

VIEWPOINT CORP  
Form 8-K  
November 17, 2006

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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, 2006

VIEWPOINT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(state or other jurisdiction of incorporation)

498 Seventh Avenue, Suite 1810, New York, NY

(Address of principal executive offices)

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

0-27168

(Commission File Number)

95-4102687

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

10018

(Zip Code)

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 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 14, 2006, the stockholders of Viewpoint Corporation approved an Amendment to the Restated Certificate of Incorporation to increase the authorized number of shares of Common Stock from one hundred million (100,000,000) shares to one hundred fifty million (150,000,000) shares.

A copy of the Certificate of Amendment of Restated Certificate of Incorporation is attached as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment of Restated Certificate of Incorporation

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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*

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Andrew J. Graf  
General Counsel and Secretary

Dated: November 17, 2006

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