

VIEWPOINT CORP
Form 8-K
February 16, 2006
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)

February 13, 2006

VIEWPOINT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction 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

N/A

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

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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))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(b) On February 13, 2006, Robert E. Rice tendered his resignation as a Director and Non-Executive Chairman of the Board of Directors of Viewpoint Corporation in order to pursue other activities in the interactive media industry, including investments through Tangent Capital, LLC, where he is a founding Managing Director, and the New York Angels, an early stage venture capital group. A copy of the press release announcing Mr. Rice's resignation and the appointment of Don Weatherson as Chairman is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibit is filed herewith:

Exhibit 99.1 Press Release of Viewpoint Corporation, dated February 16, 2006, entitled Viewpoint Appoints Don Weatherson as Chairman of the Board of Directors; Founder, Former CEO and Chairman Bob Rice Resigns from Board of Directors

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/ William H. Mitchell
William H. Mitchell
Chief Financial Officer

Dated: February 16, 2006