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VIEWPOINT CORP/NY/  
Form 8-K  
January 02, 2003

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)  
December 31, 2002

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

Delaware  
(state or other juris-  
diction of incorporation)

0-27168  
(Commission  
File Number)

95-4102687  
(I.R.S. Employer  
Identification No.)

498 Seventh Avenue, Suite 1810, New York, NY  
(Address of principal executive offices)

10018  
(Zip Code)

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

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

ITEM 5. OTHER EVENTS.

Viewpoint Corporation closed a private placement of convertible notes and warrants with three institutional investors on December 31, 2002. For a complete description of the transaction, reference is made to the Securities Purchase Agreement, Form of Initial Convertible Note, Form of Subsequent/Additional Convertible Note, Form of Initial Warrant, Form of Subsequent/Additional Warrant, Registration Rights Agreement and Pledge Agreement attached hereto as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5, 10.6 and 10.7.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The following exhibits are filed herewith:

10.1. Securities Purchase Agreement, dated as of December 31, 2002, by and among Viewpoint Corporation and the Buyers

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- named therein.
- 10.2 Form of Initial 4.95% Convertible Note of Viewpoint Corporation.
  - 10.3 Form of Subsequent/Additional 4.95% Convertible Note of Viewpoint Corporation.
  - 10.4 Form of Initial Warrant for Common Stock of Viewpoint Corporation.
  - 10.5 Form of Subsequent/Additional Warrant for Common Stock of Viewpoint Corporation.
  - 10.6 Registration Rights Agreement, dated as of December 31, 2002, by and among Viewpoint Corporation and the Buyers named therein.
  - 10.7 Pledge Agreement, dated as of December 31, 2002, by Viewpoint Corporation as Pledgor, in favor of Smithfield Fiduciary LLC as collateral agent, for the benefit of the holders named therein.

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/ Robert E. Rice

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Robert E. Rice  
President and Chief Executive Officer

Dated: January 2, 2003