

Edgar Filing: VIEWPOINT CORP - Form 8-K

VIEWPOINT CORP
Form 8-K
September 21, 2007
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)

September 17, 2007

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

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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Viewpoint Corporation (NASDAQ: VWPT) reported today that on September 17, 2007 the Company received written notification from the NASDAQ Listing Qualifications Department that, for the last 30 consecutive business days, the bid price of the Company's common stock has closed below the minimum \$1.00 per share requirement for continued inclusion under NASDAQ Marketplace Rule 4310(c)(4) (the Rule). The Company, in accordance with NASDAQ Marketplace Rule 4310(c)(8)(D), has been provided 180 calendar days, or until March 17, 2008, to regain compliance. To regain compliance, the bid price of the Company's common stock must close at \$1.00 per share or more for a minimum of ten consecutive business days at any time before March 17, 2008.

If the Company does not regain compliance with the Rule by March 17, 2008, the Staff will determine whether the Company meets The Nasdaq Capital Market initial listing criteria as set forth in Marketplace Rule 4310(c), except for the bid price requirement. If the Company meets the initial listing criteria, the Staff will notify the Company that it has been granted an additional 180 calendar day compliance period. If the Company is not eligible for an additional compliance period, the Staff will provide written notification that the Company's securities will be delisted. At that time, the Company may appeal NASDAQ's determination to delist its securities to a Listing Qualifications Panel.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

See Exhibit Index attached hereto.

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/ Christopher Duignan
Christopher Duignan
Vice President and Interim Chief Financial Officer

Dated: September 21, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release entitled Viewpoint Corporation Reports Receipt of NASDAQ Notice issued by the Company on September 21, 2007

999999" WIDTH="100%" ALIGN="CENTER">

The information in the press release shall not be deemed to be incorporated by reference into the filings of Dynegy or DHI under the Securities Act of 1933, as amended, except as set forth with respect thereto in any such filing. The press release contains statements intended as forward-looking statements, which are subject to the cautionary statement about forward-looking statements set forth in such press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

4.1 Second Amended and Restated Shareholder Agreement, dated as of May 26, 2006, by and between Dynegy Inc. and Chevron U.S.A. Inc.

10.1 Amendment No. 1, dated as of May 26, 2006, to the Fourth Amended and Restated Credit Agreement, dated as of April 19, 2006, among Dynegy Holdings Inc., as borrower, Dynegy Inc., as parent guarantor, the other guarantors party thereto, the lenders party thereto and the various other parties thereto

99.1 Press release by Dynegy Inc., dated May 26, 2006, announcing (i) the consummation of its preferred stock redemption agreement with Chevron U.S.A. Inc., (ii) the closing of the public offering of its Class A common stock and (iii) the execution by Dynegy Holdings Inc. of an amendment to Dynegy Holdings Inc.'s fourth amended and restated credit agreement and Dynegy Holdings Inc.'s receipt of \$150 million in proceeds under the related term loan facility

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.

DYNEGY INC.

(Registrant)

Date: June 1, 2006

By: /s/ J. Kevin Blodgett

Name: J. Kevin Blodgett

Title: General Counsel, EVP-Administration & Secretary

DYNEGY HOLDINGS INC.

(Registrant)

Date: June 1, 2006

By: /s/ J. Kevin Blodgett

Name: J. Kevin Blodgett

Title: General Counsel, EVP-Administration & Secretary

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99.1	Press release by Dynegy Inc., dated May 26, 2006, announcing (i) the consummation of its preferred stock redemption agreement with Chevron U.S.A. Inc., (ii) the closing of the public offering of its Class A common stock and (iii) the execution by Dynegy Holdings Inc. of an amendment to Dynegy Holdings Inc.'s fourth amended and restated credit agreement and Dynegy Holdings Inc.'s receipt of \$150 million in proceeds under the related term loan facility