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VIEWPOINT CORP/NY/  
Form 8-K  
March 27, 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)  
March 26, 2003

VIEWPOINT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	0-27168	95-4102687
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(state or other juris- diction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
 498 Seventh Avenue, Suite 1810, New York, NY		10018
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(Address of principal executive offices)		(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 subordinated notes and common stock with three investors on March 26, 2003. For a complete description of the transaction, reference is made to the Securities Purchase Agreement, Form of Subordinated Note and Registration Rights Agreement attached hereto as Exhibits 10.1, 10.2 and 10.3.

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 March 26, 2003, by and among Viewpoint Corporation and the Purchasers named therein.
- 10.2 Form of 4.95% Subordinated Note of Viewpoint Corporation.
- 10.3 Registration Rights Agreement, dated as March 26, 2003, by and among Viewpoint Corporation and the Purchasers named therein.

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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/ Robert E. Rice

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Robert E. Rice

President and Chief Executive Officer

Dated: March 26, 2003