of the SEC Investigation. We are cooperating fully with the SEC Investigation. At this point, we are unable to predict what the outcome of the SEC Investigation may be or what, if any, consequences the SEC Investigation may have with respect to the Company or any current or former Company personnel. However, the SEC Investigation could result in considerable legal expenses, divert management’s attention from other business concerns and harm our business. If the SEC were to determine that legal violations occurred, we could be required to pay significant civil and/or criminal penalties and/or other amounts and we could become subject to a cease and desist order and/or other remedies or conditions imposed as part of any resolution. We can provide no assurances as to the outcome of the SEC Investigation.

We face risks related to an ongoing investigation by the United States Attorney’s Office for the Western District of Texas.

On May 31, 2018, we were served with a subpoena issued by a grand jury sitting in the United States District Court for the Western District of Texas (the “Grand Jury Subpoena”). The Grand Jury Subpoena requests all documents and emails relating to the Company’s investigation of the potential improper recognition of software license revenue. We intend to fully cooperate with the Grand Jury Subpoena and related investigation being conducted by the United States Attorney’s Office for the Western District of Texas (the “U.S. Attorney’s Investigation”). At this time, we are unable to predict the duration, scope, result or related costs of the U.S. Attorney’s Investigation. We are also unable to predict what, if any, further action may be taken in connection with the Grand Jury Subpoena and the U.S. Attorney’s Investigation, or what, if any, penalties, sanctions or remedial actions may be sought. Any determination by the U.S. Attorney’s office that the Company’s activities were not in compliance with existing laws or regulations, however, could result in the imposition of fines, penalties, disgorgement, equitable relief, or other losses, which could have a material adverse effect on the Company’s consolidated financial position, liquidity, or results of operations.

Our indemnification obligations and limitations of our director and officer liability insurance may have a material adverse effect on our financial condition, results of operations and cash flows.

Under Delaware law, our certificate of incorporation and bylaws and certain indemnification agreements to which we are a party, we have an obligation to indemnify, or we have otherwise agreed to indemnify, certain of our current and former directors and officers with respect to current and future investigations and litigation, including the matters discussed in Part I, Item 3, “Legal Proceedings” of this Annual Report. In connection with some of these pending matters, we are required to, or we have otherwise agreed to, advance, and have advanced, legal fees and related expenses to certain of our current and former directors and officers and expect to continue to do so while these matters are pending. Certain of these obligations are not and may not be “covered matters” under our directors’ and officers’ liability insurance, or there may be insufficient coverage available. Further, in the event the directors and officers are ultimately determined not to be entitled to indemnification, we may not be able to recover the amounts we previously advanced to them.

In addition, we have incurred significant expenses in connection with the Audit Committee’s independent investigation, the pending SEC Investigation, the U.S. Attorney’s Investigation and shareholder litigation. We cannot provide any assurances that past or future claims related to those or other matters, including the cost of fees, penalties or other expenses, will not exceed the limits of our insurance policies, that such claims are covered by the terms of our insurance policies or that our insurance carrier will be able to cover our claims. Additionally, to the extent there is coverage of these claims, the insurers also have and may seek to deny or limit coverage in some or all of these matters. Furthermore, the insurers could become insolvent and unable to fulfill their obligation to defend, pay or reimburse us for insured claims. Accordingly, we cannot be sure that claims will not arise that are in excess of the limits of our insurance or that are not covered by the terms of our insurance policy. Due to these coverage limitations, we may incur significant unreimbursed costs to satisfy our indemnification obligations, which may have a material adverse effect on our financial condition, results of operations or cash flows.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate office is in San Antonio, Texas. That office contains approximately 21,000 square feet for which the average annual rent under the current lease is \$347,000. This lease expires April 30, 2019. Subsequent to year end, we entered into a memorandum of understanding to extend this lease for a term of 10 years at an average annual rent of \$408,000. We believe these facilities are suitable for our current business needs and that suitable, additional space would be available if needed in the future under acceptable terms.

Item 3. Legal Proceedings

As previously disclosed in the Company’s Current Report on Form 8-K filed on November 15, 2017, on August 9, 2017, a securities class action complaint, Anthony Giovagnoli v. GlobalSCAPE, Inc., et. al., Case No. 5:17-cv-00753, was filed against the Company in the United States District Court for the Western District of Texas. On November 6, 2017, the Court appointed Irfan Rahman as lead plaintiff (the “Lead Plaintiff”), and he filed the First Amended Complaint on July 26, 2018 (the “Amended Complaint”). The Amended Complaint named, Matthew Goulet, James Albrecht, Thomas Brown, David Mann, Frank Morgan, and Thomas Hicks (collectively, the “individual Defendants”) and the Company as defendants for allegedly making materially false and misleading statements regarding, inter alia, the Company’s previously reported financial statements. The Amended Complaint alleged violations of Sections 10(b) and 20(a) of the Exchange Act, and Rule 10b-5 promulgated thereunder. The Amended Complaint sought unspecified damages, costs, attorneys’ fees, and equitable relief. The parties reached a settlement and submitted a Stipulation of Settlement to the Court on September 13, 2018. Under this settlement, the Company’s and Individual Defendants’ insurance carrier has provided the Class with a cash payment of \$1,400,000, which includes the cash amount of any attorney’s fees or litigation expenses that the Court may award Lead Plaintiff’s counsel and costs Lead Plaintiff may incur in administering and providing notice of the settlement. In exchange, Lead Plaintiff has agreed that the settlement will include a dismissal of the Class Action with prejudice and a release of all claims against the Company and the Individual Defendants by the Class. The Court entered an Order and Final Judgment approving the settlement on December 18, 2018. On December 18, 2018, the Court also awarded Plaintiff’s Lead Counsel and Liaison Counsel 25% of the settlement fund (\$350,000) in fees and \$12,721 in reimbursement of expenses, which was paid from the settlement fund.

On October 20, 2017, the Company received a demand letter from a stockholder seeking the inspection of books and records of the Company pursuant to Section 220 of the Delaware General Corporation Law (the “Section 220 Demand”). This stockholder’s stated purpose for the demand is, *inter alia*, to investigate whether the Company’s Board of Directors and officers engaged in an illegal scheme to misrepresent the Company’s performance by falsely reporting accounts receivable, license revenue, total current assets and total assets, total stockholders’ equity, and total liabilities for the year ended December 31, 2016, as well as the Board’s independence to consider a stockholder derivative demand. The Company intends to fully respond to the Section 220 Demand to the extent required under Delaware law.

On October 12, 2018 and November 30, 2018, the Company received letters from stockholders demanding that the Company take action to remedy alleged harm caused to the Company, including to remedy alleged breaches of fiduciary duties by certain current and/or former directors and executive officers of the Company. The stockholder alleges, *inter alia*, that certain current and former directors and executive officers violated their fiduciary duties beginning at least in July 2016, causing the Company to suffer damages by overstating financial results for the fourth quarter of 2016.

The Board has established a special litigation committee (“Special Litigation Committee”) consisting of Dr. Thomas Hicks and Frank Morgan to analyze and investigate claims that could potentially be asserted in stockholder derivative litigation related to facts connected to the claims and allegations asserted in the litigation related to the Restatement and the stockholder demands described above and the Section 220 Demand (the “Potential Derivative Litigation”). The Special Litigation Committee will determine what actions are appropriate and in the best interests of the Company, and decide whether it is in the best interests of the Company to pursue, dismiss, or consensually resolve any claims that may be asserted in the Potential Derivative Litigation. The Board determined that each member of the Special Litigation Committee is disinterested and independent with respect to the Potential Derivative Litigation. Among other things, the Special Litigation Committee has the power to retain counsel and advisors, as appropriate, to assist it in the investigation, to gather and review relevant documents relating to the claims, to interview persons who may have knowledge of the relevant information, to prepare a report setting forth its conclusions and recommended course of action with respect to the Potential Derivative Litigation, and to take any actions, including, without limitation, directing the filing and prosecution of litigation on behalf of the Company, as the Special Litigation Committee in its sole discretion deems to be in the best interests of the Company in connection with the Potential Derivative Litigation. The Special Litigation Committee’s findings and determinations shall be final and not subject to review by the Board and in all respects shall be binding upon the Company.

As disclosed in a Current Report on Form 8-K filed on March 16, 2018, the Fort Worth, Texas Regional Office of the SEC has opened a formal investigation of issues relating to the Restatement, with which the Company is cooperating fully. At this time, the Company is unable to predict the duration, scope, result or related costs associated with the SEC’s investigation. The Company is also unable to predict what, if any, action may be taken by the SEC, or what penalties or remedial actions the SEC may seek. Any determination by the SEC that the Company’s activities were not in compliance with existing laws or regulations, however, could result in the imposition of fines, penalties, disgorgement, equitable relief, or other losses, which could have a material adverse effect on the Company’s financial position, liquidity, or results of operations.

On May 31, 2018, the Company was served with a subpoena issued by a grand jury sitting in the United States District Court for the Western District of Texas (the “Grand Jury Subpoena”). The Grand Jury Subpoena requests all documents and emails relating to the Company’s investigation of the potential improper recognition of software license revenue. The Company intends to fully cooperate with the Grand Jury Subpoena and related investigation being conducted by the United States Attorney’s Office for the Western District of Texas (the “U.S. Attorney’s Investigation”). At this time, the Company is unable to predict the duration, scope, result or related costs of the U.S. Attorney’s Investigation. The Company is also unable to predict what, if any, further action may be taken in connection with the Grand Jury Subpoena and the U.S. Attorney’s Investigation, or what, if any, penalties, sanctions or remedial actions may be sought. Any determination by the U.S. Attorney’s office that the Company’s activities were not in compliance with existing laws or regulations, however, could result in the imposition of fines, penalties, disgorgement, equitable relief, or other losses, which could have a material adverse effect on the Company’s consolidated financial position, liquidity, or results of operations.

Item 4. Mine Safety Disclosures

Not Applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity

Our common stock is listed on the NYSE American Exchange under the symbol “GSB”.

Price Range of Common Stock

The following table sets forth the quarterly high and low closing sale prices for our common stock for the last two fiscal years.

	2018		2017	
	High	Low	High	Low
First Quarter (ending March 31)	\$ 3.73	\$ 3.33	\$ 4.26	\$ 3.71
Second Quarter (ending June 30)	\$ 4.18	\$ 3.54	\$ 5.29	\$ 3.87
Third Quarter (ending September 30)	\$ 4.08	\$ 3.23	\$ 5.44	\$ 3.62
Fourth Quarter (ending December 31)	\$ 4.73	\$ 3.88	\$ 4.33	\$ 3.40
Annual	\$ 4.73	\$ 3.23	\$ 5.44	\$ 3.40

On March 1, 2019, the last reported sales price of our common stock on the NYSE American Exchange was \$6.06 per share.

Holders

As of February 28, 2019, we had approximately 1,729 stockholders of record of our common stock.

Dividends

We paid quarterly dividends of \$.015 per share on March 8, 2017, June 8, 2017, September 8, 2017 and December 18, 2017 to stockholders of record as of the close of business on February 23, 2017, May 23, 2017, August 23, 2017 and November 30, 2017, respectively. We paid quarterly dividends of \$.015 per share on March 23, 2018, June 22, 2018, and November 5, 2018 to stockholders of record as of the close of business on March 9, 2018, June 8, 2018, and October 22, 2018, respectively. The timing and amount of dividends to be paid, if any, in subsequent quarters will be determined on future dates by the Board of Directors.

Purchases of Equity Securities by the Issuer

Share repurchase activity during the three months ended December 31, 2018 was as follows:

	Total number of shares purchased	Average price per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum dollar value of shares that may yet be purchased
October 1 - October 31, 2018	-	-	-	\$ 5,000,000
November 1 - November 30, 2018	698,585	4.43	698,585	\$ 1,908,822
December 1 - December 31, 2018	197,763	4.45	197,763	\$ 1,017,689
Total	896,348		896,348	1,017,689

On October 29, 2018, the Company announced that its Board of Directors had authorized a stock repurchase program. Under the program, the Company may purchase up to \$5,000,000 of its outstanding common stock. Under the stock repurchase program, the Company intends to repurchase shares through authorized Rule 10b5-1 plans (which permits the Company to repurchase shares when the Company might otherwise be precluded from doing so under insider trading laws), open market purchases, privately-negotiated transactions, block purchases or otherwise in accordance with applicable federal securities laws including Rule 10b-18 of the Exchange Act. The \$1,017,689 above represents the funds remaining available to repurchase shares under the current plan at December 31, 2018.

Item 6. Selected Financial Data

Not applicable.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements for the years ended December 31, 2018 and 2017, and related notes included elsewhere in this Annual Report.

Overview

We develop and sell computer software that provides secure information exchange, data transfer and sharing capabilities for enterprises and consumers. We have been in business for more than twenty years.

Our primary business is selling and supporting MFT software for enterprises. MFT software facilitates the transfer of data from one location to another across a computer network within a single enterprise or between multiple computer networks in multiple enterprises.

Our MFT products are based upon our EFT platform. This on-premise and cloud-based delivery platform emphasizes secure and efficient data exchange for virtually any organization. It enables business partners, customers and employees to share information safely and securely. The EFT platform provides enterprise-level security while automating the integration of back-end systems which are features often missing from traditional file transfer software. The EFT platform features built-in regulatory compliance, governance, and visibility controls to maintain data safety and security. It can replace legacy systems, homegrown servers, expensive leased lines and virtual area networks. The EFT platform promotes ease of administration while providing the detailed capabilities necessary for complete control of a file transfer system.

We continue to explore strategic alternatives to improve the market position and profitability of our product offerings in the marketplace, generate additional liquidity and enhance our valuation. We may pursue our goals through organic growth or other alternatives.

For a more comprehensive discussion of the products we sell and the services we offer, see “*Software Products and Services*” above.

Key Business Metrics

Key Business Metrics

We review a number of key business metrics on an ongoing basis to help us monitor our performance and to identify material trends which may affect our business. The significant metrics we review are described below.

Revenue Growth

We believe annual revenue growth is a key metric for monitoring our continued success in developing our business in future periods. Given our diverse solution portfolio, we regularly review our revenue mix and changes in revenue across all solutions to identify emerging trends.

See “*Comparison of the Consolidated Statement of Operations for the Years Ended December 31, 2018 and 2017*” for a discussion of trends in our revenue growth that we monitor using this metric.

Adjusted EBITDA (Non-GAAP Measurement)

We utilize Adjusted EBITDA (Earnings Before Interest, Taxes, Total Other Income/Expense, Depreciation, Amortization and Share-Based Compensation Expense) to provide us a view of income and expenses that is supplemental and secondary to our primary assessment of net income as presented in our consolidated statement of operations and comprehensive income. We use Adjusted EBITDA to provide another perspective for measuring profitability that does not include the effects of the following items:

- Expenses that typically do not require us to pay them in cash in the current period (such as depreciation, amortization and share-based compensation);
- The cost of financing our business; and
- The effects of income taxes.

Prior to 2018, we did not add back the amortization of capitalized software development costs in our Adjusted EBITDA computation. In 2018, after researching the methods used by other software companies, we changed our method of computing Adjusted EBITDA to include the amortization of capitalized software development cost in order to enhance the comparability of the computation to that of our peers.

We monitor Adjusted EBITDA to assess our performance relative to our intended strategies, expected patterns of action, and budgets. We use the results of that assessment to adjust our future activities to the extent we deem necessary.

Adjusted EBITDA is not a measure of financial performance under generally accepted accounting principles (“GAAP”). It should not be considered as a substitute for net income presented on our consolidated statement of operations and comprehensive income. Adjusted EBITDA has limitations as an analytical tool and when assessing our operating performance. Adjusted EBITDA should not be considered in isolation or without a simultaneous reading and consideration of our consolidated financial statements prepared in accordance with GAAP.

We compute Adjusted EBITDA as follows (\$ in thousands):

	Year Ended December 31,	
	2018	2017
Net Income	\$ 3,654	\$ 1,371
Add (subtract) items to determine Adjusted EBITDA:		
Income tax expense	1,227	1,547
Interest (income) expense, net	(86)	(296)
Depreciation and amortization:		
Total depreciation and amortization	2,173	2,144
Share-based compensation expense	1,269	1,566
Adjusted EBITDA	<u>\$ 8,237</u>	<u>\$ 6,332</u>

Amounts we previously reported as Adjusted EBITDA reconcile to the metric in the table above as follows:

	Year Ended December 31, 2017
Adjusted EBITDA as previously reported	\$ 4,449
Amortization of capitalized software development costs	\$ 1,883
Adjusted EBITDA as now reported	<u>\$ 6,332</u>

See “*Comparison of the Consolidated Statement of Operations for the Years Ended December 31, 2018 and 2017*” for discussion of the variances between periods in the components comprising Adjusted EBITDA.

Liquidity and Capital Resources

Our cash and working capital positions were as follows (\$ in thousands):

	December 31, 2018	December 31, 2017
Cash and cash equivalents	\$ 9,173	\$ 11,583
Short term certificates of deposit	-	4,291
Long term certificates of deposit	-	11,503
Total cash, cash equivalents and certificates of deposit	<u>\$ 9,173</u>	<u>\$ 27,377</u>
Current assets	\$ 17,351	\$ 23,296
Current liabilities	(15,483)	(16,886)
Working capital	<u>\$ 1,868</u>	<u>\$ 6,410</u>

At December 31, 2017, our short term investments consisted of certificates of deposit maturing on various dates through 2018. Our long term investments as of that date consisted of a certificate of deposit maturing in December 2021. All short term investments were redeemed in 2018. Our long term certificate was redeemed prior to maturity in part to provide funds necessary to execute the modified Dutch auction tender offer that concluded in September of 2018.

Our capital requirements principally relate to our need to fund our ongoing operating expenditures, which are primarily related to employee salaries and benefits. We make these expenditures to enhance our existing products, develop new products, sell those products in the marketplace and support our customers after the sale.

We rely on cash and cash equivalents on hand and cash flows from operations to fund our operating activities and believe those items will be our principal sources of capital for the foreseeable future. If our revenue declines and/or our expenses increase, our cash flow from operations and cash on hand could decline.

Cash provided or used by our various activities consisted of the following (\$ in thousands):

	Cash Provided (Used) During the Years Ended December 31,	
	2018	2017
Operating activities	\$ 4,896	\$ 5,736
Investing activities	\$ 14,356	\$ (2,212)
Financing activities	\$ (21,662)	\$ (836)

Our cash provided by operating activities decreased during 2018 compared to 2017 primarily due to the following factors set forth on our Consolidated Statements of Cash Flows:

- Accounts payable decreasing \$1,080,000 in 2018 as compared to increasing \$970,000 in 2017 due to a decrease in outstanding professional fees associated with the Restatement and Investigation in 2018 as compared to 2017.
- Accounts receivable increasing \$644,000 in 2018 as compared to decreasing \$346,000 during 2017 primarily due to increased sales at the end of 2018.
- Deferred revenue decreasing \$813,000 in 2018 as compared to decreasing \$395,000 in 2017 due primarily to a decrease in multi-year M&S renewals.
- Accrued expenses decreasing \$457,000 in 2018 as compared to increasing \$68,000 in 2017 due primarily to reduced personnel related liabilities due to the reduction in force.

Offset by:

- Federal income tax payable increasing \$970,000 in 2018 as compared to federal income tax receivable decreasing \$530,000 in 2017 due primarily to paying \$1.4 million more in income tax payments in 2017 than 2018 combined with the federal income tax accrual associated with the substantial increase in taxable income in 2018.

The amount of cash we used for investing activities during 2018 increased as compared to 2017 due primarily to:

- The redemption of our certificates of deposit in 2018 for which no comparable event occurred in 2017.

Offset by:

- A decrease in capitalized software development costs due to the reduction in force.

Financing activities used more cash during 2018 than during 2017 primarily due to:

- The repurchase of our common stock under the modified Dutch auction tender offer and the stock repurchase plan announced on October 29, 2018.

Offset by:

- A decrease in the amount of dividends paid in 2018 as compared to 2017.

Contractual Obligations and Commitments

At December 31, 2018, our contractual obligations and commitments consisted primarily of the following items:

- An obligation to deliver services in the future to satisfy our right to earn our deferred revenue of \$16.2 million. Those future services primarily relate to our obligations under M&S contracts. We will recognize this deferred revenue as revenue over the remaining life of those contracts which generally ranges from one to three years. Deferred revenue, unlike the other liability components of our working capital, is an obligation we will satisfy through providing services in the future to our customers as part of our ongoing operating activities from which we have historically generated cash flow. Our deferred revenue does not involve a disbursement of cash as a direct payment of that liability.
- Trade accounts payable and accrued liabilities which include our contractual obligations to pay software royalties to third parties that vary in amount based on our sales volume of products upon which royalties are payable.
- Operating lease for our office space.
- Federal and state taxes.

Recent Accounting Pronouncements

See Note 2 “Significant Accounting Policies” of our consolidated financial statements included in this Annual Report which includes a discussion of recent accounting pronouncements and the impact they may have on our consolidated financial statements.

Critical Accounting Policies

We follow accounting standards set by the Financial Accounting Standards Board. This board sets GAAP, which we follow in preparing financial statements that report our financial position, results of operations, and sources and uses of cash. We also follow the reporting regulations of the SEC.

The preparation of financial statements in accordance with GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of our consolidated financial statements. It is possible the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of our financial position and results of operations.

For a description of our critical accounting policies, please refer to Note 2 “Significant Accounting Policies” of our consolidated financial statements included in this Annual Report.

Results of Operations

Comparison of the Consolidated Statement of Operations for the Years Ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>
		(\$ in thousands)	
Total revenues	\$ 34,416	\$ 33,891	\$ 525
Cost of revenues	<u>6,236</u>	<u>6,213</u>	<u>23</u>
Gross profit	<u>28,180</u>	<u>27,678</u>	<u>502</u>
Operating expenses			
Sales and marketing	10,009	12,840	(2,831)
General and administrative	6,382	6,117	265
Legal & Professional	4,623	2,949	1,674
Severance	488	29	459
Research and development	<u>1,883</u>	<u>3,121</u>	<u>(1,238)</u>
Total operating expenses	<u>23,385</u>	<u>25,056</u>	<u>(1,671)</u>
Income from operations	4,795	2,622	2,173
Other income (expense), net	86	296	(210)
Provision for income taxes	<u>1,227</u>	<u>1,547</u>	<u>(320)</u>
Net Income	<u>\$ 3,654</u>	<u>\$ 1,371</u>	<u>\$ 2,283</u>

In the discussions below, we refer to the year ended December 31, 2018 as “2018” and the year ended December 31, 2017, as “2017”. The percentage changes cited in our discussions below are the change between 2018 and 2017.

The components of our revenues were as follows (\$ in thousands):

	Revenue for the Year Ended December 31,			
	2018		2017	
	Amount	Percent of Total	Amount	Percent of Total
<u>Revenue By Type</u>				
License	\$ 10,512	30%	\$ 10,929	32%
M&S	21,587	63%	20,761	61%
Professional Services (all EFT Platform)	2,317	7%	2,201	7%
Total Revenue	<u>\$ 34,416</u>	<u>100%</u>	<u>\$ 33,891</u>	<u>100%</u>
<u>Revenue by Product Line</u>				
License				
EFT Platform	\$ 10,208	97%	\$ 10,412	95%
Other	304	3%	517	5%
Total License Revenue	<u>10,512</u>	<u>100%</u>	<u>10,929</u>	<u>100%</u>
M&S				
EFT Platform	20,707	96%	19,715	95%
Other	880	4%	1,046	5%
Total M&S Revenue	<u>21,587</u>	<u>100%</u>	<u>20,761</u>	<u>100%</u>
Professional Services (all EFT Platform)	<u>2,317</u>	<u>100%</u>	<u>2,201</u>	<u>100%</u>
Total Revenue				
EFT Platform	33,232	97%	32,328	95%
Other	1,184	3%	1,563	5%
Total Revenue	<u>\$ 34,416</u>	<u>100%</u>	<u>\$ 33,891</u>	<u>100%</u>

Our total revenue increased 2%. Revenue from our EFT platform products and services increased 3%. That increase was offset by a 24% decrease in revenue from our other products consisting of Mail Express, WAFS, CuteFTP, and TappIn. The portion of our total revenue realized from those other products decreased to 3%, which is a trend that is in line with our ongoing de-emphasis of those products.

In 2019, Mail Express and WAFS will no longer be offered for sale, however we will continue to offer product support.

EFT Platform Products

License revenue from our EFT platform products slightly decreased 2%. This decrease was primarily due to some customers deciding to delay their buying decision at the end of the year.

M&S revenue from our EFT platform products increased 5% primarily due to:

- Ongoing license sales since a majority of license sales are accompanied by an M&S contract.
- Sustaining high renewal rates of M&S contracts by customers who initially purchased these services in earlier periods. We believe these renewals result from our programs designed to provide high-quality and responsive M&S services to customers.

Our professional services revenue increased 5% in 2018 as compared to 2017 due primarily to an enhanced focus on managing our queue of professional service projects. This focus resulted in a reduction in our backlog of professional services related to EFT platform license sales.

Cost of Revenues. These expenses are associated with the production, delivery and support of our products and services. We believe it is most meaningful to view cost of revenues as a percent of the revenues to which those costs relate since many of those costs are variable relative to revenue.

Cost of license revenue consists primarily of:

- Amortization of capitalized software development costs we incur when producing our software products. This amortization begins when a product is ready for general release to the public and generally is an expense that is not directly variable relative to revenue.
- Royalties we pay to use software developed by others for certain features of our products that is generally an expense that is variable relative to revenue.
- Fees we pay to third parties who provide services supporting our SaaS subscription solutions for our EFT platform that generally have components that are both variable and not variable relative to revenue.

Cost of M&S revenue and cost of professional services revenue consist primarily of salaries and related costs of our employees and third parties we use to deliver these services.

Cost of software license revenue was relatively flat and as a percent of software license revenue was 28% in 2018 compared to 27% in 2017. An increase in amortization of capitalized software development cost and third-party hosting fees for our SaaS products was offset by lower royalty expense.

Cost of M&S revenue as a percent of M&S revenue was 10% in 2018 as compared to 9% in 2017. Cost of revenue for M&S in absolute dollars increased by 19%.

These increases were a combination of increasing our headcount in our customer support department and the decision by the U.S. Army to consolidate certain of their operations resulting in the non-renewal of their M&S contract in September of 2017.

Cost of professional services revenue as a percent of that revenue was 50% in 2018 as compared to 67% in 2017. The cost in absolute dollars decreased 20%. These decreases were due primarily to the reduction in force and a decrease in the use of third parties to deliver services.

Sales and Marketing. We believe it meaningful to view cost of sales and marketing as a percent of revenues since many of those costs, particularly sales commissions, are variable relative to revenue. These expenses were 29% of total revenue for 2018 compared to 38% of total revenue for 2017. In absolute dollars these expenses decreased 22%, due primarily to a decrease in the headcount of our sales representatives, a change in the way in which we compensate our sales people and decreased marketing expenses due to a decrease in our spending for content.

General and Administrative. These expenses increased 4% primarily due to a one-time share based compensation expense related to the modification of certain stock options of our former Chief Financial Officer and an increase in the number of members of our Board of Directors which resulted in increased fees, offset by a credit to bad debt expense as a result of reducing the balance in our allowance for doubtful accounts to better reflect our potential exposure.

Legal and Professional. These expenses increased 57% primarily due to increases in professional fees and related expenses associated with the previously disclosed internal investigation, the restatement of certain of our financial statements and related litigation.

Severance. These expenses increased \$459,000 primarily due to one-time severance payments and termination benefits associated with the reduction in force.

Research and Development. The overall profile of our research and development activities was as follows (\$ in thousands):

	Year Ending December 31,	
	2018	2017
R&D expenditures expensed	\$ 1,883	\$ 3,128
R&D expenditures capitalized	1,276	1,926
Total R&D expenditures (non-GAAP measurement)	<u>\$ 3,159</u>	<u>\$ 5,054</u>

Our total R&D expenditures decreased 37% in 2018 as compared to 2017 primarily due to fewer employed software engineers and technical personnel in addition to lower third-party expenses.

Total resources expended for R&D set forth above as total R&D expenditures serves to illustrate our total corporate efforts to improve our existing products and to develop new products regardless of whether or not our expenditures for those efforts were expensed or capitalized. Total resources expended for R&D is not a measure of financial performance under GAAP and should not be considered a substitute for R&D expense (set forth above as R&D expenditures expensed) and capitalized software development costs (set forth above as R&D expenditures capitalized) individually. While we believe the non-GAAP, total resources expended for R&D amount provides useful supplemental information regarding our overall corporate product improvement and new product creation activities, there are limitations associated with the use of this non-GAAP measurement. Total resources expended for R&D is a non-GAAP measure not prepared in accordance with GAAP and may not be comparable to similarly titled measures of other companies since there is no standard for preparing this non-GAAP measure. As a result, this non-GAAP measure of total resources expended for R&D has limitations and should not be considered in isolation from, or as a substitute for, R&D expense and capitalized software development cost individually.

Other Income. Other income consists primarily of interest income earned on certificates of deposit. The reduction in income in 2018 was due primarily to the redemption of all of our certificates of deposit in order to fund the purchase of shares related to the tender offer, which resulted in a one-time forfeiture of accrued interest.

Income Taxes. Our effective tax rate was 25% for 2018 and 53% for 2017. These rates differed from a federal statutory tax rate of 21% and 34%, respectively, primarily due to:

- A reduction in the value of our net deferred tax assets due to the reduction of the corporate income tax to 21% under the Tax Cuts and Jobs Act of 2017.
- Certain expenses in our consolidated financial statements, such as a portion of meals and entertainment expenses, that are not deductible on our federal income tax return.
- State income taxes included in income tax expense in our consolidated financial statements.

Offset by:

- The domestic production activities deduction (in 2017) and the research and development credit that are tax credit incentives that serve to reduce the rate at which we pay federal income taxes in exchange for us conducting certain aspects of our business in a manner promoted by the Internal Revenue Code.
- The deduction for foreign-derived intangible income.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 8. Financial Statements and Supplementary Data

GlobalSCAPE, Inc.

Index to Consolidated Financial Statements

Years ending December 31, 2018 and 2017

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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
GlobalSCAPE, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of GlobalSCAPE, Inc. and its subsidiary (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2018, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2018 and 2017 and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 18, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Emphasis of Matter

As discussed in Note 7 to the consolidated financial statements, the Company is involved in litigation and regulatory matters. The Company intends to vigorously defend against these matters. However, at this time, the Company cannot predict the ultimate outcome and/or the scope of any potential loss. Accordingly, no provision for any liability that may result has been made in the consolidated financial statements. Should the Company ultimately be found liable, the resulting outcome could have a material adverse effect on its consolidated financial position, liquidity or the results of its operations. Our opinion is not modified with respect to these matters.

/s/ WEAVER AND TIDWELL LLP

We have served as the Company's auditor since 2017.
Austin, Texas
March 18, 2019

GlobalSCAPE, Inc.
Consolidated Balance Sheets
(in thousands except share amounts)

	December 31,	
	2018	2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 9,173	\$ 11,583
Short term certificates of deposit	-	4,291
Accounts receivable, net	6,657	5,925
Federal income tax receivable	-	822
Prepaid expenses and other	1,521	675
Total current assets	17,351	23,296
Long term certificates of deposit	-	11,503
Capitalized software development costs, net	3,133	3,786
Goodwill	12,712	12,712
Deferred tax asset, net	395	651
Property and equipment, net	399	481
Other assets	502	84
Total assets	\$ 34,492	\$ 52,513
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 820	\$ 1,900
Accrued expenses	1,214	1,671
Income Tax Payable	148	-
Deferred revenue	13,301	13,315
Total current liabilities	15,483	16,886
Deferred revenue, non-current portion	2,936	3,735
Other long term liabilities	117	176
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.001 per share, 10,000,000 authorized, no shares issued or outstanding	-	-
Common stock, par value \$0.001 per share, 40,000,000 authorized, 22,441,860 and 22,196,712 shares issued at December 31, 2018 and December 31, 2017, respectively	22	22
Additional paid-in capital	25,584	23,793
Treasury stock, 5,310,942 and 403,581 shares, at cost, at December 31, 2018 and December 31, 2017, respectively	(22,712)	(1,452)
Retained earnings	13,062	9,353
Total stockholders' equity	15,956	31,716
Total liabilities and stockholders' equity	\$ 34,492	\$ 52,513

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

GlobalSCAPE, Inc.
Consolidated Statements of Operations and Comprehensive Income
(in thousands, except per share amounts)

	For the Year Ended December 31,	
	2018	2017
Operating revenues:		
Software licenses	\$ 10,512	\$ 10,929
Maintenance and support	21,587	20,761
Professional services	2,317	2,201
Total revenues	34,416	33,891
Costs of revenues		
Software licenses	2,978	2,986
Maintenance and support	2,093	1,763
Professional services	1,165	1,464
Total costs of revenues	6,236	6,213
Gross Profit	28,180	27,678
Operating expenses		
Sales and marketing	10,009	12,840
General and administrative	6,382	6,117
Legal and Professional	4,623	2,949
Severance	488	29
Research and development	1,883	3,121
Total operating expenses	23,385	25,056
Income from operations	4,795	2,622
Other income (expense):		
Interest income	86	296
Total other income (expense)	86	296
Income before income taxes	4,881	2,918
Provision for income taxes	1,227	1,547
Net income	\$ 3,654	\$ 1,371
Comprehensive income	\$ 3,654	\$ 1,371
Net income per common share - basic	\$ 0.18	\$ 0.06
Net income per common share - diluted	\$ 0.17	\$ 0.06
Weighted average shares outstanding:		
Basic	20,721	21,702
Diluted	21,017	22,154

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

GlobalSCAPE, Inc.
Consolidated Statements of Stockholders' Equity
(in thousands, except number of shares)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Treasury Stock</u>	<u>Retained Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Balance at December 31, 2016	21,920,912	\$ 22	\$ 21,756	\$ (1,452)	\$ 9,289	\$ 29,615
Shares issued upon exercise of stock options	195,800		471			471
Stock-based compensation expense						
Stock options			1,257			1,257
Restricted stock	80,000		309			309
Common stock cash dividends, \$0.060 per share					(1,307)	(1,307)
Net income					1,371	1,371
Balance at December 31, 2017	22,196,712	\$ 22	\$ 23,793	\$ (1,452)	\$ 9,353	\$ 31,716
Retained Earnings Adjustment due to 606					979	979
Purchase of Treasury Stock				(21,260)		(21,260)
Cancellation of Restricted Stock	(40,000)					
Shares issued upon exercise of stock options	205,148		522			522
Stock-based compensation expense						
Stock options			1,055			1,055
Restricted stock	80,000		214			214
Common stock cash dividends, \$0.045 per share					(924)	(924)
Net income					3,654	3,654
Balance at December 31, 2018	<u>22,441,860</u>	<u>\$ 22</u>	<u>\$ 25,584</u>	<u>\$ (22,712)</u>	<u>\$ 13,062</u>	<u>\$ 15,956</u>

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

GlobalSCAPE, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	For the Year Ended December 31,	
	2018	2017
Operating Activities:		
Net income	\$ 3,654	\$ 1,371
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt expense (recovery)	(88)	17
Depreciation and amortization	2,173	2,144
Stock-based compensation	1,269	1,566
Deferred taxes	(4)	399
Subtotal before changes in operating assets and liabilities	7,004	5,497
Changes in operating assets and liabilities:		
Accounts receivable	(644)	346
Prepaid expenses	(216)	(144)
Federal income taxes	970	(530)
Accrued interest receivable	-	(261)
Other assets	191	161
Accounts payable	(1,080)	970
Accrued expenses	(457)	68
Deferred revenues	(813)	(395)
Other long-term liabilities	(59)	24
Net cash provided by operating activities	4,896	5,736
Investing Activities:		
Software development costs	(1,276)	(1,926)
Purchase of property and equipment	(162)	(286)
Redemption of certificates of deposit	15,794	-
Net cash provided by (used in) investing activities	14,356	(2,212)
Financing Activities:		
Proceeds from exercise of stock options	522	471
Purchase of Treasury Stock	(21,260)	-
Dividends paid	(924)	(1,307)
Net cash (used in) financing activities	(21,662)	(836)
Net increase (decrease) in cash	(2,410)	2,688
Cash at beginning of period	11,583	8,895
Cash at end of period	\$ 9,173	\$ 11,583
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ -	\$ -
Income taxes	\$ 253	\$ 1,649

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

GlobalSCAPE, Inc.
Notes to Consolidated Financial Statements
December 31, 2018 and 2017

1. Nature of Business

We provide secure information exchange capabilities for enterprises and consumers through the development and distribution of software, delivery of managed and hosted solutions, and provisioning of associated services. Our solution portfolio facilitates transmission of critical information such as financial data, medical records, customer files, vendor files, personnel files, transaction activity, and other similar documents between diverse and geographically separated network infrastructures while supporting a range of information protection approaches to meet privacy and other security requirements. In addition to enabling secure, flexible transmission of critical information using servers, desktop and notebook computers, and a wide range of network-enabled mobile devices, our products also provide customers with the ability to monitor and audit file transfer activities. Our primary product is Enhanced File Transfer, or EFT. We have other products that complement our EFT product.

Throughout these notes, unless otherwise noted, our references to 2018 and 2017 refer to the years ended December 31, 2018 and 2017, respectively.

2. Significant Accounting Policies

Basis of Presentation

We follow accounting standards set by the Financial Accounting Standards Board. This board sets GAAP, which we follow in preparing financial statements that report our financial position, results of operations, and sources and uses of cash. We also follow the reporting regulations of the SEC.

The preparation of financial statements in accordance with GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of our financial statements. It is possible the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of our financial position and results of operations.

Principles of Consolidation

The accompanying consolidated financial statements of GlobalSCAPE, Inc. and its wholly-owned subsidiary (collectively referred to as “GlobalSCAPE”, the “Company” or “we”) are prepared in conformity with GAAP. All intercompany accounts and transactions have been eliminated.

Revenue Recognition

Products and Services

We earn revenue by delivering the following software products and services:

- Perpetual software licenses under which customers install our products in their information systems environment on computers they manage, own or otherwise procure from a cloud services provider. Customers also deploy our products with cloud services providers in a BYOL environment.
- Cloud-based, hosted SaaS solutions that we sell on an ongoing subscription basis resulting in our earning recurring, monthly subscription and usage fees to access the service.
- Maintenance and support services, or M&S, that generally consist of telephone support and access to unspecified future software upgrades.
- Professional services for product integration and configuration that generally do not significantly modify our software products.

We earn the majority of our revenue from the sale of perpetual software licenses and associated contracts for M&S.

We recognize revenue when we have satisfied a performance obligation by transferring control over a product or delivering a service to a customer. We measure revenue based upon the consideration set forth in an arrangement or contract with a customer. The revenue recognition criteria we apply to each of our software products and services are as follows:

- Perpetual software licenses – These licenses grant a right to use our functional intellectual property. We recognize revenue at the point in time when we electronically deliver to our customer the software license key that provides the ability to access and use our product. If our customer is a reseller who will further transfer the ability to access and use our product to a third party under a separate arrangement that the reseller has with that third party, we recognize revenue at the time we deliver the software license key to the reseller since our contract is with the reseller.
- Cloud-based, hosted SaaS solutions – These solutions grant a right to access our functional intellectual property. We recognize revenue over time on a monthly basis as we deliver the services to which our customers subscribe. Revenue can include basic monthly fees to access the software and usage fees based upon the volume of certain resources the customer consumes (such as volumes of storage or bandwidth). We are generally paid for these services on a month-to-month basis, but if a customer pays us in advance for services we will deliver in the future, we record as deferred revenue the amount of such payment related to services we have not yet delivered.
- M&S – We provide these services to purchasers of perpetual software licenses under agreements with terms generally ranging from one to three years. We require up-front payment of our M&S fee in an amount that covers the entire term of the agreement. We record as deferred revenue amounts paid that relate to future periods during which we will provide the M&S service. We reduce deferred revenue and recognize revenue ratably in future periods as we deliver the M&S service.
- Professional services – We recognize revenue from these services when the services are completed. If we are paid in advance for these services, we record such payment as deferred revenue until we complete the services.

The delivery of our software products and services generally does not involve any variable consideration, financing components or consideration payable to a customer such as rebates or other incentives that reduce amounts owed to us by customers.

Deferred Revenue Classification and Activity

Deferred revenue related to services we will deliver within one year is presented as a current liability. Deferred revenue related to services that we will deliver more than one year into the future is presented as a non-current liability.

The activity in our deferred revenue balances has been as follows (\$in thousands):

	Year Ended December 31,	
	2018	2017
Deferred revenue, beginning of period	\$ 17,050	\$ 17,445
Deferred revenue resulting from new contracts with customers	21,577	20,451
Deferred revenue at the beginning of the period that was amortized to revenue	(20,244)	(19,248)
Deferred revenue arising during the period that was amortized to revenue	(2,146)	(1,598)
Deferred revenue, end of period	<u>\$ 16,237</u>	<u>\$ 17,050</u>

Multi-Element Transactions

At the time customers purchase perpetual software licenses, they also typically purchase M&S although it is not mandatory. We do not sell separate M&S to subscribers to our SaaS solutions as M&S is provided as part of their SaaS subscription. Customers may also purchase professional services at the time they purchase perpetual software licenses or a SaaS subscription. Each of the components of these multi-element transactions is a separately identifiable performance obligation.

For multi-element transactions, we allocate the transaction price to each performance obligation on a relative stand-alone selling price basis. We determine that stand-alone selling price for each item at the inception of the transaction involving these multiple elements.

We sell, as stand-alone transactions, renewals of pre-existing M&S contracts, professional services to customers seeking assistance with products they have previously purchased from us, or SaaS subscriptions to customers not requiring any of our other products or services. Accordingly, we are able to estimate the stand-alone selling price of these items based upon our observation of those transactions. Since most of our sales of perpetual software licenses are part of multi-element transactions that also involve M&S and/or professional services, and because the selling price of those licenses can vary significantly among customers, we use the residual approach under FASB Accounting Standards Codification Top 606, or ASC 606, to estimate the selling price of perpetual software licenses in a multi-element transaction by reference to the total transaction price less the sum of the observable stand-alone selling prices of M&S and/or professional services.

We allocate discounts proportionally to all of the components of a multi-element transaction.

Sales Tax

We collect sales tax on many of our transactions with customers as required under applicable law. We do not include sales tax collected in our revenue. We record it as a liability payable to taxing authorities.

Allowance for Sales Returns

We provide an allowance for sales returns. We estimate this allowance based upon our historical experience and the nature of recent transactions with customers. This amount is included in accrued liabilities in our consolidated balance sheet.

Contract Assets

We generally bill customers for professional services when we have fully delivered the services specified in the contract. We may incur costs in delivering the services prior to that time. Such costs are generally not material. Accordingly, we do not record a contract asset for professional service engagements in process but not yet billed.

Incremental Costs of Obtaining a Contract to Deliver Goods and Services

We incur incremental costs in the form of sales commissions paid to our sales personnel and royalties on certain products paid to third parties. These are costs we would not incur if we did not obtain a contract to deliver our goods and services. We account for these costs as follows:

- If the costs are associated with products and services for which we recognize revenue at a fixed point in time (primarily sales of perpetual software licenses and professional services), we expense these costs in full at the time we recognize that revenue.
- If the costs are associated with services for which we recognize revenue over time (primarily sales of M&S and SaaS subscriptions) for which we believe it is likely that the contract for those services will be renewed for additional terms in the future, provided we deem these costs to be recoverable, we record these costs as a deferred expense asset and amortize that cost to expense as follows:
 - For the portion of the cost that we determine benefits us primarily only over the term of the specific underlying contract currently in force (such as the term of an M&S contract), we recognize expense ratably each month over that term.
 - For the portion of the cost that we determine benefits us over an overall customer relationship that is likely to span a period of time that is longer than an initial contract term (for example, an M&S contract renewed for multiple terms in the future), we recognize expense ratably monthly over the estimated life of the customer relationship.

Our activity in deferred costs of obtaining a contract to deliver goods and services has been as follows (\$in thousands):

	Year Ended December 31, 2018
Deferred cost, beginning of period	\$ 1,240
Deferred cost resulting from new contracts with customers	674
Deferred cost amortized to expense	(905)
Deferred cost, end of period	<u>\$ 1,009</u>

At December 31, 2018, \$571,000 was recorded in prepaid and other current assets and \$438,000 was recorded in noncurrent other assets in our consolidated balance sheet.

GlobalSCAPE, Inc.
Condensed Consolidated Balance Sheet
(in thousands)
As of December 31, 2018

The following tables present our reported results under ASC 606 and a reconciliation to results using the historical accounting method:

	<u>As Reported</u>	<u>Effect of ASC 606</u>	<u>ASC 605 Historical</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 9,173		\$ 9,173
Certificates of deposit, short term	-		-
Accounts receivable, net	6,657	(75)	6,582
Federal income tax receivable	-		-
Prepaid and other current assets	1,521	(571)	950
Total current assets	<u>17,351</u>	<u>(646)</u>	<u>16,705</u>
Capitalized software development costs, net	3,133		3,133
Goodwill	12,712		12,712
Deferred tax asset, net	395	137	532
Property and equipment, net	399		399
Other assets	502	(438)	64
Total assets	<u>\$ 34,492</u>	<u>\$ (947)</u>	<u>\$ 33,545</u>
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	820		820
Accrued expenses	1,214	(75)	1,139
Federal income tax payable	148	(66)	82
Deferred revenue	13,301		13,301
Total current liabilities	<u>15,483</u>	<u>(141)</u>	<u>15,342</u>
Deferred revenue, non-current portion	2,936		2,936
Other long term liabilities	117		117
Stockholders' Equity:			
Preferred stock	-		-
Common stock	22		22
Additional paid-in capital	25,584		25,584
Treasury stock	(22,712)		(22,712)
Retained earnings	13,062	(806)	12,256
Total stockholders' equity	<u>15,956</u>	<u>(806)</u>	<u>15,150</u>
Total liabilities and stockholders' equity	<u>\$ 34,492</u>	<u>\$ (947)</u>	<u>\$ 33,545</u>

GlobalSCAPE, Inc.
Condensed Consolidated Statement of Operations and Comprehensive Income
(in thousands, except per share amounts)
For the Year Ended December 31, 2018

	<u>As Reported</u>	<u>Effect of ASC 606</u>	<u>ASC 605 Historical</u>
Operating revenues:			
Software licenses	\$ 10,512		\$ 10,512
Maintenance and support	21,587		21,587
Professional services	2,317		2,317
Total revenues	<u>34,416</u>	<u>-</u>	<u>34,416</u>
Costs of revenues			
Software licenses	2,978	(26)	2,952
Maintenance and support	2,093		2,093
Professional services	1,165		1,165
Total costs of revenues	<u>6,236</u>	<u>(26)</u>	<u>6,210</u>
Gross Profit	<u>28,180</u>	<u>26</u>	<u>28,206</u>
Operating expenses			
Sales and marketing	10,009	(205)	9,804
General and administrative	6,382		6,382
Legal and professional	4,623		4,623
Severance	488		488
Research and development	1,883		1,883
Total operating expenses	<u>23,385</u>	<u>(205)</u>	<u>23,180</u>
Income from operations	<u>4,795</u>	<u>231</u>	<u>5,026</u>
Interest income (expense), net	86		86
Income before income taxes	4,881	231	5,112
Income tax expense	1,227	58	1,285
Net income	<u>\$ 3,654</u>	<u>\$ 173</u>	<u>\$ 3,827</u>
Comprehensive income	<u>\$ 3,654</u>	<u>\$ 173</u>	<u>\$ 3,827</u>
Net income per common share - basic	<u>\$ 0.18</u>	<u>\$ 0.01</u>	<u>\$ 0.18</u>
Net income per common share - diluted	<u>\$ 0.17</u>	<u>\$ 0.01</u>	<u>\$ 0.18</u>

GlobalSCAPE, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
For the Year Ended December 31, 2018

	As Reported	Effect of ASC 606	ASC 605 Historical
Operating Activities:			
Net Income	\$ 3,654	173	\$ 3,827
Items not involving cash at the time they are recorded in the statement of operations:			
Provision (recoveries) for doubtful accounts receivable	(88)		(88)
Depreciation and amortization	2,173		2,173
Share-based compensation	1,269		1,269
Deferred taxes	(4)		(4)
Subtotal before changes in operating assets and liabilities	7,004	173	7,177
Changes in operating assets and liabilities:			
Accounts receivable	(644)	(75)	(719)
Prepaid and other current assets	(216)	(107)	(323)
Deferred revenues	(813)		(813)
Accounts payable	(1,080)		(1,080)
Accrued expenses	(457)	75	(382)
Other assets	191		191
Accrued interest receivable	-		-
Other long-term liabilities	(59)		(59)
Federal income tax payable	970	(66)	904
Net cash provided by operating activities	4,896	-	4,896
Investing Activities:			
Software development costs	(1,276)		(1,276)
Purchase of property and equipment	(162)		(162)
Redemption of Certificates of Deposit	15,794		15,794
Net cash provided by investing activities	14,356	-	14,356
Financing Activities:			
Proceeds from exercise of stock options	522		522
Purchase of treasury stock	(21,260)		(21,260)
Dividends paid	(924)		(924)
Net cash used in financing activities	(21,662)	-	(21,662)
Net increase in cash	(2,410)		(2,410)
Cash at beginning of period	11,583	-	11,583
Cash at end of period	\$ 9,173	\$ -	\$ 9,173
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Interest	\$ -		\$ -
Income tax payments	\$ 253		\$ 253

Cash and cash equivalents

Cash and cash equivalents includes all cash and highly liquid investments with original maturities of three months or less.

Short Term Investments

Short-term investments consist of certificates of deposit held with financial institutions with contractual maturity dates less than one year from the balance sheet date. These certificates of deposit are stated at amortized cost, which approximates fair value of these investments. In 2018, we redeemed our certificates to assist with funding the modified Dutch tender offer.

Long-Term Investments

Long-term investments consist of certificates of deposit held with financial institutions with contractual maturity dates greater than one year from the balance sheet date. These certificates of deposit are stated at amortized cost, which approximates the fair value of these investments.

Fair Value of Financial Instruments

For financial assets and liabilities recorded at fair value on a recurring or non-recurring basis, fair value is the price we would receive to sell an asset, or pay to transfer a liability, in an orderly transaction with a market participant at the measurement date. In the absence of such data, fair value is estimated using internal information consistent with what market participants would use in a hypothetical transaction. In determining fair value, observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions; preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

- Level 1: Quoted prices for identical instruments in active markets.
- Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3: Significant inputs to the valuation model are unobservable.

As of December 31, 2018, we did not have any assets measured at fair value on a recurring basis that would require disclosure based on the fair value hierarchy of valuation techniques. In addition, certain non-financial assets and liabilities are to be initially measured at fair value on a non-recurring basis. This includes items such as non-financial assets and liabilities initially measured at fair value in a business combination (but not measured at fair value in subsequent periods) and non-financial, long-lived assets measured at fair value for an impairment assessment. In general, non-financial assets and liabilities including goodwill, capitalized software and property and equipment are measured at fair value using Level 3 inputs, which result in management's best estimate of fair value from the perspective of a market participant, when there is an indication of impairment and are recorded at fair value only when impairment is recognized.

Our financial instruments consist principally of cash and cash equivalents, certificates of deposit, accounts receivable and accounts payable. The carrying amount of cash and cash equivalents, accounts receivable, and accounts payable, approximates fair value due to the short term maturity of these instruments, all of which mature within 12 months. The carrying amount of our certificates of deposit approximates fair value based on interest rates readily available in the market with similar terms.

Property and Equipment

Property and equipment is comprised of furniture and fixtures, software, computer equipment and leasehold improvements which are recorded at cost and depreciated using the straight-line method over their estimated useful lives. Furniture, fixtures and equipment have a useful life of five to seven years, computer equipment and software have a useful life of three years and leasehold improvements have a useful life that is the shorter of the term of the lease under which the improvements were made or the estimated useful life of the asset.

Expenditures for maintenance and repairs are expensed as incurred.

Goodwill

Goodwill is not amortized. On at least an annual basis, we test goodwill for impairment at the reporting unit level using December 31 as the measurement date. We operate as a single reporting unit.

When testing goodwill, we first assess qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of our reporting unit is less than its carrying amount, including goodwill. In performing this qualitative assessment, we assess events and circumstances relevant to us including, but not limited to:

- Macroeconomic conditions.
- Industry and market considerations.
- Cost factors and trends for labor and other expenses of operating our business.
- Our overall financial performance and outlook for the future.
- Trends in the quoted market value and trading of our common stock.

In considering these and other factors, we consider the extent to which any adverse events and circumstances identified could affect the comparison of our reporting unit's fair value with its carrying amount. We place more weight on events and circumstances that most affect our reporting unit's fair value or the carrying amount of our net assets. We consider positive and mitigating events and circumstances that may affect our determination of whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount. We evaluate, on the basis of the weight of the evidence, the significance of all identified events and circumstances in the context of determining whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount.

If, after assessing the totality of these qualitative events and circumstances, we determine it is not more likely than not that the fair value of our reporting unit is less than its carrying amount, we conclude there is no impairment of goodwill and perform no further testing in accordance with GAAP. If we conclude otherwise, we proceed with performing the first step, and if necessary, the second step, of the two-step goodwill impairment test prescribed by GAAP.

As of December 31, 2018, after assessing the totality of the relevant events and circumstances, we determined it not more likely than not that the fair value of our reporting unit was less than its carrying amount. Accordingly, we concluded there was no impairment of goodwill as of that date. There have been no material events or changes in circumstances since that time indicating that the carrying amount of goodwill may exceed its fair market value and that interim testing needed to be performed.

Capitalized Software Development Costs

When we complete research and development for a software product and have in place a program plan and a detail program design or a working model of that software product, we capitalize production costs incurred for that software product from that point forward until it is ready for general release to the public. Thereafter, we amortize capitalized software production costs to expense using the straight-line method over the estimated useful life of that product, which is generally three years. We periodically assess the carrying value of capitalized software development costs and our method of amortizing them relative to our estimates of realizability through sales of products in the marketplace.

Cost of revenue

Cost of revenue consists of expenses associated with the production, delivery and support of the products and services we sell. Cost of license revenue consists primarily of amortization of the capitalized software development costs we incur when producing our software products, royalties we pay to use software developed by others for certain features of our products, and fees we pay to third parties who provide services supporting our SaaS solutions. Cost of M&S revenue and cost of professional services revenue consist primarily of salaries and related costs of our employees and third parties we use to deliver these services.

Research and Development

We expense research and development costs as incurred.

Advertising Expense

We expense advertising costs as incurred as a component of our sales and marketing expenses. Advertising expense was approximately \$807,000 and \$1.9 million 2018 and 2017, respectively.

Share-Based Compensation

We measure the cost of share-based payment transactions at the grant date based on the calculated fair value of the award. We recognize this cost as an expense ratably over the recipient's requisite service period during which that award vests or becomes unrestricted.

For stock option awards, we estimate their fair value at the grant date using the Black-Scholes option-pricing model considering the following factors:

- We estimate expected volatility based on historical volatility of our common stock.
- We use primarily the simplified method to derive an expected term which represents an estimate of the time options are expected to remain outstanding. We use this method because our options are plain-vanilla options, and we believe our historical option exercise experience is not adequately indicative of our future expectations.
- We base the risk-free rate for periods within the contractual life of the option on the U.S. treasury yield curve in effect at the time of grant.
- We estimate a dividend yield based on our historical and expected future dividend payments.

For restricted stock awards, we use the quoted price of our common stock on the grant date as the fair value of the award.

Income Taxes

We account for income taxes using the asset and liability method. We record deferred tax assets and liabilities based on the difference between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes, as measured by the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets and liabilities are carried on the balance sheet with the presumption that they will be realizable in future periods in which we generate taxable income.

We assess the likelihood that deferred tax assets will be realized from future taxable income. Based on this assessment, we provide any necessary valuation allowance on our consolidated balance sheet with a corresponding increase in the tax provision on our statement of operations. Any valuation allowances we establish are determined based upon a number of assumptions, judgments, and estimates, including forecasted earnings, future taxable income, and the relative proportions of revenue and income before taxes in the various domestic jurisdictions in which we operate.

We account for uncertainty in income taxes using a two-step process to determine the amount of tax benefit to be recognized. First, we evaluate the tax position to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed "more-likely-than-not" to be sustained, we assess the tax position to determine the amount of benefit to recognize in the financial statements. The amount of the benefit we recognize is the largest amount that we believe has a greater than 50 percent likelihood of being realized upon ultimate settlement. Unrecognized tax benefits represent tax positions for which reserves have been established.

We record the effects of new tax legislation in the period in which it is signed into law.

Earnings Per Share

We compute basic earnings per share using the weighted-average number of common shares outstanding during the periods. We compute diluted earnings per share using the weighted-average number of common shares outstanding plus the number of common shares that would be issued assuming conversion of all potentially dilutive common shares outstanding.

Awards of non-vested restricted stock and options are considered potentially dilutive common shares for the purpose of computing earnings per common share. We apply the treasury stock method to non-vested options under which the assumed proceeds include the amount the employee must pay to exercise the option plus the amount of unrecognized cost attributable to future periods less any expected tax benefits.

Changes in Accounting Methods, Reclassifications and Revisions

As part of our ongoing enhancement and refinement of our financial reporting to fairly present our results of operations and financial position, we may make changes from time-to-time in accounting methods and in the classification and presentation of our business activities in our consolidated financial statements. To ensure comparability between periods, we revise previous period consolidated financial statements presented to conform them to the method of presentation in our current period consolidated financial statements. If the changes increase or decrease previously reported amounts of revenue or expenses, we adjust retained earnings as of the beginning of the earliest period presented for the cumulative effect, if any, on that balance. If these changes affect our financial statements for previously reported interim periods not presented herein, we present revised consolidated financial statements for those periods when they are reported in the future.

Recent accounting pronouncements

ASU 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting (issued September 2017) – This update provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. It states that in these situations, modification accounting should be applied unless the fair value of the modified award is the same as the fair value of the original award immediately before the original award was modified, the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award was modified, and the classification of the modified award as equity or a liability is the same as the classification of the original award immediately before the original award was modified. This update is effective for all entities for annual periods including interim periods within those annual periods beginning after December 15, 2017. The adoption of this pronouncement did not have a material impact on our consolidated financial statements.

ASU 2017-04, Intangibles – Goodwill and Other (issued January 2017) - To simplify the subsequent measurement of goodwill, Step 2 was eliminated from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, under the amendments in this update, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. Any loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. This update also eliminated the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. Therefore, the same impairment assessment applies to all reporting units. An entity is required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. A public business entity that is an SEC filer is required to adopt the amendments in this update for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. We expect that the application of the provisions of this update will not have a material effect on our consolidated financial statements.

ASU 2016-13, Financial Instruments – Credit Losses (issued June 2016) - Among the provisions of this ASU is a requirement that assets measured at amortized cost, which includes trade accounts receivable, be presented at the net amount expected to be collected. This pronouncement requires that an entity reflect all of its expected credit losses based on current estimates which will replace the current standard requiring that an entity need consider only past events and current conditions in measuring an incurred loss. We are subject to this guidance effective with consolidated financial statements we issue for the year ending December 31, 2020, and the quarterly periods during that year. We do not expect the amounts we report as accounts receivable in those future periods under this guidance to be materially affected relative to current guidance.

ASU 2016-09, Improvements to Employee Share-Based Payment Accounting (issued March 2016) – This standard discontinued the recording in equity of tax benefits or tax deficiencies that arise from differences between share-based payment compensation expense recorded for financial statement purposes and that expense deductible for tax purposes. This new standard requires that the tax effect of all such differences be recorded and reported in the statement of operations. This standard also requires that tax-related cash flows resulting from share-based payments be reported as operating activities in the statement of cash flows which is a change from the current requirement to present such tax-related items as an inflow from financing activities and an outflow from operating activities. As prescribed by this standard, we adopted it beginning January 1, 2017, and followed it in the preparation of our consolidated financial statements as of December 31, 2017.

This standard also permits an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards. Forfeitures may be either estimated (as has been the requirement in the past) or recognized when they occur. We elected to continue estimating forfeitures consistent with our existing practices thereby resulting in no change to our application of GAAP for this aspect of computing share-based compensation.

ASU 2016-02, Leases (issued February 2016) - The main difference between existing GAAP and this ASU 2016-02 is the presentation by lessees on their financial statements of lease assets and lease liabilities arising from operating leases. Since this new standard retains the distinction between finance and operating leases, the effect of leases in the statement of operations and the statement of cash flows will be largely unchanged from existing GAAP. Our only lease of significance is our operating lease for our corporate office space for which we will present a right-to-use asset and a lease liability on our balance sheet when we implement this standard. In accordance with this standard, we will implement it beginning with our interim and annual financial statements for 2019. The extent of the effect of this standard on our consolidated financial statements for 2019 and later will depend upon the leases, if any, that we have in effect at that date.

ASU 2014-09, Revenue from Contracts with Customers (issued May 2014) - The core principle of this guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods or services. We have implemented these new principles using the modified retrospective transition method and recorded an increase (tax effected) to retained earnings at January 1, 2018 of \$979,000. We also recorded as an asset deferred expense of approximately \$1.2 million. We are accounting for these costs we incur to obtain a contract as follows:

- If the costs are associated with products and services for which we recognize revenue at a fixed point in time (primarily sales of perpetual software licenses and professional services), we expense these costs in full at the time we recognize that revenue.
- If the costs are associated with services for which we recognize revenue over time (primarily sales of M&S and SaaS subscriptions) for which we believe it is likely that the contract for those services will be renewed for additional terms in the future, provided we deem these costs to be recoverable, we record these costs as a deferred expense asset and amortize that cost to expense as follows:
 - For the portion of the cost that we determine benefits us primarily only over the term of the specific underlying contract currently in force (such as the term of an M&S contract), we recognize expense ratably each month over that term.
 - For the portion of the cost that we determine benefits us over an overall customer relationship that is likely to span a period of time that is longer than an initial contract term (for example, an M&S contract renewed for multiple terms in the future), we recognize expense ratably monthly over the estimated life of the customer relationship.

3. Accounts Receivable, Net

We bill our customers and issue them an invoice when we have delivered our goods or services to them. In addition, when our customers agree to purchase or renew M&S services, we bill and invoice our customers at that time, which could be before the date we begin delivering those services. In that event, we exclude from accounts receivable (and from the related deferred revenue, see Note 6) the invoices we have issued for which the M&S services commencement date is in the future and which have not been paid by the customer as of the date of our financial statements. We continually assess the collectability of our accounts receivable. If we deem it less than probable that we will collect an amount due us, we write-off that balance against our allowance for doubtful accounts.

We determine our accounts receivable, net, as follows (\$ in thousands):

	December 31,	
	2018	2017
Total invoices issued and unpaid	\$ 7,990	\$ 6,644
Less: Unpaid invoices relating to M&S contracts with a start date subsequent to the balance sheet date	(1,233)	(441)
Gross accounts receivable	6,757	6,203
Allowance for sales returns	-	(100)
Allowance for doubtful accounts	(100)	(178)
Accounts receivable, net	<u>\$ 6,657</u>	<u>\$ 5,925</u>

The activity in our allowance for doubtful accounts and sales returns has been as follows (\$ in thousands):

	Year Ended December 31,	
	2018	2017
Balance, beginning of period	\$ 278	\$ 263
ASC 606 Adjustment	(100)	-
Provision for sales returns	-	-
Provision for doubtful accounts	(88)	17
Accounts written off	10	(2)
Balance, end of period	<u>\$ 100</u>	<u>\$ 278</u>

4. Property and Equipment, Net

Property and equipment, at cost, and the related accumulated depreciation consist of the following (\$ in thousands):

	December 31,	
	2018	2017
Furniture and fixtures	\$ 835	\$ 786
Software	669	662
Equipment	1,558	1,469
Leasehold improvements	559	559
	<u>3,621</u>	<u>3,476</u>
Less accumulated depreciation	(3,222)	(2,995)
Property and equipment, net	<u>\$ 399</u>	<u>\$ 481</u>

5. Capitalized Software Development Costs, Net

Our capitalized software development costs balances and activity were as follows (\$ in thousands):

	December 31,	
	2018	2017
Gross capitalized cost	\$ 10,454	\$ 9,179
Accumulated amortization	(7,321)	(5,393)
Net balance	<u>\$ 3,133</u>	<u>\$ 3,786</u>

	Year Ended December 31,	
	2018	2017
Amount capitalized	\$ 1,276	\$ 1,926
Amortization expense	\$ (1,929)	\$ (1,883)
	Released	Unreleased
	Products	Products
Gross capitalized at December 31, 2018	\$ 9,624	\$ 830
Accumulated amortization	(7,321)	-
Net balance	<u>\$ 2,303</u>	<u>\$ 830</u>
Future amortization expense for the year ending December 31,		
2019	\$ 1,328	
2020	857	
2021	118	
Total	<u>\$ 2,303</u>	

The future amortization expense of the gross capitalized software development costs related to unreleased products will be determinable at a future date when those products are ready for general release to the public.

6. Deferred Revenue

As described in Note 3 regarding accounts receivable, when our customers agree to purchase or renew M&S services, we bill and invoice our customers at that time which could be before the date we begin delivering those services. In that event, we exclude from deferred revenue (and from the related accounts receivable) the invoices we have issued for which the M&S services commencement date is in the future and which have not been paid by the customer as of the date of our consolidated financial statements. Accordingly, we determine our deferred revenue as follows (\$ in thousands):

	December 31	
	2018	2017
Total invoiced for M&S contracts for which revenue will be recognized in future periods	\$ 17,470	\$ 17,491
Less: Unpaid invoices at December 31 relating to M&S agreements with a start date subsequent to the balance sheet date	(1,233)	(441)
Total deferred revenue at December 31	<u>\$ 16,237</u>	<u>\$ 17,050</u>
Deferred revenue, current portion	\$ 13,301	\$ 13,315
Deferred revenue, non-current portion	2,936	3,735
Total deferred revenue	<u>\$ 16,237</u>	<u>\$ 17,050</u>

7. Commitments and Contingencies

Leases

We have an operating lease related to our office space. Minimum rental commitments under operating leases at December 31, 2018 are as follows (\$ in thousands):

Year Ending December 31,	
2019	120
Total	<u>\$ 120</u>

Rent expense under operating leases was \$347,000 in 2018 and 2017. We had a deferred rent liability of \$4,000 at December 31, 2018, which we amortize to rent expense on a straight-line basis over the remaining life of the applicable lease. Subsequent to year end we entered into a memorandum of understanding to extend the lease for 10 years at an average annual rent of \$408,000.

Severance Payments

We have agreements with key personnel that provide for severance payments to them in the event of a change in control of the Company, as defined in those agreements, and their employment is terminated in connection with that change in control. In such event, our aggregate severance payments to those employees would be approximately \$1.3 million.

Legal and Regulatory Matters

As previously disclosed in the Company's Current Report on Form 8-K filed on November 15, 2017, on August 9, 2017, a securities class action complaint, Anthony Giovagnoli v. GlobalSCAPE, Inc., et. al., Case No. 5:17-cv-00753, was filed against the Company in the United States District Court for the Western District of Texas. On November 6, 2017, the Court appointed Irfan Rahman as lead plaintiff, and he filed the First Amended Complaint on July 26, 2018. The Amended Complaint named the Company, Matthew Goulet, James Albrecht, Thomas Brown, David Mann, Frank Morgan, and Thomas Hicks as defendants for allegedly making materially false and misleading statements regarding, inter alia, the Company's previously reported financial statements. The Amended Complaint alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10b-5 promulgated thereunder. The Amended Complaint sought unspecified damages, costs, attorneys' fees, and equitable relief. The parties reached a settlement and submitted a Stipulation of Settlement to the Court on September 13, 2018. Under this settlement, the Company's and Individual Defendants' insurance carrier has provided the Class with a cash payment of \$1,400,000, which includes the cash amount of any attorney's fees or litigation expenses that the Court may award Lead Plaintiff's counsel and costs Lead Plaintiff may incur in administering and providing notice of the settlement. In exchange, Lead Plaintiff has agreed that the settlement will include a dismissal of the Class Action with prejudice and a release of all claims against the Company and the Individual Defendants by the Class. The Court entered an Order and Final Judgment approving the settlement on December 18, 2018. On December 18, 2018, the Court also awarded Plaintiff's Lead Counsel and Liaison Counsel 25% of the settlement fund (\$350,000) in fees and \$12,721 in reimbursement of expenses, which was paid from the settlement fund.

On October 20, 2017, the Company received a demand letter from a stockholder seeking the inspection of books and records of the Company pursuant to Section 220 of the Delaware General Corporation Law (the "Section 220 Demand"). This stockholder's stated purpose for the demand is, *inter alia*, to investigate whether the Company's Board of Directors and officers engaged in an illegal scheme to misrepresent the Company's performance by falsely reporting accounts receivable, license revenue, total current assets and total assets, total stockholders' equity, and total liabilities for the year ended December 31, 2016, as well as the Board's independence to consider a stockholder derivative demand. The Company intends to fully respond to the Section 220 Demand to the extent required under Delaware law.

On October 12, 2018, and November 30, 2018 the Company received letters from stockholders demanding that the Company take action to remedy alleged harm caused to the Company, including to remedy alleged breaches of fiduciary duties by certain current and/or former directors and executive officers of the Company. The stockholder alleges, inter alia, that certain current and former directors and executive officers violated their fiduciary duties beginning at least in July 2016, causing the Company to suffer damages by overstating financial results for the fourth quarter of 2016.

The Board has established a special litigation committee ("Special Litigation Committee") consisting of Thomas Hicks and Frank Morgan to analyze and investigate claims that could potentially be asserted in stockholder derivative litigation related to facts connected to the claims and allegations asserted in the litigation related to the Restatement and the Section 220 Demand (the "Potential Derivative Litigation"). The Special Litigation Committee will determine what actions are appropriate and in the best interests of the Company, and decide whether it is in the best interests of the Company to pursue, dismiss, or consensually resolve any claims that may be asserted in the Potential Derivative Litigation. The Board determined that each member of the Special Litigation Committee is disinterested and independent with respect to the Potential Derivative Litigation. Among other things, the Special Litigation Committee has the power to retain counsel and advisors, as appropriate, to assist it in the investigation, to gather and review relevant documents relating to the claims, to interview persons who may have knowledge of the relevant information, to prepare a report setting forth its conclusions and recommended course of action with respect to the Potential Derivative Litigation, and to take any actions, including, without limitation, directing the filing and prosecution of litigation on behalf of the Company, as the Special Litigation Committee in its sole discretion deems to be in the best interests of the Company in connection with the Potential Derivative Litigation. The Special Litigation Committee's findings and determinations shall be final and not subject to review by the Board and in all respects shall be binding upon the Company.

As disclosed in a Current Report on Form 8-K filed on March 16, 2018, the Fort Worth, Texas Regional Office of the SEC has opened a formal investigation of issues relating to the Restatement, with which the Company is cooperating fully. At this time, the Company is unable to predict the duration, scope, result or related costs associated with the SEC's investigation. The Company is also unable to predict what, if any, action may be taken by the SEC, or what penalties or remedial actions the SEC may seek. Any determination by the SEC that the Company's activities were not in compliance with existing laws or regulations, however, could result in the imposition of fines, penalties, disgorgement, equitable relief, or other losses, which could have a material adverse effect on the Company's financial position, liquidity, or results of operations.

On May 31, 2018, the Company was served with a subpoena issued by a grand jury sitting in the United States District Court for the Western District of Texas (the "Grand Jury Subpoena"). The Grand Jury Subpoena requests all documents and emails relating to the Company's investigation of the potential improper recognition of software license revenue. The Company intends to fully cooperate with the Grand Jury Subpoena and related investigation being conducted by the United States Attorney's Office for the Western District of Texas (the "U.S. Attorney's Investigation"). At this time, the Company is unable to predict the duration, scope, result or related costs of the U.S. Attorney's Investigation. The Company is also unable to predict what, if any, further action may be taken in connection with the Grand Jury Subpoena and the U.S. Attorney's Investigation, or what, if any, penalties, sanctions or remedial actions may be sought. Any determination by the U.S. Attorney's office that the Company's activities were not in compliance with existing laws or regulations, however, could result in the imposition of fines, penalties, disgorgement, equitable relief, or other losses, which could have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations.

8. Stock Options, Restricted Stock and Share-Based Compensation

We have stock-based compensation plans under which we have granted, and may grant in the future, incentive stock options, non-qualified stock options, and restricted stock to employees and non-employee members of the Board of Directors. Our share-based compensation expense was as follows (\$ in thousands):

	Year Ended December 31,	
	2018	2017
Share-based compensation expense	\$ 1,269	\$ 1,566

Stock Options

We have granted stock options to our officers and employees under long-term equity incentive plans that originated in 2000, 2010 and 2016. During 2018 and 2017, we granted stock options only under the 2016 plan.

Provisions and characteristics of the options granted to our officers and employees under our long-term equity incentive plans include the following:

- The exercise price, term and other conditions applicable to each stock option or stock award granted are determined by the Compensation Committee of the Board of Directors.
- The exercise price of stock options is set on the grant date and may not be less than the fair market value per share of our stock at market close on that date.
- Stock options we issue generally become exercisable ratably over a three-year period, expire ten years from the date of grant, and are exercisable for a period of ninety days after the end of employment.
- Upon exercise of a stock option, we issue new shares from the shares of common stock we are authorized to issue.

We currently issue stock-based awards to our officers and employees only under the 2016 plan which authorizes the issuance of up to 5,000,000 shares of common stock for stock-based incentives including stock options and restricted stock awards. As of December 31, 2018, stock-based incentives for up to 3,473,667 shares remained available for issuance in the future under this plan.

We have not issued any restricted stock under any of these plans.

Our stock option activity has been as follows:

	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Terms</u> (Years)	<u>Aggregate Intrinsic Value</u> (000's)
Outstanding at December 31, 2016	2,407,005	\$ 3.00	7.19	\$ 2,574
2017				
Granted	975,000	\$ 3.98		
Forfeitures	(600,995)	\$ 3.35		
Exercised	(195,800)	\$ 2.41		
Outstanding at December 31, 2017	<u>2,585,210</u>	\$ 3.34	6.77	\$ 1,015
2018				
Granted	1,052,737	\$ 3.87		
Forfeitures	(896,479)	\$ 3.58		
Exercised	(205,148)	\$ 2.55		
Outstanding at December 31, 2018	<u>2,536,320</u>	\$ 3.53	6.97	\$ 2,464
Exercisable at December 31, 2018	<u>1,103,631</u>	\$ 3.07	4.08	\$ 1,577

Additional information about our stock options is as follows:

	<u>2018</u>	<u>2017</u>
Weighted average fair value of options granted during the year	\$ 1.57	\$ 1.67
Intrinsic value of options exercised during the year	\$ 266,010	\$ 351,893
Cash received from stock options exercised during the year	\$ 522,189	\$ 471,789
Number of options that vested during the year	555,574	528,734
Fair value of options that vested during the year	\$ 929,480	\$ 850,044
Unrecognized compensation expense related to non-vested options at end of year	\$ 1,874,762	\$ 1,751,077
Weighted average years over which non-vested option expense will be recognized	2.60	1.93

<u>Plan</u>	<u>Shares outstanding</u>
2000 Stock Option Plan	15,000
2010 Employee LT Equity Incentive Plan	994,987
2016 Employee LT Equity Incentive Plan	1,526,333
Total shares outstanding at December 31, 2018	<u>2,536,320</u>

As of December 31, 2018					
Options Outstanding				Options Exercisable	
Range of Exercise Prices	Underlying Shares Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Underlying Shares	Weighted Average Exercise Price
\$1.43 - 2.34	277,350	1.98	\$ 1.87	277,350	\$ 1.87
\$2.35 - 3.53	771,637	5.12	\$ 3.32	571,195	\$ 3.27
\$3.54 - 5.28	1,487,333	8.85	\$ 3.95	255,086	\$ 3.94
Total options	2,536,320			1,103,631	

We used the following assumptions to determine compensation expense for our stock options using the Black-Scholes option-pricing model:

	Year Ended December 31,	
	2018	2017
Expected volatility	48%	49%
Expected annual dividend yield	1.5%	1.5%
Risk free rate of return	2.88%	1.95%
Expected option term (years)	5.33	6.00

Due to the Investigation, during a portion of 2017 and 2018, we had in place a moratorium on issuing shares of our common stock in connection with stock option exercises. In September and October 2017, for stock options that were scheduled to expire during the six months ended December 31, 2017, and were not exercisable due to the moratorium, we modified those stock options to extend their expiration date to December 31, 2017. We recorded share-based compensation expense of \$255,000 for these modifications for which there was no associated cash payment. None of those options were exercised prior to December 31, 2017, their expiration dates were not extended beyond that date, and they were allowed to expire. As consideration for certain of those expired options, we made cash payments to the option holders and recorded expense totaling \$78,000 which was determined based upon the difference between the quoted market price of our common stock as of December 31, 2017, and the exercise price of the stock options.

Restricted Stock Awards

Our 2015 Non-Employee Directors Long-Term Equity Incentive Plan (“2015 Directors Plan”) provides for the issuance of either stock options or restricted stock awards for up to 500,000 shares of our common stock. Provisions and characteristics of this plan include the following:

- The exercise price, term and other conditions applicable to each stock option or stock award granted are determined by the Compensation Committee of the Board of Directors.
- Restricted stock awards are initially issued as restricted shares with a legend restricting transferability of the shares until the recipient satisfies the vesting provision of the award, which is generally continuing service for one year subsequent to the date of the award, after which time the restrictive legend is removed from the shares.
- Restricted shares participate in dividend payments and may be voted.
- As of December 31, 2018, 240,000 shares of restricted stock have vested and stock based incentives for up to 160,000 shares remained available for issuance in the future under this plan.

Our restricted stock awards activity has been as follows:

	Number of Shares	Grant Date Fair Value Per Share	Total Fair Value of Shares That Vested
Restricted Shares Outstanding at December 31, 2016	80,000	\$ 3.31	
2017			
Shares granted with restrictions	80,000	\$ 4.24	
Shares vested and restrictions removed	<u>(80,000)</u>	\$ 3.31	\$ 320,000
Restricted Shares Outstanding at December 31, 2017	<u>80,000</u>	\$ 4.24	
2018			
Shares granted with restrictions	100,000	\$ 4.06	
Shares vested and restrictions removed	<u>(80,000)</u>	\$ 4.24	\$ 297,600
Restricted Shares Outstanding at December 31, 2018	<u>100,000</u>	\$ 4.06	

We have not issued any stock options under the 2015 Directors Plan.

The 2015 Directors Plan replaced the 2006 Non-Employee Directors Long-Term Equity Incentive Plan (the “2006 Plan”). We will not issue any additional stock or stock options under the 2006 Plan.

At December 31, 2018, we had \$313,929 of unrecognized compensation expense related to non-vested stock awards. We expect to recognize that expense in the future over a weighted-average period of four months.

9. Income Taxes

The components of our income tax expense (benefit) consist of the following (amounts in thousands):

	2018			2017		
	Current	Deferred	Total	Current	Deferred	Total
Federal	\$ 993	\$ (21)	\$ 972	\$ 1,008	\$ 416	\$ 1,424
State	238	17	255	140	(17)	123
Total	<u>\$ 1,231</u>	<u>\$ (4)</u>	<u>\$ 1,227</u>	<u>\$ 1,148</u>	<u>\$ 399</u>	<u>\$ 1,547</u>

The difference between income tax expense and the amount computed by applying the federal statutory income tax rate of 21% for 2018 and 34% for 2017 to income before income taxes consists of the following (amounts in thousands):

	Year Ended December 31,	
	2018	2017
Income tax expense at federal statutory rate	\$ 1,025	\$ 992
Increase (decrease) in taxes resulting from:		
State taxes, net of federal benefit	218	86
Stock based compensation	182	294
Change in US tax rate due to tax reform	-	355
R&D tax credit uncertain tax position (net)	(46)	37
Research and development credit	(72)	(208)
Domestic production activities deduction	-	(35)
Foreign derived intangible income	(105)	
Other	25	26
Income tax expense per the statement of operations	<u>\$ 1,227</u>	<u>\$ 1,547</u>

The U.S. Tax Cuts and Jobs Act (the “Tax Reform Act”) was enacted on December 22, 2017. This legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates. The Tax Reform Act permanently reduces the U.S. corporate tax rate from a maximum of 35% to a flat 21% rate effective January 1, 2018. The main impact of the Tax Reform Act on our 2017 consolidated financial statements is the re-measurement of our deferred tax balances from the old corporate tax rate to the new corporate tax rate. Because of the decrease in the U.S. corporate tax rate, we recorded deferred tax expense of \$355,000 due to this re-measurement. We have no material or provisional items for which the accounting of the effects of the Tax Reform Act on our consolidated financial statements is incomplete.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in our consolidated financial statements. The components of our deferred income tax assets and liabilities are as follows (amounts in thousands):

	As of December 31,	
	2018	2017
Deferred tax assets:		
Deferred revenue	\$ 809	\$ 775
Share-based compensation	329	351
Compensation and benefits	49	111
Texas franchise tax R&D credit	194	185
Prepaid expenses not deducted for tax	-	84
Allowance for doubtful accounts	37	58
Net operating loss carryforward	-	20
State deferred tax asset	45	61
Accrued expenses not deducted for tax	6	9
Valuation allowance	(194)	(185)
Total deferred tax assets	<u>1,275</u>	<u>1,469</u>
Deferred tax liabilities:		
Intangible assets	667	805
Deferred expenses	213	-
Depreciation	-	13
Total gross deferred tax liabilities	<u>880</u>	<u>818</u>
Net deferred tax assets	<u>\$ 395</u>	<u>\$ 651</u>

In assessing the realizability of deferred tax assets, we consider whether it is more-likely-than-not that some portion or all the deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We have concluded it is more-likely-than-not that our ability to generate future taxable income will allow us to realize those deferred tax assets.

As of December 31, 2018, we have Texas Research and Development tax credit carryforwards of \$194,000. We believe it uncertain that we will have sufficient Texas Franchise Tax in the future to support utilization of these carryforward credits. Accordingly, have provided a valuation allowance for the full amount of these credit carryforwards. These carryforwards expire in years 2034 through 2039.

A reconciliation of the beginning and ending amount of unrecognized tax benefit is as follows (amounts in thousands):

	2018	2017
Balance, beginning of year	\$ 158	\$ 121
Increases for tax positions related to the current year	-	22
Increases for tax positions related to prior years	2	15
Decreases for tax positions due to expiring statute	(47)	
Balance, end of year	<u>\$ 113</u>	<u>\$ 158</u>

Our unrecognized tax benefit is related to research and development credits taken on our U.S. income tax returns from 2012 to 2017 and the uncertainty related to the realization of a portion of those credits based on prior experience. We believe it reasonably possible that we will not recognize any of our unrecognized tax benefits at least through December 31, 2017. If we realized and recognized any of our unrecognized tax benefits such benefits would reduce our effective tax rate in the year of recognition.

We record interest and penalty expense related to income taxes as interest and other expense, respectively. At December 31, 2018, no interest or penalties have been or are required to be accrued. Our open tax years are 2012 and forward for our federal income tax returns and 2014 and forward for most of our state income tax returns. We do not file, and are not required to file, any foreign income tax returns.

10. Earnings Per Share

Earnings per share for the periods indicated were computed as follows (in thousands except per share amounts):

	Year ended December 31,	
	2018	2017
Numerators		
Numerator for basic and diluted earnings per share:		
Net income	\$ 3,654	\$ 1,371
Denominators		
Denominators for basic and diluted earnings per share:		
Weighted average shares outstanding - basic	20,721	21,702
Dilutive potential common shares		
Stock options and awards	296	452
Denominator for diluted earnings per share	21,017	22,154
Net income per common share - basic	\$ 0.18	\$ 0.06
Net income per common share – diluted	\$ 0.17	\$ 0.06

Our weighted average shares outstanding has decreased due to the repurchase of our outstanding common stock through a modified Dutch auction tender offer (the “Tender Offer”) and the stock repurchase program announced on October 29, 2018.

11. Dividends

We paid dividends as follows:

	Year ended December 31,	
	2018	2017
Dividend per share of common stock	\$ 0.045	\$ 0.060

12. Stockholder’s Equity

On August 20, 2018, the Company announced the launch of a Tender Offer to repurchase for cash up to \$15 million in value of outstanding shares of our common stock. The Tender Offer expired on September 19, 2018 and resulted in the purchase of 4,011,013 shares for an aggregate cost of approximately \$16.8 million. Included with the shares accepted for purchase were 439,585 shares that the Company elected to purchase pursuant to the right to increase the size of the Tender Offer by up to 2.0% of the Company’s outstanding common stock. On October 29, 2018 the Board of Directors authorized a stock repurchase program in compliance with Rules 10b5-1(c)(1)(i)(B) and 10b-18 under the Securities and Exchange Act, which resulted in the purchased of an additional 896,348 shares at an approximate cost of \$4.0 million.

13. Employee Benefit Plan

We provide our employees a 401(k) plan under which we make employer matching contributions in amounts determined by our Board of Directors. Our matching contributions were \$132,000 and \$156,000, for 2018 and 2017, respectively.

14. Segment and Geographic Disclosures

We view our operations and manage our business as principally one segment. As a result, the financial information disclosed herein represents all of the material financial information related to our principal operating segment.

Revenues derived from customers and partners located in the United States accounted for approximately 74% and 75% of our total revenues for 2018 and 2017, respectively. The remaining revenues were from customers and partners located in foreign countries, and each individual foreign country accounted for less than 10% of total revenues in each of those years. We attribute revenue to countries based on the country in which the customer or partner is located. We have no property or equipment located outside the United States.

15. Concentration of Business Volume and Credit Risk

Our cash, cash equivalents and long-term investments are on deposit in banks and are collectively insured by the Federal Deposit Insurance Corporation for \$750,000. Our balances in excess of that amount are not insured. We may withdraw our cash deposits upon demand. We maintain our cash with multiple financial institutions of reputable credit to minimize our risk of loss.

We generally provide credit to our customers under typical invoice payment terms (for example, net 30) that gives rise to trade accounts receivable from those customers. We do not require collateral from our customers. We perform ongoing evaluations of the credit risk related to offering these payment terms. We provide an allowance for uncollectible accounts based on our historical collections experience and the profile of our accounts receivable.

In order to leverage the resources of third parties, we make our products available for purchase by end users through third-party channel resellers even though those end users can also purchase those products directly from us. During 2018 and 2017, we earned approximately 14% of our revenue from such sales through our largest, third-party, channel reseller.

In 2018 and 2017, approximately 26% and 25%, respectively, of our revenues resulted from sales to customers in foreign countries. We received substantially all of our revenues from foreign customers in U.S. dollars resulting in limited exchange rate risks. Our foreign sales are concentrated mostly in Canada, Western Europe and Latin America.

We use software developers outside the United States to perform a portion of the coding for the development and maintenance of our software products. If we were unable to continue using these developers because of political or economic instability, we may have difficulty finding comparably skilled developers or may have to pay considerably more for the same work, which could have a material adverse impact on our financial position and results of operations.

16. Subsequent Events

On February 27, 2019 we entered into an Option Termination Agreement with our former Chief Financial Officer to terminate certain options and option agreements that resulted in a payment of \$548,000 to the option holder. We will account for this payment as a reduction of equity during the first quarter of 2019.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

As previously disclosed in our Current Report on Form 8-K filed on March 31, 2017, effective on March 27, 2017, RSM US LLP, or RSM, was dismissed as the Company's independent registered public accounting firm.

RSM performed the audit of our consolidated financial statements as of and for the year ended December 31, 2016 (the "2016 Financial Statements"). In connection with the preparation of the 2016 Financial Statements, the Company changed certain accounting methods and the classification and presentation of its business activities in its financial statements. To ensure comparability between periods the Company revised the 2015 Financial Statements (as defined below) to conform them to the method of presentation in the 2016 Financial Statements. For more information, please see Note 2 of the Notes to our consolidated financial statements included in Item 8 of this report. The audit report of RSM on the 2016 Financial Statements did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

In connection with the audit of the 2016 Financial Statements and through the date of its dismissal, there were: (i) no disagreements between the Company and RSM on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in their report on the Company's financial statements for such year, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

On March 27, 2017, the Company announced that the Audit Committee had approved the appointment of BDO USA, LLP, or BDO, as its independent registered public accounting firm to audit the Company's financial statements subject to completion of its standard client acceptance procedures.

Effective as of April 11, 2017, BDO notified the Company that it had completed such client acceptance procedures. On April 12, 2017, the Audit Committee formally engaged BDO as the Company's independent registered public accounting firm to audit the Company's financial statements. On August 1, 2017, the Company informed BDO that it had been dismissed as the Company's independent registered public accounting firm. The Audit Committee approved this dismissal. BDO did not issue any audit reports during the period of its engagement.

On August 2, 2017, GlobalSCAPE received a letter (the "10A Letter") from BDO in accordance with Section 10A(b)(2) of the Exchange Act.

In the 10A Letter, BDO advised that on or around July 6, 2017 BDO was contacted by David Mann, the Audit Committee Chairman, who provided information about conduct that in BDO's view indicated an illegal act, as defined by Section 10A of the Exchange Act, may have occurred. BDO stated in the 10A Letter that BDO was informed that the Company had learned of the subject conduct in May of 2017 and had already engaged the Company's corporate outside counsel, along with forensic accountants, to conduct an investigation into the conduct and that additional information would be provided as the investigation continued. In a separate communication to the Audit Committee Chairman on July 6, 2017, BDO advised GlobalSCAPE of both its and BDO's obligations under Section 10A of the Exchange Act and auditing standards of the Public Company Accounting Oversight Board, and that BDO would recommend that the Audit Committee engage independent counsel to conduct the investigation, which BDO defined as counsel who had not previously performed substantial work for the Company. BDO communicated that it did not believe the counsel GlobalSCAPE had engaged met that definition due to GlobalSCAPE's historical working relationship with them.

BDO stated in the 10A Letter that additional information related to the conduct under investigation was provided to BDO by GlobalSCAPE's corporate outside counsel on July 10, 2017, noting that employees of the Company had entered into "side agreements" with customers of the Company in December 2016 which increased revenue recorded, and accounts receivable, by amounts that had not yet been fully quantified. BDO was engaged by GlobalSCAPE on April 12, 2017, and was not the Company's independent registered public accounting firm during the period in which the misconduct was alleged to have occurred.

BDO stated in the 10A Letter that in a discussion with the Audit Committee Chairman on July 10, 2017, BDO discussed its request for the Company to engage other counsel to lead the investigation, and was told that the Company considered the engaged counsel to be independent. BDO stated in the 10A Letter that during that discussion BDO detailed the reasons for its concern, and that BDO viewed the Company's failure to engage alternate legal counsel as a failure to take timely and appropriate remedial action as defined by Section 10A(b)(2)(B) of the Exchange Act, where absent action by the Company, BDO would not be in a position to assess the adequacy of the investigation, which BDO would consider a disagreement with the Company as it would limit the scope of BDO's audit, warranting either a departure from its standard report or resignation from the audit engagement. In the 10A Letter, BDO stated that since July 10, 2017, in response to multiple requests by BDO, the Audit Committee reiterated their position that they would continue the investigation being performed by their corporate outside counsel, who they believe were sufficiently independent.

In the 10A Letter, BDO stated its belief that the Company had not been forthcoming with details regarding the investigation or the conclusions, if any, reached by counsel and the Company about the conduct at issue. In the 10A Letter, BDO stated that due to the lack of details that BDO had been provided regarding the investigation, and its dismissal as the Company's independent registered public accounting firm, it was unable to determine whether it was likely that an illegal act had occurred, and whether the impact of any misstatements resulting from the alleged misconduct had a material impact on the Company's consolidated financial statements. In the 10A Letter, BDO stated that based on the limited information BDO had been provided, it believed that it was possible that the conduct could have had a material effect on the Company's consolidated financial statements that had been filed with the SEC, or that are expected to be filed in the foreseeable future. In the 10A Letter, BDO stated that it had been informed but had not confirmed that, at its urging in its communications with the Company on July 6, 2017, the Company had advised its prior auditor of the investigation. In the 10A Letter, BDO also stated that it did not believe senior management had taken timely and appropriate remedial action in response to the conduct, in particular by not having the investigation performed by counsel with no prior affiliation with the Company and by not sharing information from the investigation with BDO on a timely basis. In the 10A Letter, BDO also stated that the failure to take timely and appropriate remedial action may have either warranted a departure from a standard report or warranted BDO's resignation, had BDO not been terminated.

As a result of the 10A Letter, on August 3, 2017, GlobalSCAPE filed a notice pursuant to Section 10A of the Exchange Act (the "Notice") with the SEC. In the Notice, GlobalSCAPE notified the SEC of the 10A Letter received from BDO.

During the period from April 12, 2017 until the date of BDO's dismissal and through August 7, 2017, the date of our Current Report on Form 8-K disclosing our receipt of the 10A Letter, except for the matters described above, there were no disagreements between the Company and BDO on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of BDO, would have caused BDO to make reference to the subject matter of the disagreement in its report on the Company's financial statements for such year. On August 2, 2017, BDO reported that it considered the use of non-independent counsel to lead the investigation described above to be a material weakness in internal control over financial reporting, as such counsel could be influenced by the Company's existing relationship with such counsel. During the period from April 12, 2017 until the date of BDO's dismissal and through August 7, 2017, there were no other reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Effective on August 1, 2017, the Audit Committee approved the appointment of Weaver and Tidwell, L.L.P., or Weaver, as its independent registered public accounting firm to audit the Company's financial statements. During the two most recent fiscal years prior to such appointment and through August 1, 2017, the Company (or someone on its behalf) had not consulted with Weaver with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

On November 20, 2017, the Chairman of the Audit Committee was orally informed by RSM that RSM was withdrawing from its engagement by the Audit Committee to reissue its audit report on the 2016 Financial Statements. On November 21, 2017, RSM delivered a withdrawal letter to the Chairman of the Audit Committee. In its withdrawal letter, RSM stated that (x) as of November 21, 2017, it had not completed the audit procedures necessary to reissue its report on the 2016 Financial Statements and (y) based on the information the Audit Committee provided from its Investigation, RSM had concluded that, in its professional judgment, it could no longer rely on management's representations, which the Company has concluded is a "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit report originally issued by RSM on the 2016 Financial Statements, when previously filed, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. However, as previously disclosed in our Current Report on Form 8-K filed on August 7, 2017 (the “August 8-K”), the 2016 Financial Statements included in our Annual Report on Form 10-K originally filed on March 27, 2017 (the “Original 2016 10-K Filing”), including the auditor’s report on the 2016 Financial Statements included in the Original 2016 10-K Filing, should no longer be relied upon in light of the Restatement. In connection with the audit of the Company’s consolidated financial statements for the fiscal year ended December 31, 2016 and through the date of RSM’s dismissal on March 27, 2017, there were: (i) no disagreements between the Company and RSM on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in their report on the Company’s financial statements for such year, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K. During the period from August 15, 2017, when RSM was re-engaged to reissue its audit report on the restated consolidated financial statements for the year ended December 31, 2016 until November 21, 2017, there were: (i) no disagreements between the Company and RSM on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in their report on the Company’s financial statements for such year, and (ii) except as set forth above, no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

On December 1, 2017, the Chairman of the Audit Committee received a letter from Padgett, Stratemann & Co., L.L.P., or Padgett, in which Padgett stated that based on the circumstances described in the August 8-K surrounding the dismissal of BDO as the Company’s independent registered public accounting firm and the previously disclosed withdrawal of RSM from its engagement by the Audit Committee to reissue its audit report on the 2016 Financial Statements, and based on the fact that current management is substantially the same as the management in place in 2015, Padgett had concluded that it could not rely on management’s representations that would be necessary for Padgett to complete the audit procedures necessary to issue consents to the inclusion of its audit report on our consolidated financial statements as of and for the year ended December 31, 2015 (the “2015 Financial Statements”) in the Company’s filings or transactions after the date of the letter. Padgett also stated in its letter that (1) it was not at that time aware of whether any of the circumstances described in the August 8-K with respect to the 2016 Financial Statements could have been applicable to the Company’s 2015 Financial Statements, and (2) it had not reached a conclusion as to whether it was necessary for Padgett to withdraw its Report on the 2015 Financial Statements. The Company has concluded that this is a “reportable event” as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit report originally issued by Padgett on the 2015 Financial Statements, when previously filed, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. In connection with the audit of the 2015 Financial Statements and through the date of Padgett’s resignation as the Company’s independent registered public accounting firm on October 19, 2016 as a result of the partners of Padgett becoming partners of RSM, there were: (i) no disagreements between the Company and Padgett on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Padgett, would have caused Padgett to make reference to the subject matter of the disagreement in its report on the Company’s financial statements for such year, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K. During the period from October 19, 2016 until December 1, 2017, there were: (i) no disagreements between the Company and Padgett on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Padgett, would have caused Padgett to make reference to the subject matter of the disagreement in its report on the Company’s financial statements for such year, and (ii) except as set forth above, no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Effective on December 13, 2017, the Audit Committee expanded the initial appointment of Weaver as the Company’s independent registered public accounting firm with respect to the audit of the Company’s financial statements for the year ended December 31, 2017 to also include serving as the Company’s independent registered public accounting firm with respect to the audit of the 2015 Financial Statements and the 2016 Financial Statements. In connection with the expansion of the initial appointment of Weaver to include serving as the Company’s independent registered public accounting firm with respect to the audit of 2015 Financial Statements and the 2016 Financial Statements, the Audit Committee made Weaver aware of the matters discussed by RSM and Padgett in their communications to the Chairman of the Audit Committee.

During 2015 and 2016 and through August 1, 2017, the date that Weaver was appointed as the Company's independent registered public accounting firm with respect to the audit of the Company's financial statements for the year ended December 31, 2017, the Company (or someone on its behalf) had not consulted with Weaver with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Exchange Act 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 management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

No system of controls, no matter how well designed and operated, can provide absolute assurance that the objectives of the system of controls are met. No evaluation of controls can provide absolute assurance that the system of controls has operated effectively in all cases. Our disclosure controls and procedures are designed to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

Our management, including our President and Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures and concluded that our disclosure controls and procedures were effective as of December 31, 2018 to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC's rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. 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.

Our management, including our President and Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2018 using the criteria set forth in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018 has been audited by Weaver and Tidwell, L.L.P., an independent registered public accounting firm, as stated in their report included herein.

Changes in Internal Control Over Financial Reporting

In our 2017 Management Report on Internal Control Over Financial Reporting, our management concluded that our controls were not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with GAAP as of December 31, 2017 due to material weaknesses in our internal controls related to revenue recognition.

We designed a remediation plan to strengthen our internal control over financial reporting and have taken remediation steps to address the material weaknesses related to revenue recognition. We also continue to take meaningful steps to enhance our disclosure controls and procedures and our internal controls over financial reporting.

Our remediation plan included the following:

- Clearly defining and communicating the management-approved, standard terms and conditions that may be offered to customers during the sales process and requiring appropriate management approval of requested deviations from these standard terms and conditions before a sale is consummated with a customer and a sales invoice is created.
- Creating and implementing a policy clearly stating that all terms and conditions of agreements with customers are to be recorded in writing, communicated to finance and accounting personnel, and recorded in our permanent records prior to the creation of a sales invoice.
- Conducting periodic training sessions and briefings to communicate our policies and procedures regarding our standard terms and conditions that we offer to customers and how we document and communicate approved deviations from those standard terms and conditions.
- Enhancing the breadth and depth of the review by finance and accounting personnel of sales invoices and underlying supporting documentation to ensure that unusual items are identified and considered when determining revenue recognition.
- Establishing a total invoice dollar amount threshold over which finance and accounting personnel must examine all actual invoices and supporting documentation to confirm the purchase by the customer and the appropriate revenue recognition profile.
- Publishing guidelines that personnel can reference which set forth the requirements to be met for revenue to be recognized from a sale transaction and conducting periodic meetings with personnel to educate and remind them of these guidelines.

Our management has monitored the effectiveness of these and other processes, procedures and controls and has successfully completed the testing necessary to conclude that the material weaknesses have been remediated.

With the exception of the remediation efforts described above, there has been no change in our internal control over financial reporting that occurred during the annual period covered by this Annual Report and during the subsequent time period through the filing of this Annual Report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
GlobalSCAPE, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited GlobalSCAPE, Inc.'s and its subsidiary's (the Company) internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework(2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income, stockholders' equity and cash flows for each of the two years in the period ended December 31, 2018 and the related notes (collectively, the consolidated financial statements) and our report dated March 18, 2019 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

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, included in the accompanying Management's Report on 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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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.

/s/WEAVER AND TIDWELL LLP

Austin, Texas

March 18, 2019

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to GlobalSCAPE's Proxy Statement for its 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2018.

GlobalSCAPE has adopted a Code of Ethics that applies to all its employees, including its President and Chief Executive Officer and its Chief Financial Officer. GlobalSCAPE will provide a copy of its Code of Ethics to any person without charge upon written request to:

Karen J. Young
Chief Financial Officer
GlobalSCAPE, Inc.
4500 Lockhill-Selma, Suite 150
San Antonio, Texas 78249

Item 11. Executive Compensation

The information required by this item is incorporated by reference to GlobalSCAPE's Proxy Statement for its 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2018.

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

The information required by this item is incorporated by reference to GlobalSCAPE's Proxy Statement for its 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2018.

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

The information required by this item is incorporated by reference to GlobalSCAPE's Proxy Statement for its 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2018.

Item 14. Principal Accountant Fees and Services.

The information required by this item is incorporated by reference to GlobalSCAPE's Proxy Statement for its 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2018.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements and Schedules

The following financial statements of GlobalSCAPE are included in Item 8:

- Consolidated Balance Sheets — December 31, 2018 and 2017
- Consolidated Statements of Operations and Comprehensive Income — Years ended December 31, 2018 and 2017
- Consolidated Statements of Stockholders' Equity — Years ended December 31, 2018 and 2017
- Consolidated Statements of Cash Flows — Years ended December 31, 2018 and 2017
- Notes to Consolidated Financial Statements — December 31, 2018 and 2017

(2) Schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Financial Statements or Notes thereto.

(3) Exhibits

Exhibit Number	Description
3.1	Amended Restated Certificate of Incorporation (Filed as Exhibit 3.1 to Form 8-K filed November 17, 2006).
3.2	Amended and Restated Bylaws of the Company effective as of October 30, 2008 (Filed as Exhibit 3.2 to Form 8-K filed November 5, 2008).
4.1	Specimen of Stock Certificate (Filed as Exhibit 4.1 to Form 10-K filed April 2, 2001).
*10.1	1998 Stock Option Plan as amended May 13, 1999 (Filed as Exhibit 4.2 to Form 10-K filed May 12, 2000).
*10.2	2000 Stock Option Plan dated May 8, 2000 (Filed as Exhibit 4.3 to Form 10-K filed May 12, 2000).
*10.3	Form of 1998 Stock Option Plan Rights Termination Letter Agreement of Directors to Agree Not to Claim Any Right of Adjustment dated February 4, 2000 (Filed as Exhibit 4.6 to Form 10 filed May 12, 2000).
*10.4	Form of 1998 Stock Option Plan Rights Termination Letter Agreement for Employees and Consultants to Cancel Options dated February 8, 2000 (Filed as Exhibit 4.7 to Form 10, filed May 12, 2000).
*10.5	Form of 1998 Stock Option Plan Rights Termination Letter of Officer to Agree Not to Claim Any Right of Adjustment dated February 8, 2000 (Filed as Exhibit 4.8 to Form 10 filed May 12, 2000).
*10.6	Form of 1998 Stock Option Plan Rights Termination Letter Agreement of Officer to Agree Not to Exercise Options dated February 8, 2000 (Filed as Exhibit 4.9 to Form 10 filed May 12, 2000).
*10.7	Form of 1998 Stock Option Plan Reinstatement and Adjustment Letter for Employees dated December 19, 2000 (Filed as Exhibit 10.17 to Annual Report on Form 10-K filed April 2, 2001).
*10.8	Form of Release and Indemnity Agreement between GlobalSCAPE, Inc. and Employees dated December 19, 2000 (Filed as Exhibit 10.18 to Form 10-K filed April 2, 2001).

- *10.9 Form of Incentive Stock Option Agreement under GlobalSCAPE, Inc. 2000 Stock Option Plan (Filed as Exhibit 10.21 to Form 10-K filed April 1, 2002).
- *10.10 Form of Non-Qualified Stock Option Agreement under the GlobalSCAPE, Inc. 2000 Stock Option Plan (Filed as Exhibit 10.2 to Form 10-Q filed November 13, 2006)
- *10.11 GlobalSCAPE, Inc. 2006 Non-Employee Directors Long-Term Equity Incentive Plan (Filed as Exhibit 10.1 to Form 8-K filed June 5, 2007).
- *10.12 Form of Non-Statutory Stock Option Agreement under GlobalSCAPE, Inc. 2006 Non-Employee Directors Long-Term Equity Incentive Plan (Filed as Exhibit 10.1 to Form 10-Q filed November 14, 2007).
- *10.13 Form of Employment Agreement for Executive Officers at Vice President-level and above (Filed as Exhibit 10.1 to Form 8-K filed August 19, 2009).
- *10.14 GlobalSCAPE, Inc. 2010 Employee Long Term Equity Incentive Plan dated June 3, 2010 (Filed as Appendix A to the Definitive Proxy Statement filed April 22, 2010).
- *10.15 Form of Non-Qualified Stock Option Agreement under GlobalSCAPE, Inc. 2010 Employee Long-Term Equity Incentive Plan dated June 3, 2010 (Filed as Exhibit 10.1 to Form 8-K filed on February 10, 2015).
- *10.16 Form of Employment Agreement dated as of April 1, 2015 by and between GlobalSCAPE and each of Matthew C. Goulet and James W. Albrecht, Jr. (Filed as Exhibit 10.1 to Form 8-K filed on April 1, 2015).
- 10.17 Form of Indemnification Agreement by and between GlobalSCAPE and each of its directors and named executive officers (Filed as Exhibit 10.1 to Form 8-K filed on May 14, 2015).
- *10.18 GlobalSCAPE, Inc. 2015 Non-Employee Directors Long-Term Equity Incentive Plan (Filed as Appendix A to the Definitive Proxy Statement filed April 2, 2015).
- *10.19 Form of Restricted Stock Award Agreement pursuant to the GlobalSCAPE, Inc. 2015 Non-Employee Directors Long-Term Equity Incentive Plan (Filed as Exhibit 10.2 to Form 8-K filed on May 14, 2015).
- *10.20 Form of Incentive Stock Option Agreement GlobalSCAPE, Inc. 2010 Employee Long-Term Equity Incentive Plan dated June 3, 2010 (Filed as Exhibit 10.1 to Form 8-K filed on February 4, 2016).
- 10.21 Stock Purchase Agreement dated January 9, 2017 by and between Thomas H Brown, David L. Mann and 210 Capital LLC (filed as Exhibit 10.1 to Form 8-K filed January 9, 2017).
- *10.22 Employment Agreement between the Company and Peter S. Merkulov, dated as of October 18, 2017 (filed as Exhibit (d)(2) to Schedule TO-I filed August 22, 2018).
- *10.23 Employment Agreement between the Company and Michael P. Canavan, dated as of July 10, 2017 (filed as Exhibit (d)(3) to Schedule TO-I filed August 22, 2018).
- *10.24 Employment Agreement between the Company and David C. Mello, dated as of September 18, 2017 (filed as Exhibit (d)(4) to Schedule TO-I filed August 22, 2018).
- 10.25 Severance Agreement and Release of Claims, effective as of August 28, 2018, by and between the Company and Peter Merkulov (filed as Exhibit 10.1 to Form 8-K filed September 4, 2018).
- *10.26 GlobalSCAPE, Inc. 2016 Employee Long-Term Equity Incentive Plan (filed as Annex A to Schedule 14A, filed March 31, 2017).
- *10.27 Amendment to 2016 Employee Long-Term Equity Incentive Plan (filed as Exhibit 10.1 to Form 8-K filed October 31, 2018).
- 14.1 Code of Ethics (Filed as Exhibit 14.1 to Form 10-K filed March 27, 2008).
- 21.1 Subsidiaries of GlobalSCAPE, Inc. (Filed as Exhibit 21.1 to Form 10-K filed March 29, 2012).

- 23.1 Consent of Weaver and Tidwell, L.L.P. (Filed herewith).
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
- 32.1 Certification of Chief Executive and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith)
- 101 Interactive Data File.

* Management Compensatory Plan or Agreement

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in San Antonio, Texas on March 18, 2019.

GlobalSCAPE, Inc.

By: /s/ Matthew C. Goulet
Matthew C. Goulet
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated on March 18, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Matthew C. Goulet</u> Matthew C. Goulet	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Karen J. Young</u> Karen J. Young	Chief Financial Officer (Principal Finance and Accounting Officer)
<u>/s/ Robert H. Alpert</u> Robert H. Alpert	Director, Chairman
<u>/s/ David L. Mann</u> David L. Mann	Director
<u>/s/ Frank M. Morgan</u> Frank M. Morgan	Director
<u>/s/ Dr. Thomas E. Hicks</u> Dr. Thomas E. Hicks	Director
<u>/s/ C. Clark Webb</u> C. Clark Webb	Director

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (No. 333-61180, No. 333-61160, No. 333-145771, No. 333-168871, No. 333-204163, and No. 333-226758) on Form S-8 of GlobalSCAPE, Inc., of our reports dated March 18, 2019, relating to our audits of the consolidated financial statements and the effectiveness of internal control over financial reporting, which appear in this Annual Report on Form 10-K of GlobalSCAPE, Inc. for the year ended December 31, 2018.

/s/ WEAVER AND TIDWELL LLP
Austin, Texas
March 18, 2019

CERTIFICATIONS

I, Matthew C. Goulet, certify that:

1. I have reviewed this annual report on Form 10-K of GlobalSCAPE, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/Matthew C. Goulet

Matthew C. Goulet

President and Chief Executive Officer

CERTIFICATIONS

I, Karen J. Young, certify that:

1. I have reviewed this annual report on Form 10-K of GlobalSCAPE, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

/s/Karen J. Young

Karen J. Young
Chief Financial Officer

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of GlobalSCAPE, Inc. on Form 10-K for the period ending December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Matthew C. Goulet, Chief Executive Officer and Karen J. Young, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;
and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of GlobalSCAPE, Inc.

March 18, 2019

/s/ Matthew C. Goulet

Matthew C. Goulet
President and Chief Executive Officer

/s/ Karen J. Young

Karen J. Young
Chief Financial Officer