

VIEWPOINT CORP
Form 8-K
November 19, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
November 14, 2007

VIEWPOINT CORPORATION
(Exact name of registrant as specified in its charter)

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|---|--|---|
| <u>Delaware</u> (state or other jurisdiction of incorporation) | <u>0-27168</u> (Commission File Number) | <u>95-4102687</u> (I.R.S. Employer Identification No.) |
|---|--|---|

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|---|----------------------------|
| <u>498 Seventh Avenue, Suite 1810, New York, NY</u> (Address of principal executive offices) | <u>10018</u> (Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code (212) 201-0800

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 14, 2007, the Board of Directors of Viewpoint Corporation approved an amendment to the Bylaws to amend Article II, Section 2.5(b) with respect to advance notice of stockholder nominees and stockholder business.

A copy of the Amended Bylaws of Viewpoint Corporation is attached as Exhibit 3.2 to this Current Report on Form 8-K.

Item 9.01 Exhibits

(c) Exhibits

3.2 Amended Bylaws of Viewpoint Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIEWPOINT CORPORATION

/s/ Andrew J. Graf
Andrew J. Graf
Secretary, EVP and General Counsel

Dated: November 19, 2007
