

VIEWPOINT CORP  
Form DEF 14A  
May 02, 2005

Information required in proxy statement.  
Schedule 14A Information  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  [ X ]

Filed by a party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

[ X ] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

VIEWPOINT CORPORATION

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[ X ] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.

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(3) Filing Party:

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(4) Date Filed:

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**Viewpoint Corporation**  
**498 Seventh Avenue**  
**New York, New York 10018**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held June 22, 2005**

Dear Stockholders:

The Annual Meeting of Stockholders of VIEWPOINT CORPORATION, will be held on Wednesday, June 22, 2005, at 10:00 a.m., local time, at the Sheraton New York Hotel and Towers, 811 Seventh Avenue, 3rd Floor, New York, NY, for the following purposes:

1. To elect eight directors to serve for the ensuing year and until their successors are duly elected and qualified.
  2. To ratify the selection of PricewaterhouseCoopers LLP as independent accountants for the Company for the 2005 fiscal year.
  3. To transact such other business as may properly come before the meeting or any adjournment thereof.
- Only stockholders of record at the close of business on April 27, 2005 are entitled to vote at the Annual Meeting.

A list of stockholders eligible to vote at the meeting will be available for review at Viewpoint's headquarters during regular business hours for ten days prior to the meeting for any purpose related to the meeting.

All stockholders are cordially invited to attend the meeting in person. If you cannot attend the meeting, we urge you to vote by telephone (toll-free) or by using the Internet as instructed on the enclosed proxy card or by mailing the proxy card in the enclosed postage-paid envelope. Any stockholder attending the meeting may vote in person even if he or she has returned a proxy card or voted via the Internet or telephone.

Sincerely yours,  
BRIAN J. O'DONOGHUE  
*General Counsel and Secretary*

New York, New York  
May 2, 2005

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**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED, OR VOTE VIA THE INTERNET OR TELEPHONE.**

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**PROXY STATEMENT  
FOR  
ANNUAL MEETING OF STOCKHOLDERS  
June 22, 2005**

**INFORMATION CONCERNING SOLICITATION AND VOTING**

The enclosed proxy is solicited on behalf of the Board of Directors of Viewpoint Corporation (the "Company") for use at the Annual Meeting of Stockholders to be held on Wednesday, June 22, 2005 at 10:00 a.m., local time, or at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the Sheraton New York Hotel and Towers, 811 Seventh Avenue, 3rd Floor, New York, NY.

These proxy solicitation materials and the Company's Annual Report to Stockholders for the year ended December 31, 2004, including financial statements, are being mailed on or about May 2, 2005 to all stockholders entitled to vote at the Annual Meeting.

**Record Date and Voting Securities**

Stockholders of record at the close of business on April 27, 2005 are entitled to notice of and to vote at the meeting. Each stockholder is entitled to one vote for each share of common stock on all matters presented at the meeting. Stockholders do not have the right to cumulative voting in the election of directors. On April 27, 2005, 57,931,669 shares of common stock, \$0.001 par value, of the Company were issued and outstanding.

If your shares are registered directly in your name with our transfer agent, Equiserve Trust Company, N.A., you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote in person at the meeting. If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you by the nominee together with a voting instruction card. As the beneficial owner, you are also invited to attend the annual meeting. However, since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the broker, trustee, or nominee that holds your shares, giving you the right to vote the shares at the meeting.

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use, whether the proxy was given by telephone, via the Internet or by proxy card. The proxy may be revoked by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date, or by making an authorized Internet or telephone communication on a later date in accordance with the instructions on the enclosed proxy card. It may also be revoked by attendance at the meeting and voting in person.

**Voting and Solicitation**

Proxies properly given and not revoked will be voted in accordance with the specifications made. Where no specifications are given, such proxies will be voted as the management of the Company may propose. If any matter not described in this proxy statement is properly presented for action at the meeting, the persons named in the enclosed form of proxy will have discretionary authority to vote according to their best judgment.

The cost of soliciting proxies will be borne by the Company. The Company may also reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Proxies may also be solicited by certain of



the Company's directors, officers, and employees, without additional compensation, personally or by telephone or telegram.

### **Quorum; Required Votes; Abstentions; Broker Non-Votes**

The required quorum for the transactions of business being voted on at this year's Annual Meeting is a majority of the votes eligible to be cast by holders of shares of common stock issued and outstanding on the record date. Shares that are voted "FOR," "AGAINST," "WITHHELD" or "ABSTAIN" are treated as being present at the meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Annual Meeting with respect to such matter. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner. Broker non-votes are treated as being present at the meeting for purposes of establishing a quorum.

With respect to the election of directors, Delaware law requires the affirmative vote of the holders of a plurality of the common stock present and entitled to vote on the election of directors at the Annual Meeting. Therefore, for purposes of the election of directors, abstentions will have no effect on the outcome of the vote.

The affirmative vote of a majority of the votes cast is required to adopt all other proposals being voted on at this year's Annual Meeting.

Although there is no definitive statutory or case law authority in Delaware as to the proper treatment of abstentions, the Company believes that abstentions should be counted for purposes of determining the total number of votes cast with respect to a proposal (other than the election of directors). In the absence of controlling precedent to the contrary, the Company intends to treat abstentions in this manner. Accordingly, abstentions will have the same effect as a vote against the proposal.

The Delaware Supreme Court has held that, while broker non-votes should be counted for purposes of determining the presence or absence of a quorum for the transaction of business, broker non-votes should not be counted for purposes of determining the number of votes cast with respect to the particular proposal on which the broker has expressly not voted. The Company intends to treat broker non-votes in a manner consistent with this holding. Thus, a broker non-vote will not affect the outcome of the voting on any of the proposals at the Annual Meeting.

### **Ownership of Securities by Certain Beneficial Owners**

The following table sets forth certain information as of April 27, 2005 regarding the only persons known by the Company to own, directly or indirectly, more than five percent of the Company's common stock. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable.

Name and Address of Beneficial Owner	Number of Shares	Percentage of Class(1)
The Clark Estates One Rockefeller Plaza, 31st Floor New York, NY 10020 Kevin S. Moore, Stephen Duff(2)	6,828,402	11.79
RS Investment Management Co. LLC 388 Market Street, Suite 200 San Francisco, CA 94111-5312(3)	4,044,610	6.98
	3,095,548	5.32

James E. Crabbe  
1305 SW Myrtle Court  
Portland, OR 97201(5)

EagleRock Capital Management LLC  
551 Fifth Avenue, 34th Floor  
New York, NY 10176(4)

3,068,047

5.30

*(footnotes on next page)*

*(footnotes from previous page)*

- (1) Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person, if any, that are currently exercisable or exercisable within 60 days of April 27, 2005 are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name. Percentage ownership is based on 57,931,669 shares of Common Stock outstanding on April 27, 2005.
- (2) These shares of the Company's Common Stock include (i) 553,400 shares acquired by The Clark Estates, Inc, a New York corporation, and (ii) 6,275,002 shares acquired in private placements by Federal Partners, L.P., a limited partnership, the general partner of which is Ninth Floor Corporation. The Clark Estates, Inc. provides management and administrative services to Federal Partners, L.P. and has the sole power to vote or to direct the vote and to dispose of or direct the disposition of all the shares. Mr. Moore is the President and a director of The Clark Estates, Inc. Stephen Duff is a Director of the Company, the Chief Investment Officer of The Clark Estates, Inc., and the Treasurer of Ninth Floor Corporation. Mr. Duff owns a small limited partnership interest in Federal Partners, L.P. and disclaims beneficial ownership of all but 6,223 of the shares listed in this table.
- (3) RS Investment Management Co. LLC is the parent company of registered investment advisers whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No individual client's holdings of the Stock, except for RS Diversified Growth, are more than five percent of the outstanding Stock. RS Investment Management, L.P. is a registered investment adviser, a managing member of registered investment advisers, and the investment adviser to RS Diversified Growth Fund, a registered investment company. RS Investment Management Co. LLC is the General Partner of RS Investment Management, L.P. George R. Hecht is a control person of RS Investment Management Co. LLC and RS Investment Management, L.P. This information is provided pursuant to Schedule 13G and is as of February 14, 2005.
- (4) EagleRock Capital Management, LLC ("EagleRock Management") is the investment manager of EagleRock Master Fund, LP. Mr. Nader Tavakoli is the manager of EagleRock Management. The foregoing should not be deemed an admission that EagleRock Management or Mr. Nader Tavakoli is the beneficial owner of the securities held for the account of EagleRock Master Fund, LP. This information is provided pursuant to Form S-3/A and is as of April 14, 2005.
- (5) These shares of the Company's Common Stock include (i) 2,730,000 shares beneficially owned by the James E. Crabbe Revocable Trust, of which Mr. Crabbe is the trustee, (ii) 200,500 shares beneficially owned by the Phileo Foundation, of which Mr. Crabbe has investment discretion, (iii) 150,000 shares beneficially owned by the James E. Crabbe IRA, of which Mr. Crabbe has investment discretion, and (iv) 14,948 shares which Mr. Crabbe has the right to acquire under the terms of an option granted to Mr. Crabbe in connection with his services as a director of the Company.

**Ownership of Securities by Management**

The following table sets forth information with respect to the beneficial ownership of the Company's Common Stock, as of April 27, 2005, by the Company's directors, nominees for election, Named Executive Officers, and all directors and executive officers as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable.





Name	Number of Shares	Vested Options(1)	Common Stock and Vested Options	Percentage of Class(2)
Jay S. Amato	—	1,425,000	1,425,000	2.40%
Thomas Bennett	—	34,792	34,792	0.06%
James E. Crabbe	3,080,600	14,948	3,095,548	5.30%
Stephen Duff(3)	—	14,219	14,219	0.02%
Samuel H. Jones, Jr.	940,055	208,542	1,148,597	1.98%
William H. Mitchell	—	520,833	520,833	0.89%
Brian O'Donoghue	—	946,667	946,667	1.61%
Denis Raney	—	16,667	16,667	0.03%
Robert Rice	—	2,217,998	2,217,998	3.69%
Patrick Vogt	—	31,042	31,042	0.05%
All directors and executive officers as a group (10 persons)	4,020,655	4,005,708	8,026,323	12.96%
All directors and executive officers and the Clark Estates, Inc. and Federal Partners L.P.	10,295,657	4,005,708	14,301,365	23.09%

- (1) Represents shares issuable upon exercise of options to purchase Company Common Stock that are exercisable within 60 days of April 27, 2005.
- (2) Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable or exercisable within 60 days of April 27, 2005 are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name. Percentage ownership is based on 57,931,669 shares of Common Stock outstanding on April 27, 2005.
- (3) Mr. Duff is a director of the Company, the Chief Investment Officer of The Clark Estates, Inc., and the Treasurer of Ninth Floor Corporation. Mr. Duff owns a small limited partnership interest in Federal Partners, L.P., the general partner of which is Ninth Floor Corporation. The Clark Estates, Inc. owns 553,400 shares of Company common stock and Federal Partners, L.P., owns 6,275,002 shares of Company common stock which it acquired in private placements in 2003. The Clark Estates, Inc. provides management and administrative services to Federal Partners, L.P. and has the sole power to vote or to direct the vote and to dispose of or direct the disposition of all the shares owned by The Clark Estates, Inc. and Federal Partners, L.P. Mr. Duff disclaims beneficial ownership of all shares owned by The Clark Estates, Inc. and Federal Partners, L.P. other than 6,223 shares over which Mr. Duff has beneficial ownership through his limited partnership interest in Federal Partners, L.P.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, certain officers, and persons who own more than ten percent of a registered class of the Company's securities, to file with the SEC reports of ownership and changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater-than ten percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, the

Company believes that during the year ended December 31, 2004, its officers, directors and greater-than ten percent stockholders complied with all Section 16(a) filing requirements.

**PROPOSAL ONE:  
ELECTION OF DIRECTORS**

**Nominees**

Unless otherwise specified, all proxies received will be voted in favor of the election of the persons named below as directors of the Company. If any nominee of the Company is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for the nominee designated by the present Board of Directors to fill the vacancy. It is not expected that any nominee will be unable or will decline to serve as a director. The term of office of each person elected as a director will continue until the next Annual Meeting or until a successor has been elected and qualified.

All of the nominees are current members of the Board of Directors.

There is no family relationship among any directors or executive officers of the Company.

**Nominees for Election as Directors**

Name	Principal Occupation during last five years	Age	Director Since
Jerry S. Amato	Mr. Amato has been Chief Executive Officer of the Company since August 2003. From July 1995 through September 1998, Mr. Amato served as President and Chief Operating Officer of Vanstar Corporation, a leading provider of services and products designed to build, manage and enhance personal computer network infrastructures with 1998 revenues exceeding \$2.8 billion. From September 1998 until joining the Company in August 2003, Mr. Amato served as a principal of the Flatiron Group in New York, a business strategy and planning advisory service. In March 1998, Mr. Amato led the formation of Technology Access Action Coalition/ACT, a Washington-based organization promoting innovation and growth in the technology sector, and served as its Chairman until November 1999.	45	2003
Thomas Bennett	Mr. Bennett is a partner of OnDemand Partners, a consulting and advisory firm. Mr. Bennett was employed by Computer Associates International, Inc. from 1988 to 2004, serving as its Senior Vice President of Business Development from April 1997 through September 2004. On February 8, 2000, he became a director of Metastream Corporation, a subsidiary of the Company formed in June 1999 which merged with the Company in November 2000.	49	2000
James E. Crabbe	Mr. Crabbe served as President of the Crabbe Huson Group, Inc., a registered investment advisor, from 1980 until the time of its sale to Liberty Financial Services, Inc. in 1998. Crabbe Huson had over \$5.5 billion in assets under management at the time of its sale to Liberty Financial. Mr. Crabbe remained an employee of Liberty until 2000. Mr. Crabbe is currently chairman of the board of directors of VendingData Corporation, a company in the business of designing and manufacturing machines used in the gambling industry.	59	2003

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Name	Principal Occupation during last five years	Age	Director Since
Stephen Duff	Mr. Duff is the Chief Investment Officer of The Clark Estates, Inc. Prior to joining The Clark Estates in 1995, Mr. Duff was a Vice President of The Portfolio Group, a subsidiary of the Chemical Banking Corporation. Mr. Duff serves on the Board of the Clara Welch Thanksgiving Home, Inc., a non-profit elderly care facility in Cooperstown, New York and OptoGeneric Devices, a private company in VanHornesville, NY.	41	2003
Samuel H. Jones, Jr.	Mr. Jones has been President of S-J Venture Capital Company since 1991. Mr. Jones founded S-J Transportation Company, an industrial waste transportation company, in 1971 and served as its President until 2002.	71	1992
Dennis R. Raney	Dennis R. Raney served as Chief Financial Officer at eOne Global from 2001 to 2003. Prior to that position, he served as Executive Vice President and Chief Financial Officer at Novell Incorporated from 1998 to 2001. He began his career at Hewlett-Packard in 1970 where he rose through the ranks to become Chief Financial Officer for Intercontinental Operations and then European Operations, based in various locations including Singapore and Geneva. Following Hewlett-Packard, he was Chief Financial Officer for Bristol-Myers Squibb's Pharmaceutical Group then served as CFO for General Magic, California Microwave and QAD Incorporated before joining Novell. Mr. Raney currently serves on three other public company boards: Easylink Services Corporation, Inc., Equinix, Inc., and Ultratech, Inc.	62	2004
Robert E. Rice	Mr. Rice served as President and Chief Executive Officer from April 2000 until August 2003. Mr. Rice currently serves as Executive Chairman of the Board of Directors and, in this capacity, is an executive officer of Viewpoint. Mr. Rice joined the Company in 1997 upon the Company's acquisition of Real Time Geometry, a company Mr. Rice co-founded in 1995. Mr. Rice served as Vice President of Strategic Affairs at the Company from 1997 until September 1999. He was the President and director of Metastream Corporation, a subsidiary of the Company, from its formation in June 1999 until its merger with and into the Company in November 2000. Before founding Real Time Geometry, Mr. Rice was a partner at the law firm of Milbank, Tweed, Hadley and McCloy LLP, where he advised on various corporate, tax, and intellectual property issues.	50	2000

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Name	Principal Occupation during last five years	Age	Director Since
Patrick Vogt	<p>Patrick Vogt is Senior Vice President and Senior General Manager of Sony eSolutions Company LLC. His team is responsible for Internet Properties Management, Direct Marketing, and Sales across all customer segments. Other responsibilities include Global Contact Center Governance, the eCommerce and Contact Center platform (supporting all distribution channels), and P&amp;L management for Sony's entire direct business. From 2001 to 2003, Mr. Vogt was Vice President of Compaq Computer's eBusiness Group &amp; Software and Peripherals Group, where his team managed all direct marketing activities and the direct on-line business for the Americas region. From 1999 to 2001, Mr. Vogt was General Manager of the Aftermarket Sales Division and Dell Online for Dell Computer Corporation. Mr. Vogt received a Bachelor of Science degree from the State University of New York and has an MBA from Iona College, Hagen School of Business, with a</p>	41	2004

concentration in  
Marketing.

**Recommendation of the Board of Directors**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” THE NOMINEES SET FORTH ABOVE.**

**Independence of Directors**

The Board of Directors has determined that the majority of the Board of Directors is comprised of “independent directors” within the meaning of applicable Nasdaq listing standards. The Company's independent directors include: Messrs. Bennett, Crabbe, Duff, Jones, Raney, and Vogt.

**Board of Directors Meetings and Committees**

The Board of Directors of the Company held eight meetings in 2004. Each director attended at least 87% of the meetings held during fiscal year 2004.

The Board of Directors has an audit committee (the “Audit Committee”) which currently consists of Dennis Raney, serving as Chairman, James E. Crabbe, and Samuel H. Jones, Jr. Mr. Bennett served on the Audit Committee from his appointment to the Board of Directors in November 2000 until February 24, 2004, the date on which Mr. Bennett was appointed to the Nominating Committee of the Board of Directors (described below).

The Audit Committee held six meetings during fiscal year 2004. Each director who served on the Audit Committee during fiscal year 2004 attended all of the meetings of the Audit Committee held during his tenure.

The Audit Committee's role includes the oversight of our financial, accounting and reporting processes, our system of internal accounting and financial controls and our compliance with related legal and regulatory requirements, the appointment, engagement, termination and oversight of our independent auditors, including conducting a review of their work, reviewing and pre-approving any audit and non-audit services that may be performed by them, reviewing with management and our independent auditors the adequacy of our internal financial controls, and reviewing our critical accounting policies and the application of accounting principles.

Each member of the Audit Committee meets the independence criteria prescribed by applicable law and the rules of the Securities and Exchange Commission (the “SEC”) for audit committee

membership. Each member is an “independent director” within the meaning of applicable Nasdaq listing standards and each member meets Nasdaq's financial knowledge requirements. The Board of Directors has further determined that Mr. Raney is an “audit committee financial expert” as such term is defined in Item 401(h) of Regulation S-K promulgated by the SEC and that Mr. Raney meets Nasdaq's professional experience requirements. The Audit Committee operates pursuant to a written charter, which complies with the applicable provisions of the Sarbanes-Oxley Act of 2002 and related rules of the SEC and the Nasdaq. A copy of the Audit Committee charter can be found in the Investor Relations section of our website at [www.viewpoint.com](http://www.viewpoint.com).

The Board of Directors has a compensation committee (the “Compensation Committee”) which consists of Samuel H. Jones, Jr. and Thomas Bennett. Mr. Crabbe served on the Compensation Committee from his appointment to the Board of Directors in March 2003 through February 24, 2004, on which date Mr. Crabbe became a member of the Company's newly-formed Nominating Committee.

The Compensation Committee's primary function is to develop and monitor compensation arrangements for the officers and directors of the Company, and monitor stock option activity for the Company. The Compensation Committee held two meetings in 2004 and acted once by unanimous written consent. Each member of the Compensation Committee attended each meeting held during his tenure.

The Board of Directors has a nominating committee (the “Nominating Committee”) which consists of Messrs. Bennett, Crabbe, and Duff. The Nominating Committee's primary purpose is to evaluate candidates for membership on the Board, make recommendations to the Board regarding candidates, and make recommendations with respect to the composition of the Board and the committees thereof. The members of the Nominating Committee are all independent directors within the meaning of applicable Nasdaq listing standards. The Nominating Committee operates pursuant to a written charter, a copy of which can be found in the Investor Relations section of our website at [www.viewpoint.com](http://www.viewpoint.com).

In carrying out its function to nominate candidates for election to the Board, the Nominating Committee considers the mix of skills, experience, character, commitment, and diversity of background, all in the context of the requirements of the Board at that point in time. The Nominating Committee believes that each candidate should be an individual who has demonstrated integrity and ethics in such candidate's personal and professional life, have an understanding of elements relevant to the success of a publicly-traded company and have established a record of professional accomplishment in such candidate's chosen field. Each candidate should be prepared to participate fully in Board activities, including attendance at, and active participation in, meetings of the Board, and not have other personal or professional commitments that would, in the Nominating Committee's judgment, interfere with or limit such candidate's ability to do so. Each candidate should also be prepared to represent the best interests of all of Viewpoint's stockholders and not just one particular constituency. Additionally, in determining whether to recommend a director for re-election, the Nominating Committee also considers the director's past attendance at Board and Committee meetings and participation in and contributions to the activities of the Board. The Nominating Committee has no stated specific, minimum qualifications that must be met by a candidate for a position on the Board. The Nominating Committee does, however, believe it appropriate for at least one member of the Board to meet the criteria for an “audit committee financial expert” as defined by SEC rules, and that a majority of the members of the Board meet the definition of “independent director” within the meaning of applicable Nasdaq listing standards.

The Nominating Committee's method for identifying candidates for election to the Board (other than those proposed by Viewpoint's stockholders, as discussed below) include the solicitation of ideas for possible candidates from a number of sources: members of the Board; our executives; individuals personally known to the members of the Board; and other research, including database and Internet searches. The Nominating Committee may also from time to time retain one or more third-party search firms to identify suitable candidates.

The Nominating Committee will consider candidates for director recommended by stockholders. Stockholders wishing to recommend candidates for the Nominating Committee's consideration should contact the Nominating



Committee by postal mail addressed to Viewpoint Corporation, 498 Seventh Avenue, New York, N.Y. 10018,  
Attention: Nominating Committee.

Any stockholder may nominate one or more persons for election as a director of the Company at an annual meeting of stockholders if the stockholder complies with the notice, information and consent provisions contained in the Company's Bylaws. In addition, the notice must include any other information required pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. In order for the director nomination to be timely submitted for the annual meeting of stockholders to be held in 2006, a stockholder's notice to the Company's Secretary must be delivered to Viewpoint's principal executive offices no later than February 22, 2005.

The Nominating Committee will consider all candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria.

Messrs. Amato, Crabbe, Duff, Jones, Raney, and Rice attended the 2004 annual meeting of stockholders. The Company does not have a policy regarding board members' attendance at annual meetings of stockholders.

### **Communication with the Board of Directors**

Any stockholder who desires to contact our Board or specific members of our Board may do so electronically by sending an e-mail to the following address: [directors@viewpoint.com](mailto:directors@viewpoint.com). Alternatively, a stockholder can contact our Board or specific members of our Board by writing to: Viewpoint Corporation, 498 Seventh Avenue, New York, NY 10018, to the attention of the Board of Directors or the specific member of the Board, as the case may be.

### **Report of the Audit Committee**

The members of the Audit Committee are all independent directors who are qualified for service under the NASD listing standards. The Audit Committee acts under a written charter, a copy of which can be found in the Investor Relations section of our website at [www.viewpoint.com](http://www.viewpoint.com).

The role of the Audit Committee is to assist the Board of Directors in its oversight of the Company's financial reporting process. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with auditing standards generally accepted in the United States and issuing a report thereon.

In the performance of its oversight function, the Audit Committee reviewed and discussed with management and the independent auditors the Company's audited financial statements. The Audit Committee also discussed with the independent auditors the matters required by Statement on Auditing Standards No. 61 relating to communication with audit committees. In addition, the Audit Committee received from the independent auditors the written disclosures and letter required by Independence Standards Board Standard No. 1 relating to independence discussions with audit committees, the Audit Committee discussed with the independent auditors that firm's independence, and considered whether the independent auditor's provision of non-audit services to the Company is compatible with maintaining the auditor's independence.

The Audit Committee discussed with the Company's independent auditors the overall scope and plans for their audits. The Audit Committee meets with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's 2004 Annual Report on Form 10-K for the fiscal year ended December 31, 2004 for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE  
DENNIS RANEY, *Chairperson*  
JAMES E. CRABBE  
SAMUEL H. JONES, JR.

## **Principal Accountant Fees and Services**

### ***Audit and Audit Related Fees***

The aggregate fees billed by the Company's principal accounting firm, PricewaterhouseCoopers LLP, for professional services rendered for the audit of the annual financial statements for the fiscal years ended December 31, 2004 and 2003 and review of the financial statements included in the Forms 10-Q for those years were approximately \$506,000, and \$233,000, respectively. Audit related fees for the year ended December 31, 2004, which was comprised of fees for the audit of the Company's 401k Plan, amounted to \$20,000. Audit related fees for the year ended December 31, 2003 amounted to \$223,000. Approximately \$19,000 of these fees were incurred for the audit of the Company's 401k Plan and the remaining \$204,000 of these fees related primarily to assistance in responding to comments of the SEC in connection with the SEC's review of the Company's registration statement filings.

### ***Tax Fees***

The aggregate fees billed by PricewaterhouseCoopers LLP for services rendered to the Company for tax compliance, tax advice, and tax planning, for the fiscal years ended December 31, 2004 and 2003 were approximately \$30,000 and \$24,000, respectively.

### ***All Other Fees***

The aggregate fees billed by PricewaterhouseCoopers LLP for services rendered to the Company, other than services described above under audit fees or tax fees, for the fiscal years ended December 31, 2004 and 2003 were approximately \$2,000 each. The Audit Committee determined that the provision of the services described under this caption All Other Fees is compatible with maintaining the independence of PricewaterhouseCoopers LLP.

## **Pre-Approval Policies and Procedures**

The Audit Committee reviews on a periodic basis all audit and non-audit services to be performed by the Company's independent auditors. All audit and non-audit services are pre-approved by the Audit Committee, which considers, among other things, the possible effect of the performance of such services on the auditor's independence. The Audit Committee has considered the role of PricewaterhouseCoopers LLP in providing services to the Company for the fiscal year ended December 31, 2004 and has concluded that such services are compatible with its independence as the Company's auditors. The Audit Committee has established pre-approval policies and procedures pursuant to which all services will be rendered by the independent auditors in the future. All of the services performed in connection with the fees detailed above were approved by the Audit Committee.

## **Compensation of Directors**

The Company compensates each of its non-employee directors, other than Mr. Raney, as follows: each non-employee director is paid (i) \$2,500 at the end of each fiscal quarter in which he or she is a director, (ii) \$1,000 for each regular Board meeting he or she attends, and (iii) \$500 for each Board committee meeting he or she attends; provided, however, that if more than one committee meeting is held on the same day or a Board meeting and one or more committee meetings are held on the same day, no more than the initial \$500 or \$1,000, as the case may be, is paid to any director for all such meetings attended by such director on such date. We paid no fees to members of the Board for meetings they attended by telephone in 2004.

The Company compensates Mr. Raney, who became a member of the Board of Directors on February 24, 2004 as follows: (i) \$5,000 at the end of each quarter for his services as a member of the Board and Chairman of the Audit Committee, (ii) \$1,500 for each meeting of the Board he attends in person, and (iii) \$750 for each meeting of the Audit Committee he attends in person. The Company pays fees to Mr. Raney for attending meetings of the Board and

meetings of the Audit Committee regardless of whether a meeting of the Board and a meeting of the Audit Committee are held on the same day.

Each non-employee director who joins the Board is automatically granted an option to purchase 20,000 shares of Common Stock on the date upon which such person first becomes a director. In the

case of Mr. Raney, the Company agreed to increase this initial option grant to an option to acquire 50,000 shares. From 1995 through January 2005, each non-employee director has also automatically received an option to purchase 5,000 shares of Common Stock on the first trading day following January 1 of each year, provided the director has been a member of the Board for at least six months. On March 8, 2005, the Board of Directors resolved to increase the number of shares subject to this automatic annual grant to 12,000. In addition, the Board of Directors resolved to issue on March 8, 2005 options to acquire 7,000 shares of Company common stock to the non-employee directors who would have been eligible to receive an option to acquire 12,000 shares if this increase had been in effect in January 2005.

The exercise price of each option granted to directors is equal to the fair market value of the Common Stock on the date of grant. The option granted to non-employee directors on the day they join the Board vests at a rate of one-eighth of the option shares upon the end of the first six-month period after the date of grant and one-forty-eighth of the remaining option shares per month thereafter, provided the optionee remains a director of the Company. The options granted to non-employee directors on the first business day of each year vests at the rate of one-half of the option shares upon the end of the first six-month period after the date of grant and one-twelfth of the remaining option shares per month thereafter, provided the optionee remains a director of the Company. Options have a term of ten years unless terminated sooner, whether upon termination of the optionee's status as a director or otherwise pursuant to the operative stock option plan.

In accordance with the compensation arrangements described above, the Company granted options to acquire 5,000 shares of Company common stock on January 3, 2005, to each of Messrs. Bennett, Crabbe, Duff, and Jones at an exercise price of \$3.06, an option to acquire 12,000 shares of Company common stock to Mr. Raney on January 3, 2005 at an exercise price of \$3.06, and options to acquire 7,000 shares of Company common stock on March 8, 2005 to each of Messrs. Bennett, Crabbe, Duff, and Jones at an exercise price of \$2.65.

### **Executive Officers**

In addition to Mr. Amato and Mr. Rice, Mr. William H. Mitchell, 47, and Mr. Brian J. O'Donoghue, 41, are Executive Officers of the Company.

**William H. Mitchell** has served as Chief Financial Officer of the Company since August 2003. From July 2002 to August 2003, Mr. Mitchell served as Chief Financial Officer of MaxWorldwide, Inc., an Internet-based provider of marketing solutions for advertisers and web publishers. From January 2001 to July 2002, Mr. Mitchell served as Chief Financial Officer for Tally Systems, Inc., a software development company. He served as Executive Vice President and Chief Financial Officer of Bigfoot Interactive, an Internet advertising company, from July 1999 to January 2001, and as Chief Operating Officer of Bigfoot International from October 1998 to July 1999. Mr. Mitchell graduated with an A.B. from Dartmouth College, MS and MS/M.B.A. degrees from Northeastern University and obtained his certified public accountant license in 1982.

**Brian J. O'Donoghue** serves as Senior Vice President of Corporate Development and General Counsel of the Company. Mr. O'Donoghue was an attorney at Milbank, Tweed, Hadley, and McCloy LLP, specializing in corporate and litigation matters from 1995 until joining the Company as General Counsel in May 2000. Mr. O'Donoghue received his Juris Doctorate from Fordham University School of Law in 1995.

### **Executive Compensation**

The following table presents certain information with respect to annual compensation and long-term compensation awarded during fiscal years 2002, 2003, and 2004 to individuals who have served as the Company's Chief Executive Officer during 2004 and its 3 other most highly compensated executive officers as of December 31, 2004 (collectively, the "Named Executive Officers").



**Summary Compensation Table**

Name and Principal Position	Year	Annual Compensation			Long-term Compensation Securities Underlying Company Options	All Other Compensation
		Salary	Bonus	Other Annual Compensation		
Jay S. Amato	2004	\$ 395,000	\$ 50,000(1)	\$ 15,000(2)	—	—
President and Chief Executive Officer	2003	157,240	—	4,369(2)	2,050,000	—
Robert Rice(3)	2004	330,000	—	18,496(2)	—	9,373(4)
Executive Chairman	2003	330,000	—	11,931(2)	925,000	9,373(4)
	2002	330,000	—	16,564(5)	—	12,953(6)
William H. Mitchell	2004	225,000	50,000	24,960(7)	—	—
Chief Financial Officer	2003	98,029	6,250	10,400(7)	550,000	—
Brian O'Donoghue	2004	200,000	25,000	—	—	—
Senior Vice President and General Counsel	2003	197,400	—	—	575,000	—
	2002	200,000	—	—	200,000	—

(1) Represents signing bonus.

(2) Represents auto allowance.

(3) Served as Chief Executive Officer until August 2003 and is currently serving as Executive Chairman of the Board of Directors.

(4) Represents payment for life insurance premiums.

(5) Represents auto allowance of \$9,660 and reimbursement in 2002 for taxes paid for life insurance premiums for 2000 and 2001 and for period beginning in April 2002 and ending in April 2003.

(6) Represents reimbursement in 2002 for life insurance premiums for 2000 and 2001 and for period beginning in April 2002 and ending in April 2003.

(7) Represents housing allowance.

**Stock Option Grants**

The Company did not grant stock options to any of the Named Executive Officers in 2004.

**Option Exercises in 2004 and Fiscal Year-End Option Values**

The following table presents information with respect to options to purchase Company common stock exercised during fiscal year 2004 by the Named Executive Officers, and the value of unexercised options at December 31, 2004.

Number of Securities Underlying Unexercised Options at 31-Dec-04	Value of Unexercised In-the-money Options at December 31, 2002(1)
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Name	Shares Acquired on Exercise	Value Realized				
			Exercisable	Unexercisable	Exercisable	Unexercisable
Jay S. Amato	—	—	1,425,000	625,000	\$ 3,311,500	\$ 4,799,000
William H. Mitchell	—	—	433,333	116,667	\$ 999,666	\$ 1,271,500
Robert E. Rice	200,000	\$ 413,760	2,347,165	137,500	\$ 3,550,249	\$ 3,759,250
Brian O'Donoghue	—	—	867,500	137,500	\$ 1,226,666	\$ 1,354,500

(1) The value of unexercised, in-the-money options is the difference between the exercise price of the options and the fair market value of Company common stock at December 31, 2004 (\$3.10).

#### **Employment Agreements with Executive Officers**

The Company entered into agreements with Messrs. Amato, Mitchell, O'Donoghue, and Rice.

The Company entered into an employment agreement with Mr. Amato in August 2003 for a two-year term. The agreement provides for an annual base salary of \$395,000, a signing bonus of \$50,000,

and additional bonuses based on the Company's achievement of certain financial targets. Mr. Amato was granted an option to acquire 1,250,000 shares of common stock at an exercise price of \$0.72 per share, the closing price of the Company's common stock on the day immediately preceding the commencement of Mr. Amato's employment. Fifty percent (50%) of the shares subject to the option vest on each of the first and second anniversaries of Mr. Amato's employment. However, if Mr. Amato's employment is terminated by the Company without cause (as defined) or by Mr. Amato for good reason (as defined), Mr. Amato is entitled to receive an amount equal to two times his base salary and all outstanding options issued to Mr. Amato would immediately vest and become exercisable. In addition, if Mr. Amato's employment is terminated within one year following a change in control of the Company (as defined), Mr. Amato would be entitled to receive two times his base salary and all options issued to Mr. Amato would immediately vest and become exercisable.

The Company entered into an employment agreement with Mr. Mitchell in July 2003 under which Mr. Mitchell agreed to serve as Chief Financial Officer for a two-year term. The agreement provides for an annual base salary of \$225,000, a minimum annual bonus of \$25,000, and an annual discretionary bonus based on the achievement of management-based objectives of up to \$50,000. In accordance with the agreement, the Company granted to Mr. Mitchell an option to acquire 350,000 shares of common stock at an exercise price of \$0.77 per share, the closing price of the Company's common stock on the day immediately preceding the commencement of Mr. Mitchell's employment. The agreement further provides that the Company will grant to Mr. Mitchell an option to acquire an additional 150,000 shares of common stock on the first anniversary of his starting date at an exercise price equal to the closing price of the Company's common stock on that day. Twenty-five percent (25%) of the shares subject to the options vest on the first anniversary of the date of grant and one-thirty-sixth of the remaining shares vest monthly thereafter. However, if Mr. Mitchell's employment is terminated by the Company after the first anniversary of Mr. Mitchell's employment, 100% percent of the shares subject to issued options would vest in Mr. Mitchell and Mr. Mitchell would be entitled to receive a payment equal to his base salary. In addition, if the Company enters into an agreement with a third party that leads to a change in control after the first anniversary of Mr. Mitchell's employment and Mr. Mitchell's employment is terminated within one year following the change in control, Mr. Mitchell would be entitled to receive two times his base salary and the options issued to Mr. Mitchell would immediately vest and become exercisable.

The Company entered into an employment agreement with Mr. O'Donoghue in April 2000 under which Mr. O'Donoghue agreed to serve as General Counsel of the Company and the Company agreed to pay to Mr. O'Donoghue a base salary of \$150,000 per year and to grant to Mr. O'Donoghue an option to acquire 200,000 shares of the Company's common stock. The agreement further provides that if Mr. O'Donoghue's employment is terminated by the Company without cause (as defined) or is terminated by Mr. O'Donoghue for good reason (as defined), Mr. O'Donoghue will receive an amount equal to his base salary and the unvested portion of all stock options held by Mr. O'Donoghue would immediately vest and become exercisable. In 2003, the Company entered into a termination protection agreement with Mr. O'Donoghue which provides that Mr. O'Donoghue would be entitled to receive a payment equal to three times his base salary and all outstanding options issued to Mr. O'Donoghue would vest and become exercisable in the event that Mr. O'Donoghue's employment is terminated under certain circumstances following a change in control of the Company.

The Company's current employment agreement with Mr. Rice was entered into in December 2004 and provides for Mr. Rice's continuing service as the Executive Chairman of the Board of Directors, a position he has held since August 2003, through June 30, 2005. The agreement provides for a salary of \$165,000 over the six-month term beginning on January 1, 2005 and ending on June 30, 2005. Viewpoint will pay to Mr. Rice an additional \$165,000 under the agreement in semi-monthly installments over the period beginning on July 1, 2005 and ending on December 31, 2005, unless Mr. Rice's employment is terminated before June 30, 2005 for "cause" (as defined in the agreement) or Mr. Rice's employment is terminated by Mr. Rice before June 30, 2005 without "good reason" (as defined in the agreement). If Viewpoint undergoes a "change in control" (as defined in the agreement) before September 1, 2005, Mr. Rice will receive a payment equal to two times the rate of his annual salary. All options vested in Mr. Rice at the date of termination of his employment remain exercisable for 3 years following such termination.



**Equity Compensation Plan Information**

The following table summarizes the Company's equity compensation plans as of December 31, 2004:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted average price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
(a)	(b)	(c)	
Equity compensation plans approved by security holders	8,246,001	\$ 2.02	1,360,205
Equity compensation plans not approved by security holders(1)	1,600,000	\$ 0.73	0
<b>Total</b>	<b>9,846,001</b>	<b>\$ 1.81</b>	<b>1,360,205</b>

- (1) In August 2003, the Company agreed to issue to Mr. Amato an option to acquire 1,250,000 shares of Company common stock as an inducement to Mr. Amato's acceptance of employment with the Company as President and Chief Executive Officer. Fifty percent (50%) of the shares subject to the option vest on the first anniversary of Mr. Amato's employment and the remaining fifty percent (50%) vest on the second anniversary of Mr. Amato's employment. The exercise price of the option is equal to the closing price of the Company's common stock on the day immediately preceding Mr. Amato's first day of employment (\$0.72). Similarly, in July 2003, the Company agreed to issue to Mr. Mitchell an option to acquire 350,000 shares of Company common stock as an inducement to Mr. Mitchell's acceptance of employment with the Company as Chief Financial Officer. Twelve and one-half percent (12.5%) of the shares subject to the option vested three months after the first day of Mr. Mitchell's employment and the remaining shares vest at the rate of  $\frac{1}{21}$  per month. The exercise price of the option is equal to the closing price of the Company's common stock on the day immediately preceding Mr. Mitchell's first day of employment (\$0.77).

**Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee is a former or current officer or employee of the Company. No interlocking relationship exists between any member of the Compensation Committee and any member of any other company's board of directors or compensation committee.

**Report of the Compensation Committee of the Board of Directors**

The Compensation Committee administers the Company's stock option plans and determines the compensation of executive officers of the Company, other than the Chief Executive Officer whose compensation is determined by all non-employee directors of the Company on the basis of recommendations submitted by the Compensation Committee.

The Compensation Committee is comprised of only non-employee directors who are appointed by the Board of Directors.

*Compensation Philosophy*

The Company operates in the competitive and rapidly changing environment of high technology businesses. The Company's compensation philosophy is based on the belief that achievement in this environment is enhanced by the

coordinated efforts of all individuals working toward common objectives. The goals of the Company's compensation program are to align compensation with the Company's business objectives and performance, to foster teamwork and to enable the Company to attract, retain and reward employees who contribute to the Company's long-term success.

*Compensation Components*

The Company's executive officers are compensated with a salary and stock option awards. Certain executive officers are also sometimes eligible for bonuses. The Committee assesses the past performance and anticipated future contribution, and considers the total compensation (earned or potentially available) of each executive officer in establishing each element of compensation.

*Salary.* The salaries of the executive officers are determined by the Committee with reference to salaries paid to executives with similar responsibilities at comparable companies, generally in the high technology industry. The peer group for each executive officer is composed of executives whose responsibilities are similar in scope and content. The Company seeks to set executive compensation levels that are competitive with the average levels of peer group compensation.

*Stock Options.* Stock option awards are designed to align the interests of executives with the long-term interests of the stockholders. The Committee approves option grants subject to retain executives and encourage sustained contributions. The exercise price of options is typically not less than the closing market price on the date of grant. These options will increase in value only to the extent that the price of Company common stock increases relative to the market price at the date of grant. In some cases, options only vest if the Company or the individual achieves performance goals established by the Board of Directors.

*Bonus.* Although the Company has had incentive compensation plans under which executive officers may be eligible to receive cash bonuses in prior years, no such plan was in place for the years 2002 through 2004. Targets for sales growth and operating income generally determine whether and to what extent incentive compensation payments will be made under such plans and individual payments are typically based on the Company's achievement of these targets.

The Company has agreed to pay bonuses to Messrs. Amato and Mitchell under the terms of their employment agreements upon the occurrence of certain events. Under the terms of the agreement with Mr. Amato, the Company is obliged to pay to Mr. Amato a bonus of \$100,000 upon the Company's achievement of certain quarterly financial performance goals and a bonus of \$130,000 upon the Company's achievement of these quarterly goals for two consecutive quarters. Under the terms of the agreement with Mr. Mitchell, the Company is obliged to pay to Mr. Mitchell a bonus of \$6,250 at the end of each quarter. Mr. Mitchell is also eligible for a discretionary bonus of up to \$50,000. Mr. Mitchell received a discretionary bonus of \$25,000 in August 2004.

Although not obligated under any contractual arrangement, the Company awarded a bonus of \$25,000 to Mr. O'Donoghue in May 2004 in recognition of his services.

*Chief Executive Officer's Compensation*

In August 2003, the Company retained Mr. Amato to serve as Chief Executive Officer and entered into an employment agreement with Mr. Amato having a two-year term and compensation and other provisions approved by the full Board of Directors.

In determining Mr. Amato's compensation, the Company obtained advice from an executive recruiter, made reference to several surveys of compensation of chief executive officers of similarly-situated companies and considered his anticipated role in leading the Company.

COMPENSATION COMMITTEE

SAMUEL H. JONES, JR., *Chairperson*

THOMAS BENNETT

15

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### **Certain Relationships and Related Transactions**

The Company completed a private placement of Company common stock with Federal Partners, L.P. on November 12, 2003 under which the Company issued 3,125,000 shares of common stock at \$0.80 per share (for an aggregate purchase price of \$2,500,000) and agreed to register the issued shares under the Securities Act of 1933. Federal Partners, L.P. is a limited partnership, the general partner of which is Ninth Floor Corporation. The Clark Estates, Inc. provides management and administrative services to Federal Partners, L.P. The Clark Estates, Inc. acquired 553,400 shares of Company common stock several years ago and has the sole power to vote or to direct the vote and to dispose of or direct the disposition of all the shares owned by it and Federal Partners, L.P.

Stephen M. Duff became a director of the Company in May 2003. He is the Chief Investment Officer of The Clark Estates, Inc., and the Treasurer of Ninth Floor Corporation. Mr. Duff also owns a small limited partnership interest in Federal Partners, L.P.

In March 2003, the Company completed a private placement of Company common stock and subordinated notes under which Federal Partners, L.P. acquired 3,150,002 shares of Company common stock and \$3,050,000 principal amount of 4.95% subordinated notes due in March 2006.

The Clark Estates, Inc. and Federal Partners, L.P. own a combined total of 6,828,402 shares of Company common stock which amounts to 11% of the Company's outstanding common stock. Mr. Duff disclaims beneficial ownership of all shares acquired by The Clark Estates, Inc. and all but 6,223 shares of Company common stock acquired by Federal Partners, L.P. in the private placements occurring in 2003.



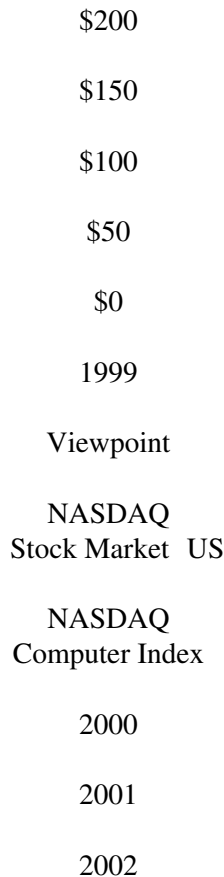
**Stockholder Return Comparison**

The following graph shows a five-year comparison of the cumulative total return on Company Common Stock from December 31, 1999 and ending December 31, 2004, the CRSP Total Return Index for the NASDAQ Stock Market (U.S. companies) and the CRSP Total Return Index for the NASDAQ Computer and Data Processing Services Stocks (SIC 737). The graph assumes that \$100 was invested on December 31, 1999, and that all dividends are reinvested. Historic stock price performance should not be considered indicative of future stock price performance.

**Comparison of Five Year Cumulative Total Return  
among Viewpoint Corporation, The NASDAQ Stock Market—  
US Index, and the NASDAQ Computer and Data Processing Index**

<u>Measurement Period (Fiscal Year Covered)</u>	<u>Viewpoint</u>	<u>NASDAQ Stock Market—US</u>	<u>NASDAQ Computer Index</u>
1999	100	100	100
2000	63	61	56
2001	79	48	42
2002	22	33	27
2003	9	49	40
2004	36	53	42

**STOCK PERFORMANCE GRAPH**



2003

2004

17

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**PROPOSAL TWO:**

**RATIFICATION OF SELECTION OF INDEPENDENT ACCOUNTANTS**

The Board of Directors, upon recommendation of the Audit Committee, has selected PricewaterhouseCoopers LLP, independent registered public accounting firm, to audit the Company's financial statements for the fiscal year ending December 31, 2005. This selection will be presented to the stockholders for ratification at the Annual Meeting. If the stockholders fail to ratify this selection, the Board of Directors will reconsider its selection. PricewaterhouseCoopers LLP has audited the Company's financial statements since the Company's inception. A representative of PricewaterhouseCoopers LLP is expected to be in attendance at the Annual Meeting and will have the opportunity to make a statement. The representative will also be available to respond to appropriate questions.

**Recommendation of Board of Directors**

**THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2005 AND RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP.**

**OTHER MATTERS**

As of the mailing of this proxy statement, the Board of Directors knows of no other business which will be presented for consideration to be submitted at the Annual Meeting. However, if any such other business should properly come before the Annual Meeting, it is the intention of the persons named in the enclosed proxy card to vote the proxies in respect of any such business in accordance with their best judgment.

**Financial Statements**

The Company's 2004 Annual Report on Form 10-K is incorporated herein by reference and is being mailed with this proxy statement to stockholders entitled to notice of the Annual Meeting.

**Proposals By Stockholders**

Proposals of stockholders intended to be presented at the 2006 Annual Meeting of Stockholders must be received by the Company on or before February 22, 2006 in order to be eligible for inclusion in the Company's proxy statement and form of proxy for the meeting. Any stockholder proposal must comply with all applicable rules and regulations of the SEC. Proxies solicited by the Board of Directors for the 2006 Annual Meeting may confer discretionary authority to vote on any proposals notice of which is not received by that date.

By Order of the Board of Directors

BRIAN J. O'DONOGHUE  
*Corporate Secretary*

New York, New York  
May 2, 2005

DETACH HERE

PROXY

VIEWPOINT CORPORATION

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD JUNE 22, 2005

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder of Viewpoint Corporation, a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders dated May 2, 2005, and hereby appoints Jerry S. Amato and William H. Mitchell, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf of the undersigned, to represent the undersigned at the Annual Meeting of Stockholders of Viewpoint Corporation to be held at The Sheraton New York Hotel and Towers, 811 Seventh Avenue, 3rd Floor, New York, NY 10019, at 10:00 A.M., local time, and at any adjournment or adjournments thereof, and to vote all shares of Viewpoint Corporation common stock that the undersigned would be entitled to vote if then and there personally present, on all matters set forth on the reverse side hereof.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE HEREIN. IF NO SPECIFICATION IS INDICATED, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR EACH OF THE PERSONS AND THE PROPOSALS ON THE REVERSE SIDE HEREOF AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING AS THE PROXY HOLDERS DEEM ADVISABLE.

SEE REVERSE  
SIDE

SEE REVERSE  
SIDE

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

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Viewpoint Corporation  
c/o Equiserve Trust Company, N.A.  
P.O. Box 8694  
Edison NJ 08818-8694

Your Vote Is Important Please Vote Immediately

Vote-by-Internet  
Log on to the internet and  
go to <http://www.eproxyvote.com/vwpt>

Vote-by-telephone  
call Toll-free  
1-877-PRX-VOTE  
(1-877-779-8683)

If You Vote Over The Internet Or By Telephone, Please Do Not Mail Your Card

DETACH HERE IF YOU ARE RETURNING YOUR PROXY CARD BY MAIL

x Please mark  
Votes as in  
this example.

1. Election of Directors

NOMINEES: (01) Jerry Amato,  
(02) Thomas Bennett, (03) James  
Crabbe, (04) Stephen Duff  
(05) Samuel Jones, (06) Dennis  
Raney, (07) Robert E. Rice, and (8)  
Patrick Vogt

FOR	AGAINST	ABSTAIN
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

FOR	WITHHELD
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2. To ratify the appointment of  
PricewaterhouseCoopers LLP  
as independent accountants for  
Viewpoint for the 2005 fiscal  
year

3. To transact such other business  
as may properly come before  
the meeting or any  
adjournments thereof.

MARK HERE FOR ADDRESS  
  
CHANGE AND NOTE AT  
LEFT

THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE  
NOTICE OF ANNUAL MEETING DATED MAY 2, 2005.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY  
CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

o \_\_\_\_\_  
\_\_\_\_\_  
(Instructions: To withhold authority to vote  
for any individual nominee, write that  
nominee's name in the space provided below).

NOTE: Please sign exactly as name appears on your stock certificate.  
If the stock is registered in the names of two or more persons, each  
should sign. Executors, administrators, trustees, guardians, attorneys  
and corporate officers should insert their titles.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_ Signature: \_\_\_\_\_  
\_\_\_\_ Date: \_\_\_\_\_

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