

GLOWPOINT, INC.  
Form DEF 14A  
April 12, 2012

## SCHEDULE 14A

(Rule 14a-101)

### INFORMATION REQUIRED IN PROXY STATEMENT

#### SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

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))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to Rule 14a-11(c) or Rule 14a-12

## Glowpoint, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. 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:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Proxy Statement

**GLOWPOINT, INC.**

**430 Mountain Avenue**

**Murray Hill, New Jersey 07974**

**April 12, 2012**

Dear Stockholder:

We are pleased to invite you to the 2012 Annual Meeting of Stockholders of Glowpoint, Inc. (the Company), which will be held at 1:30 p.m. EDT on June 7, 2012, at the law offices of Thompson Hine LLP, located at 335 Madison Avenue, New York, New York 10017.

At the annual meeting, you will be asked to: (i) elect five members of our board of directors to serve a one-year term each; (ii) ratify the appointment of EisnerAmper LLP as our Independent Registered Public Accounting Firm for fiscal year 2012; and (iii) transact other business as may properly come before the meeting.

The enclosed notice and proxy statement contain complete information about the matters to be considered at the Annual Meeting. We are also enclosing our Annual Report, which was filed with the Securities and Exchange Commission on Form 10-K on March 8, 2012. **Copies of these reports are available for review at [www.glowpoint.com/investor-relations](http://www.glowpoint.com/investor-relations) or may be mailed to you free of charge by requesting a copy from us at 866-GLOWPOINT (x2002) or mailing a request to the Glowpoint Investor Relations department located at Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, NJ 07974. This Proxy Statement and our 2011 Annual Report to Stockholders are also available for viewing, printing and downloading at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=16839>.**

We hope you will be able to attend the meeting in person. Whether or not you expect to attend, we urge you to complete, date, sign and return the proxy card in the enclosed envelope or submit your proxy by telephone, so that your shares will be represented and voted at the meeting.

Sincerely,

Joseph Laezza

President and Chief Executive Officer

Proxy Statement

**GLOWPOINT, INC.**

**430 Mountain Avenue**

**Murray Hill, New Jersey 07974**

**NOTICE OF THE 2012 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD JUNE 7, 2012**

To our Stockholders:

The Annual Meeting of Stockholders of Glowpoint, Inc. (the Company), will be held at 1:30 p.m. EDT on June 7, 2012, at the law offices of Thompson Hine LLP, located at 335 Madison Avenue, New York, New York 10017, for the following purposes:

1. To elect five members of our board of directors to serve a one-year term each;
2. To ratify the appointment of EisnerAmper LLP as our Independent Registered Public Accounting Firm for fiscal year 2012; and
3. To transact other business as may properly come before the meeting.

**WHO MAY VOTE:**

Stockholders of record of our common stock as of the close of business on April 11, 2012 are entitled to vote at the Annual Meeting or any adjournment or postponement thereof. A list of stockholders will be available at the Annual Meeting and during the 10 days prior to the annual meeting at our principal executive offices located at 430 Mountain Avenue, Murray Hill, NJ 07974.

All stockholders are cordially invited to attend the Annual Meeting. Whether you plan to attend the Annual Meeting or not, we urge you to vote and submit your proxy by the telephone or mail to ensure the presence of a quorum. You may change or revoke your proxy at any time before it is voted at the meeting.

By order of the Board of Directors,

Michael S. Hubner

Corporate Secretary

**WE URGE YOU TO COMPLETE, SIGN, DATE AND RETURN PROMPTLY THE ACCOMPANYING PROXY CARD OR TO VOTE BY TELEPHONE.**

Proxy Statement

**GLOWPOINT, INC.**

**430 Mountain Avenue**

**Murray Hill, New Jersey 07974**

**(973) 855-3411**

**PROXY STATEMENT**

**FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS**

This proxy statement, along with the accompanying notice of 2012 annual meeting of stockholders (the Annual Meeting ), contains information about the Annual Meeting of Glowpoint, Inc., including any adjournments or postponements of the Annual Meeting. We are holding the Annual Meeting at 1:30 p.m. EDT on June 7, 2012, at the law offices of Thompson Hine LLP, located at 335 Madison Avenue, New York, New York 10017. Directions to the Annual Meeting can be obtained by telephoning us at (866) GLOWPOINT. In this proxy statement, we refer to Glowpoint, Inc. as we, our, us or the Company.

This proxy statement relates to the solicitation of proxies by our board of directors for use at the Annual Meeting.

On or about April 12, 2012, we began sending this proxy statement, the attached Notice of Annual Meeting of Stockholders and the enclosed proxy card to all stockholders entitled to vote at the Annual Meeting. Although not part of the proxy statement, we are also sending along with this proxy statement our 2011 Annual Report, which includes our financial statements for the fiscal year ended December 31, 2011.

**Important Notice Regarding the Availability of Proxy Materials for Our**

**Stockholders Meeting to Be Held on June 7, 2012**

**This Proxy Statement and our 2011 Annual Report to Stockholders are available for viewing, printing and downloading at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=16839>. Additionally, you can find a copy of our Annual Report on Form 10-K, which includes our financial statements, for the fiscal year ended December 31, 2011 on the website of the Securities and Exchange Commission, or the SEC, at [www.sec.gov](http://www.sec.gov) or at <http://www.glowpoint.com/investor-relations>. You may also obtain a printed copy of our Annual Report on Form 10-K, including our financial statements, free of charge, from us by sending a written request to: Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, NJ 07974, Attention: Michael S. Hubner. Exhibits will be provided upon written request and payment of an appropriate processing fee.**

### RECORD DATE; QUORUM

Only holders of record of our common stock at the close of business on April 11, 2012 are entitled to vote at the Annual Meeting (the Record Date). As of the Record Date, approximately 25,788,407 shares of common stock were issued and outstanding, each of which entitles its holder to cast one vote on each matter to be presented at the Annual Meeting. A quorum is present at the Annual Meeting if a majority of shares of common stock issued and outstanding and entitled to vote on the record date are represented in person or by proxy. If a quorum is not present, the Annual Meeting may be adjourned from time to time until a quorum is obtained.

### VOTING PROCEDURES

The shares represented by the proxies received, properly dated and executed or authenticated, in the case of voting by telephone, and not revoked will be voted at the Annual Meeting in accordance with the instructions of the stockholders.

Telephone voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m. Eastern Time on June 6, 2012.

If your shares are held in street name (held in the name of a bank, broker or other holder of record), you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone voting also will be offered to stockholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the Annual Meeting in order to vote.

The vote of the holders of a plurality of the shares of common stock voting on the matter is required for the election of directors (Proposal 1). The affirmative vote of the holders of a majority of the shares of common stock voting on the matter is required for the ratification of the selection by the Audit Committee of EisnerAmper LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2012 (Proposal 2).

Abstentions and broker non-votes will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. An abstention is the voluntary act of not voting by a stockholder who is present at a meeting and entitled to vote. A broker non-vote occurs when a broker nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary power for that particular item and has not received instructions from the beneficial owner.

**Proposal 1:** A plurality of the votes duly cast is required for the election of directors. This means that the nominees receiving the highest number of affirmative votes will be elected to fill the director positions available. Accordingly, votes withheld will have no effect in determining which director receives the highest number of votes. Additionally, the election of directors is not a matter on which a broker or other nominee is allowed to vote without specific instructions.

**Proposal 2:** The vote of holders of a majority of voting power held by the stockholders present in person or represented by proxy is required for the ratification of the selection of EisnerAmper LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2012. A properly executed proxy marked ABSTAIN will not be voted, although it will be counted as present and entitled to vote for purposes of the Proposal. Accordingly, an abstention will have the effect of a vote against the Proposal. Additionally, the ratification of the appointment of the Independent Registered Public Accounting Firm for 2012 is a matter on which a broker or other nominee is allowed to vote. Broker non-votes will have no effect on the results of Proposal 2.

Properly executed or authenticated proxies that do not contain voting instructions will be voted (1) FOR each of the nominees named below for election as director, (2) FOR ratification of EisnerAmper LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2012, and (3) at the discretion of the proxy holders with respect to other matters that may properly come before the Annual Meeting.

Stockholders have the option to vote by telephone by following the instructions on the attached proxy card. **WE ENCOURAGE YOU TO RECORD YOUR VOTE BY TELEPHONE.** It is convenient, and it saves significant postage and processing costs. In addition, when you vote by telephone prior to the meeting date, your vote is recorded immediately and there is no risk that postal delays will cause your vote to arrive late and therefore not be counted.

### SOLICITATION AND REVOCATION

After you have submitted a proxy, you may change your vote at any time before the proxy is exercised by submitting a notice of revocation or a proxy bearing a later date. Regardless of whether you voted using a traditional proxy card or by telephone, you may use either of these methods to change your vote. You may change your vote either by submitting a proxy card prior to the date of the Annual Meeting or by voting again prior to the time at which the telephone voting facilities close by following the procedures applicable to those methods of voting. In each event, the later submitted vote will be recorded and the earlier vote revoked. You may also revoke a proxy by voting in person at the Annual Meeting. Your attendance at the Annual Meeting will not by itself constitute revocation of a proxy.

We will bear the cost of the solicitation of proxies from our stockholders, including the cost of preparing, assembling and mailing the proxy solicitation materials. In addition to solicitation by mail, our directors, officers and employees may solicit proxies from stockholders by telephone or other electronic means or in person, but no such person will be specifically compensated for such services. We will cause brokerage houses and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of stock held of record by such persons. We will reimburse such custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in doing so. We have engaged American Stock Transfer and Trust Company to aid in the distribution of the proxy materials and will reimburse their related reasonable out-of-pocket expenses.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of common stock as of April 11, 2012 by each of the following:

each person (or group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934) known by us to own beneficially more than 5% of the common stock;

the executive officers named in the Summary Compensation Table on page 9;

each of our directors and director nominees; and

all of our directors and executive officers as a group.

The amounts and percentages are based on 25,788,407 shares of common stock issued as of April 11, 2012. As used in this table, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is considered the beneficial owner of securities that can be acquired within 60 days of such date through the exercise of any option, warrant or right. Shares of common stock subject to options, warrants or rights which are currently exercisable or exercisable within such 60 days are considered outstanding for computing the ownership percentage of the person holding such options, warrants or rights, but are not considered outstanding for computing the ownership percentage of any other person. However, unless specifically waived by such 5% owner, the 5% owner is prohibited from acquiring shares of common stock under the Series A-2 Convertible Preferred Stock to the extent the selling stockholder would beneficially own more than 4.9% or 9.9%, as applicable, of our outstanding common stock after such acquisition.



Name And Address of Beneficial Owners <sup>(1)</sup>	Number of Shares Owned <sup>(2)</sup>	Percentage of Outstanding Shares
<b>Executive Officers and Directors:</b>		
Joseph Laezza	613,578 <sup>(3)</sup>	2.4%
John R. McGovern	100,000	*
Kenneth Archer	12,500	*
Grant Dawson	18,750	*
Jon A. DeLuca		*
James S. Lusk	49,375 <sup>(4)</sup>	*
All directors and executive officers as a group (6 people)	794,203	3.1%
<b>5% Owners:</b>		
Vicis Capital, LLC 445 Park Avenue, New York, NY 10022	9,586,058 <sup>(5)</sup>	37.3%
Jason T. Adelman Cipher Capital Partners LLC, c/o Rothschild 1251 Avenue of the Americas, Suite 936, New York, NY 10020	1,970,000 <sup>(6)</sup>	7.7%

\* Less than 1%

- (1) Unless otherwise noted, the address of each person listed is c/o Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, NJ 07974.
- (2) Unless otherwise indicated by footnote, the named persons have sole voting and investment power with respect to the shares of common stock beneficially owned.
- (3) Includes 145,000 shares subject to stock options presently exercisable or exercisable within 60 days.
- (4) Includes 10,625 shares subject to stock options presently exercisable or exercisable within 60 days.
- (5) Based on ownership information from the Schedule 13G/A filed by Vicis Capital LLC on February 10, 2012, stating that as of December 31, 2011, holder then owned 9,586,058 shares.
- (6) Based on ownership information from the Schedule 13G/A filed by Jason T. Adelman February 14, 2012, stating that as of December 31, 2011, holder then owned 1,970,000 shares.

#### Director and Executive Officer Information

The following table sets forth information with respect to our director nominees.

Name	Age	Position with Company
Kenneth Archer (1)(2)(3)	54	Director
Grant Dawson (1)(2)(3)	43	Director, Chairman of the Compensation Committee
Jon A. DeLuca	40	Director, Chairman of the Board of Directors
Joseph Laezza	41	Director, Chief Executive Officer and President
James S. Lusk (1)(2)(3)	56	Director, Chairman of the Audit Committee

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Nominating Committee.

#### Biographies

**Kenneth Archer, Director.** Mr. Archer joined our board of directors in June 2010. Mr. Archer is the Americas Vice President of Channels and Alliances for the Technology Services Business at Hewlett-Packard. Previously, Mr. Archer is CEO of TriNET Systems, a provider of global design, implementation and support services for

communication and networking solutions from Avaya, Extreme, Juniper, and Nectar Networks. He previously served as COO of TriNET Systems following its acquisition of Prime Communications, an Avaya Gold Business Partner, where he was President from April 2008 until it was acquired by TriNET Systems in June 2009. Prior to Prime Communications, Mr. Archer was Vice President of North American Channels for Avaya commencing in July 2005, where he was responsible for the channel strategy, program, operations, and partner management team, and spent 24 years before that at Hewlett-Packard working in various roles within the channels program. He currently serves on the board of directors of Juma Technology Corp. (OTCBB:JUMT), a leading IP convergence firm specializing in managed services, and previously served on the board of PRG Group, Inc. (PRGJ.PK), the former holding company of Prime Communications. Mr. Archer graduated with a BS in Marketing from West Chester University of Pennsylvania and received an Executive MBA Management degree from Fairleigh Dickinson University in New Jersey. In considering Mr. Archer as a director of the Company, the board reviewed his specialized experience and extensive knowledge in sales and marketing (specifically in building and establishing a channel sales program and strategy) in the communications and networking industries and also his leadership experience as a chief executive of various companies.

**Grant Dawson, Director.** Mr. Dawson joined our board of directors in May 2009. Mr. Dawson, who has worked in the investment industry since 1998, has been the Managing Director, Fixed Income Investments, for Manulife Asset Management (MAM), with responsibility for credit assessment and recommendations related to MAM's fixed income assets since 2008. Prior to MAM, he was the Vice President and Lead Analyst responsible for corporate debt ratings covering the global telecom, cable and media sectors with Dominion Bond Rating Agency from 2006 until 2008. Previously, Mr. Dawson held various senior management positions in credit management and corporate finance with Nortel and in equity research with Dain Rauscher Ltd. Mr. Dawson earned an M.B.A. from the SMU Cox School of Business, a B.A. and a Bachelor of Commerce from the University of Windsor, and holds the Chartered Financial Analyst designation. In considering Mr. Dawson as a director of the Company, the board reviewed his extensive expertise and knowledge regarding corporate finance and investment banking matters, as well as corporate governance. Mr. Dawson qualifies as an audit committee financial expert under the applicable SEC rules and accordingly contributes to the board of directors his understanding of corporate finance and his skills in analyzing and evaluating financial statements.

**Jon A. DeLuca, Director.** Mr. DeLuca was appointed to the board of directors as Chairman in December 2011. He is the President and CEO of Wilcon Holdings, LLC, a provider of network services and data center facilities, based in California. He served as President, CEO and a member of the board of directors of FiberNet Telecom Group, Inc. (Nasdaq: FTGX) from 2005 to 2009, as well as FiberNet's Senior Vice President for Finance and CFO from 1999 to 2004. FiberNet owned and operated metro optical networks, colocation facilities and data centers. Mr. DeLuca led the sale of FiberNet to a strategic buyer in 2009. Prior to FiberNet, Mr. DeLuca worked at Bear, Stearns & Co. Inc. and Lazard Frères & Co. LLC. Mr. DeLuca received his B.A. from Trinity College. In considering Mr. DeLuca as a director of the Company, the board reviewed his extensive expertise and knowledge regarding corporate finance and investment banking matters (including his skills in analyzing and evaluating financial statements), as well as corporate governance and the operational aspects of a business.

**Joseph Laezza, Chief Executive Officer and Director.** Mr. Laezza has been our Chief Executive Officer since July 2010 and a Director since March 2009, our Co-CEO from March 2009 through July 2010, President since June 2008, Chief Operating Officer April 2006 through March 2009, and previously served as our Vice President, Operations from March 2004 through April 2006. Mr. Laezza joined the Company from Con Edison Communications, where he was Vice President, Network Operations. He previously held management positions at a number of telecommunications service providers, including AT&T and XO Communications, where he was responsible for operations, service delivery and customer service. In considering Mr. Laezza as a director of the Company, the board reviewed his extensive knowledge and expertise in the video conferencing and telecommunications industries, and his particular experience in managing the operations of public companies.

**James S. Lusk, Director.** Mr. Lusk joined our board of directors in February 2007. He is Executive Vice President and Chief Financial Officer of ABM Industries Incorporated (NYSE:ABM), a leading provider of integrated facility services across the United States and various international locations. Prior to joining ABM in 2007, he served as Vice President, Business Services of Avaya beginning in 2005. Mr. Lusk has also served as Chief Financial Officer, Treasurer of BioScrip/MIM, President of Lucent Technologies Business Solutions division, and interim Chief Financial Officer and Controller of Lucent Technologies. Mr. Lusk earned his B.S. (Economics), cum laude, from the Wharton School, University of Pennsylvania, and his M.B.A (Finance) from Seton Hall

University. He is a CPA and was inducted into the AICPA Business and Industry Leadership Hall of Fame in 1999. In considering Mr. Lusk as a director of the Company, the board reviewed his extensive expertise and knowledge regarding finance and accounting matters, as well as compensation, risk assessment and corporate governance. Mr. Lusk qualifies as an audit committee financial expert under the applicable SEC rules and accordingly contributes to the board of directors his understanding of generally accepted accounting principles and his skills in auditing, as well as in analyzing and evaluating financial statements.

#### **Board of Directors, Board Committees and Meetings**

Corporate governance is typically defined as the system that allocates duties and authority among a company's stockholders, board of directors and management. The stockholders elect the board and vote on extraordinary matters; the board is the company's governing body, responsible for hiring, overseeing and evaluating management, particularly the chief executive officer; and management runs the company's day-to-day operations. The primary responsibilities of the board of directors are oversight, counseling and direction to our management in the long-term interests of us and our stockholders. Our board of directors consists of five directors. The current board members include three independent directors, one non-independent director and one current member of our senior management.

Our board of directors met nine times during the year ended December 31, 2011. During this period, each director attended or participated in more than 75% of the aggregate of (i) the total number of meetings of the board of directors held during the period for which he was a director and (ii) the total number of meetings of committees of the board on which he served, held during the period for which he served. The board has an audit committee, a compensation committee and a nominating committee.

As a general matter, board members are expected to attend our annual meetings. All of our then-current board members attended our 2011 Annual Meeting of stockholders held on June 1, 2011.

*Independent Directors.* Each of our directors other than Messrs. DeLuca and Laezza qualifies as independent in accordance with the published listing requirements of the NYSE AMEX LLC (AmEx). Mr. Laezza is currently our employee, and Mr. DeLuca is under contract with the Company to provide financial advisory services as a consultant. The AmEx independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. In addition, as further required by the AmEx rules, the board has made a subjective determination as to each independent director that no relationship exist which, in the opinion of the board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to Glowpoint and Glowpoint's management.

#### **Audit Committee**

We currently have an audit committee consisting of James S. Lusk, Grant Dawson and Kenneth Archer. Our board of directors has determined that two members of the audit committee have the accounting and related financial management expertise to satisfy the requirements of an audit committee financial expert, all as determined pursuant to the rules and regulations of the SEC, and that each member satisfies the AmEx independence standards. The audit committee consults and meets with our Independent Registered Public Accounting Firm and chief financial officer and accounting personnel, reviews potential conflict of interest situations where appropriate, and reports and makes recommendations to the full board of directors regarding such matters. The audit committee operates under a written audit committee charter, which was amended and restated by the board on September 29, 2005. Our amended and restated audit committee charter is available online at [www.glowpoint.com/investor-relations](http://www.glowpoint.com/investor-relations). You may also request a copy of the audit committee charter, at no cost, by telephoning us at (866) GLOWPOINT or writing to us at Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, New Jersey 07974, Attention: Investor Relations. The audit committee met five times during the year ended December 31, 2011.

### **Compensation Committee**

We currently have a compensation committee consisting of James S. Lusk, Grant Dawson and Kenneth Archer. Each member of the compensation committee meets the independence requirements of the AmEx. The compensation committee operates under a written compensation committee charter, which was adopted in May 2007 and is available online at [www.glowpoint.com/investor-relations](http://www.glowpoint.com/investor-relations). You may also request a copy of the compensation committee charter, at no cost, by telephoning us at (866) GLOWPOINT or writing to us at Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, New Jersey 07974, Attention: Investor Relations. The compensation committee met four times during the year ended December 31, 2011.

The compensation committee is responsible for establishing and administering our executive compensation policies. The role of the compensation committee is to (i) formulate, evaluate and approve compensation of the Company's directors, executive officers and key employees, (ii) oversee all compensation programs involving the use of the Company's stock and (iii) produce, if required under applicable securities laws, a report on executive compensation for inclusion in the Company's proxy statement for its annual meeting of stockholders. The duties and responsibilities of the compensation committee under its charter include:

Annually reviewing and making recommendations to the board with respect to compensation of directors, executive officers and key employees of the Company;

Annually reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and recommending to the board the Chief Executive Officer's compensation levels based on this evaluation;

Reviewing competitive practices and trends to determine the adequacy of the executive compensation program;

Approving and overseeing compensation programs for executive officers involving the use of the Company's stock;

Approving and administering cash incentives for executives, including oversight of achievement of performance objectives, and funding for executive incentive plans;

Annually performing a self-evaluation on the performance of the compensation committee; and

Making regular reports to the board concerning the activities of the compensation committee.

When appropriate, the compensation committee may, in carrying out its responsibilities, form and delegate authority to subcommittees. The Chief Executive Officer plays a role in determining the compensation of our other executive officers by evaluating the performance of those executive officers. The Chief Executive Officer's evaluations are then reviewed by the compensation committee. This process leads to a recommendation for any changes in salary, bonus terms and equity awards, if any, based on performance, which recommendations are then reviewed and approved by the compensation committee.

From time to time the compensation committee has retained an independent compensation consulting firm. In 2011, the compensation committee retained Pearl Meyer & Partners to assist it in determining appropriate short-term and long-term incentive awards for key executives.

### **Nominating Committee**

We currently have a nominating committee consisting of James S. Lusk, Grant Dawson and Kenneth Archer. Each member of the nominating committee meets the independence requirements of the AmEx. The nominating committee is responsible for assessing the performance of our board of directors and making recommendations to our board regarding nominees for the board. The nominating committee was formed in February 2004. Prior to the formation of the committee, its functions were performed by the board of directors. The nominating committee operates under a written nominating committee charter, which was filed with our proxy statement for the 2004 annual meeting of our

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stockholders and is available online at [www.glowpoint.com/investor-relations](http://www.glowpoint.com/investor-relations). You may also request a copy of the nominating committee charter, at no cost, by telephoning us at (866) GLOWPOINT or writing to us at Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, New Jersey 07974, Attention: Investor Relations. The nominating committee met twice during the year ended December 31, 2011.

The nominating committee considers qualified candidates to serve as a member of our board of directors suggested by our stockholders. Nominees recommended by stockholders will be given appropriate consideration and evaluated in the same manner as other nominees. Stockholders can suggest qualified candidates for director by writing to our Corporate Secretary at 430 Mountain Avenue, Murray Hill, New Jersey 07974. Stockholder submissions that are received in accordance with our by-laws and that meet the criteria outlined in the nominating committee charter are forwarded to the members of the nominating committee for review. Stockholder submissions must include the following information:

A statement that the writer is our stockholder and is proposing a candidate for our board of directors for consideration by the nominating committee;

The name of and contact information for the candidate;

A statement of the candidate's business and educational experience;

Information regarding each of the factors set forth in the nominating committee charter sufficient to enable the nominating committee to evaluate the candidate;

A statement detailing any relationship between the candidate and any of our customers, suppliers or competitors;

Detailed information about any relationship or understanding between the proposing stockholder and the candidate; and

A statement that the candidate is willing to be considered and willing to serve as our director if nominated and elected. In considering potential new directors and officers, the nominating committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with our industry; and prominence and reputation. The nominating committee will also consider whether the individual has the time available to devote to the work of our board of directors and one or more of its committees. None of the candidates this year for election to the board of directors were brought to the nominating committee by stockholder submission pursuant to the foregoing.

The nominating committee will also review the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest or other consideration that might hinder or prevent service on our board of directors. In making its selection, the nominating committee will bear in mind that the foremost responsibility of a director of a corporation is to represent the interests of the stockholders as a whole. The nominating committee will periodically review and reassess the adequacy of its charter and propose any changes to the board of directors for approval.

#### **Contacting the Board of Directors**

Any stockholder who desires to contact our board of directors, committees of the board of directors and individual directors may do so by writing to:

Glowpoint, Inc., 430 Mountain Avenue, Murray Hill, New Jersey 07974, Attention: Michael S. Hubner. Mr. Hubner will direct such communication to the appropriate persons.

## Board Leadership Structure and Role in Risk Oversight

At no time during 2011 was the chairman of our board of directors also our chief executive officer. The board does not have a policy regarding the separation of the roles of chairman of the board and chief executive officer as the board believes it is in the best interests of the company to make that determination based on the position and direction of the company and also the membership of the board. This structure facilitates a greater role for the board of directors in the oversight of the company and allows the chief executive officer to focus on the management of the company's day-to-day operations. Currently, Jon A. DeLuca holds the position of chairman.

The board has an active role, directly and through its committees, in the oversight of the Company's risk management efforts. The board carries out this oversight role through several levels of review. The board regularly reviews and discusses with members of management information regarding the management of risks inherent in the operation of the Company's business and the implementation of the Company's strategic plan, including the Company's risk mitigation efforts.

Each of the board's committees also oversees the management of the Company's risks that are under each committee's areas of responsibility. For example, the audit committee oversees management of accounting, auditing, external reporting, internal controls and cash investment risks. The nominating committee oversees and assesses the performance of the board and makes recommendations to the board from time to time regarding nominees for the board. The compensation committee oversees risks arising from compensation practices and policies. While each committee has specific responsibilities for oversight of risk, the board is regularly informed by each committee about such risks. In this manner the board is able to coordinate its risk oversight.

## Executive Officers

The following table sets forth certain information regarding our executive officers who is not also a director.

Name	Age	Position
John R. McGovern	53	Chief Financial Officer

Mr. McGovern joined Glowpoint in November of 2010 as Executive Vice President and Chief Financial Officer. He has more than 25 years experience in corporate finance for leading Unified Communications and Telecommunications firms, and is a Director on the Affinity Federal Credit Union Board of Directors, where he is also the Chairman of their Supervisory Committee. Prior to Glowpoint, Mr. McGovern was the Group Finance Vice President for Avaya, where he worked from 2004 to 2010. At Avaya, he was the chief financial executive accountable for roughly half the revenue and profits for the company, and played a key role in executing the privatization of Avaya with Silver Lake and Texas Pacific Group, two leading private investment firms. Prior to Avaya, he held senior level posts at Lucent technologies, and prior to Lucent, he held a number of finance positions at AT&T, including director of finance where he was part of the IPO team for the Lucent divestiture. Mr. McGovern is pursuing an M.S. in Organizational Change from The College of St. Elizabeth and earned a B.A. from Kean University.

## EXECUTIVE COMPENSATION AND OTHER MATTERS

### Summary Compensation Table

The table set forth below summarizes for our named executive officers the compensation paid, accrued or granted, during or with respect to the two years ended December 31, 2011 and 2010.

**Name and****Principal**

<b>Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Stock Awards<sup>(1)</sup></b>	<b>Option Awards<sup>(2)</sup></b>	<b>All Other Compensation</b>	<b>Total</b>
Joseph Laezza Chief Executive Officer and President	2011	\$ 275,000	\$ 66,000	\$	\$	\$ 6,600	\$ 347,600
	2010	266,660	29,824	94,500	51,032	5,420	447,436
John R. McGovern Chief Financial Officer	2011	\$ 250,000	\$ 60,000	\$	\$	\$ 4,400	\$ 314,400
	2010	23,077		260,000		480	283,557

- (1) These amounts represent the aggregate grant date fair value for stock awards for fiscal years 2011 and 2010, respectively, computed in accordance with FASB ASC Topic 718. Please See Note 2 of the Notes to Consolidated Financial Statements contained in our 2011 Annual Report on Form 10-K for an explanation of the assumptions made in valuing these awards.
- (2) These amounts represent the aggregate grant date fair value for option awards for fiscal years 2011 and 2010, respectively, computed in accordance with FASB ASC Topic 718. Please See Note 2 of the Notes to Consolidated Financial Statements contained in our 2011 Annual Report on Form 10-K for an explanation of the assumptions made in valuing these awards.

On August 30, 2010, the Company entered into an Amended and Restated Employment Agreement with Mr. Laezza, the Company's Chief Executive Officer and President (the "CEO Agreement"). The CEO Agreement replaced Mr. Laezza's existing employment agreement dated March 11, 2004, which had been previously amended on several occasions. The CEO Agreement modified certain terms contained in Mr. Laezza's prior agreement, including (i) extending the expiration date of such agreement from January 31, 2012 to December 31, 2012, (ii) increasing Mr. Laezza's annual base salary from \$265,000 to \$275,000 and (iii) providing for additional severance benefits of one year of accelerated vesting of his restricted stock and stock options and up to 12 months of COBRA payments on his behalf so long as Mr. Laezza executes the Company's standard form of release and waiver. Under the terms of the CEO Agreement, Mr. Laezza is also eligible to receive, at the discretion of the compensation committee of our board of directors based on meeting certain corporate and personal goals, an annual incentive bonus with a target of 40% of his base salary.

On December 23, 2010, the Company and Mr. McGovern, the Company's Executive Vice President and Chief Financial Officer, entered into a two-year employment agreement (the "CFO Agreement"). Under the terms of the CFO Agreement, Mr. McGovern is entitled to an annual base salary of not less than \$250,000 and, at the discretion of the compensation committee of our board of directors based on meeting certain corporate and personal goals, he is eligible to receive an annual incentive bonus with a target of 40% of his base salary. The CFO Agreement also provides for an award to Mr. McGovern of 100,000 restricted shares of the Company's common stock, with the restrictions lapsing upon the earlier to occur of 10 years or a change-in-control event of the Company. Mr. McGovern is also entitled to customary severance benefits pursuant to the terms of the CFO Agreement.

On March 12, 2012, the Company amended the CEO Agreement (the "Amended CEO Agreement"). The terms of the Amended CEO Agreement were not effective for the fiscal year ended December 31, 2011 and have been disclosed on a Current Report on Form 8-K filed with the SEC on March 15, 2012.



**Outstanding Equity Awards at Fiscal Year-End**

The table set forth below presents the number and values of exercisable and unexercisable options and unvested restricted stock at December 31, 2011.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>
	Joseph Laezza	12,500		\$ 4.68	8/10/2015	
25,000			1.64	6/27/2016		
62,500			2.08	5/15/2017		
45,000			1.60	3/20/2019		
		25,000 <sup>(3)</sup>	2.52	4/6/2020		
					67,500 <sup>(2)</sup>	158,625
					37,500 <sup>(4)</sup>	88,125
					4,166 <sup>(6)</sup>	9,790
					12,500 <sup>(7)</sup>	29,375
John R. McGovern					100,000 <sup>(5)</sup>	235,000

- (1) The market value of the stock awards is based on the \$2.35 closing price of our common stock on December 30, 2011.
- (2) These restricted stock awards were granted on March 20, 2009 and vest upon the earlier to occur of 10 years or the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).
- (3) These option awards to purchase common shares were granted on April 6, 2010 and vest upon the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).
- (4) These restricted stock awards were granted on April 6, 2010 and vest upon the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).
- (5) These restricted stock awards were granted on December 23, 2010 and vest upon the earlier to occur of 10 years or the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).
- (6) These restricted stock awards were granted on October 24, 2008 and vest upon the earlier to occur of 10 years or the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).
- (7) These restricted stock awards were granted on May 15, 2007 and vest upon the earlier to occur of 10 years or the Company's change in control (as defined in the Company's 2007 Stock Incentive Plan).

**Potential Payments upon Termination or Change-in-Control**

This section summarizes the potential payments to our named executive officers upon the occurrence of certain termination triggering events as of December 31, 2011. For the purposes of this discussion, set forth below are the standard definitions for the various types of termination, although exact definitions may vary by agreement and by person.

Pursuant to the CEO Agreement, if a Termination without Cause or Resignation for Good Reason occurs, then Mr. Laezza shall be entitled to (a) severance payments of twelve months of his base salary (\$275,000), (b) payment of COBRA costs for health insurance for twelve months and (c) one year of accelerated vesting for all issued and outstanding shares of restricted stock and for all unvested options held by Mr. Laezza.

As noted above, the Company and Mr. Laezza entered into the Amended CEO Agreement on March 12, 2012, and the terms of the Amended CEO Agreement were not effective for the fiscal year ended December 31, 2011.

Pursuant to the CFO Agreement, if a Termination without Cause or Resignation for Good Reason occurs, then Mr. McGovern shall be entitled to (a) severance payments of twelve months of his base salary (\$250,000), (b) payment of COBRA costs for health insurance for twelve months and (c) accelerated vesting for 40% of the restricted stock and unvested options issued and outstanding as of December 31, 2011.



In accordance with the terms of the Company's 2007 Stock Incentive Plan (as amended, the Equity Plan), upon a Change in Control or Corporate Transaction, as each such term is defined in the Equity Plan, all shares of restricted stock and all unvested options shall immediately vest.

No named executive officer is entitled to a payment in connection with Voluntary Resignation, retirement, disability or a Termination for Cause.

Voluntary Resignation means the resignation initiated by the executive officer.

Resignation for Good Reason means if the executive officer resigns because: (i) there has been a diminution in his base salary; (ii) the executive officer is required to be based in an office that is more than a certain distance (e.g., 50 or 75 miles) from the current location of the office; (iii) the executive officer is assigned duties that are materially inconsistent with his current position; or (iv) there is a material diminution of his status, office, title, responsibility, or reporting requirements.

Termination For Cause means a termination of executive officer's employment by the Company because, in the judgment of the Company: (i) the executive officer willfully engaged in any act or omission which is in bad faith and to the detriment of the Company; (ii) the executive officer exhibited unfitness for service, dishonesty, habitual neglect, persistent and serious deficiencies in performance, or gross incompetence, which conduct is not cured within fifteen (15) days after receipt by the executive officer of written notice of the conduct; (iii) the executive officer is convicted of a crime; or (iv) the executive officer refused or failed to act on any reasonable and lawful directive or order from the executive officer's superior or the board.

Termination Without Cause means a termination for a reason other than for Cause, as defined above.

Benefits upon a Change in Control or Corporate Transaction means the benefit the named executive will receive upon a Change in Control or Corporate Transaction, as each such term is defined in the executive officer's employment contract and restricted stock award agreement.

#### **Internal Revenue Code Section 162(m) Limitation**

Section 162(m) of the Internal Revenue Code, generally disallows a tax deduction to publicly held companies for compensation exceeding \$1 million per year paid to certain executive officers. The limitation applies only to compensation that is not considered to be performance-based. The non-performance based compensation paid to our executive officers in 2011 did not, in the case of any officer, exceed the \$1 million per year limit.

#### **DIRECTOR COMPENSATION**

Our director compensation policy for the year ended December 31, 2011 (the 2011 Policy), which became effective on June 17, 2010 following our last Annual Meeting of Stockholders, provided that directors who are not our executive officers or employees receive an annual cash fee of \$25,000, payable in equal quarterly installments on the first business day following the end of the calendar quarter, and an annual grant of 6,250 restricted shares of our common stock, which shall be made at the annual meeting of our stockholders and shall vest at the next annual meeting of our stockholders. Under the 2011 Policy, the chairperson of our board of directors, if any, and the chairperson of our audit committee each were entitled to receive an additional cash payment of \$5,000 per year, payable in equal quarterly installments. Attendance at board meetings and committee meetings was permitted to be in person or by telephone.

The following table represents compensation paid, accrued or granted to our directors during the year ended December 31, 2011 under the 2011 Policy:

Name	Year	Fees	Stock Awards <sup>(1)</sup>	Total
James S. Lusk	2011	\$ 30,000	\$ 14,063	\$ 44,063
Kenneth Archer	2011	25,000	14,063	39,063
Grant Dawson	2011	25,000	14,063	39,063

(1) These amounts represent the aggregate grant date fair value of stock awards granted to each director in 2011 computed in accordance with FASB ASC Topic 718. Please See Note 2 of the Notes to Consolidated Financial Statements contained in our 2011 Annual Report on Form 10-K for an explanation of the assumptions made in valuing these awards.

On March 12, 2012, the compensation committee of our board of directors approved certain amendments to the 2011 Policy (the Amended Policy ). The terms of the Amended Policy were not effective for the fiscal year ended December 31, 2011 and have been disclosed on a Current Report on Form 8-K filed with the SEC on March 15, 2012.

### EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding the aggregate number of securities to be issued under all of our stock options and equity-based plans upon exercise of outstanding options, warrants and other rights and their weighted-average exercise prices as of December 31, 2011.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	749,574	\$ 2.90	1,807,746

#### Summary Description of the Company's Non-Stockholder Approved Equity Compensation Plans

On April 6, 2010, the Company made an issuance of 150,000 shares of restricted stock outside the scope of the Equity Plan to certain members of management. The shares of restricted stock shall vest upon a change in control (as defined in the Equity Plan).

### REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The audit committee is composed of three members. Each member is a director who meets the current independence standards under the applicable SEC and AmEx rules. The audit committee operates under a written audit committee charter. As described more fully in its charter, the purpose of the audit committee is to assist the board in its general oversight of Glowpoint's financial reporting, internal controls and audit functions. Management is responsible for: the preparation, presentation and integrity of Glowpoint's financial statements; accounting and financial reporting principles; internal controls; and procedures designed to reasonably assure compliance with accounting standards, applicable laws and regulations. EisnerAmper LLP ( EisnerAmper ), our independent registered public accounting firm, is responsible for performing an independent audit of the consolidated financial statements in accordance with the Standards of the Public Company Accounting Oversight Board (United States). In accordance with applicable law, the audit committee has ultimate authority and responsibility to select,



compensate, evaluate and, when appropriate, replace our independent registered public accounting firm. The audit committee has the authority to engage its own outside advisers, including experts in particular areas of accounting, as it determines appropriate, apart from counsel or advisers hired by management.

The audit committee members need not be professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and EisnerAmper, nor can the audit committee certify that EisnerAmper is independent under applicable rules. The audit committee serves a board-level oversight role, in which it provides advice, counsel and direction to management and EisnerAmper on the basis of the information it receives, discussions with management and EisnerAmper, and the experience of the audit committee's members in business, financial and accounting matters. Two members of the audit committee have been determined by the board to meet the qualifications of an audit committee financial expert in accordance with SEC rules. Stockholders should understand that this designation is an SEC disclosure requirement related to these directors' experience and understanding with respect to certain accounting and auditing matters. The designation does not impose on these directors any duties, obligations or liability that are greater than are generally imposed on them as a member of the audit committee and the board, and their designation as an audit committee financial expert pursuant to this SEC requirement does not affect the duties, obligations or liability of any other member of the audit committee or the board.

In accordance with law, the audit committee is responsible for establishing procedures for the receipt, retention and treatment of complaints received by Glowpoint regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by our employees, received through established procedures, of concerns regarding questionable accounting or auditing matters.

Among other matters, the audit committee monitors the activities and performance of EisnerAmper, including the audit scope, external audit fees, independence matters and the extent to which the firm may be retained to perform non-audit services.

In accordance with audit committee policy and the requirements of law, all services to be provided by EisnerAmper are pre-approved by the audit committee. Pre-approval includes audit services, audit-related services, tax services and other services. To avoid certain potential conflicts of interest, the law prohibits a publicly-traded company from obtaining certain non-audit services from EisnerAmper. We obtain these services from other service providers as needed.

The audit committee has reviewed our audited financial statements and met and held discussions with management regarding the audited financial statements. Management has represented to the audit committee that our consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States.

The audit committee has discussed with EisnerAmper the matters required to be discussed by the rules pursuant to the Public Company Accounting Oversight Board. These discussions have included a review as to the quality, not just the acceptability, of our accounting principles.

EisnerAmper also provided to the audit committee the written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussion with Audit Committees), and the audit committee discussed with EisnerAmper its independence from management and the Company. The audit committee has also considered the compatibility of non-audit services with EisnerAmper's independence.

Based on the audit committee's discussion with management and EisnerAmper, the audit committee's review of the audited financial statements, the representations of management and the report of EisnerAmper to the audit committee, the audit committee recommended that the board of directors file the audited consolidated financial statements for the year ended December 31, 2011 with the SEC on Form 10-K.

Respectfully submitted,

James S. Lusk, *Chairman*

Kenneth Archer

Grant Dawson

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires executive officers and directors and persons who beneficially own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Executive officers, directors and greater than 10% stockholders are required by regulations of the Securities and Exchange Commission to furnish us with copies of all Section 16(a) reports they file.

Based solely on our review of the copies of reports we received, or written representations that no such reports were required for those persons, we believe that, for 2011, all statements of beneficial ownership required to be filed with the Securities and Exchange Commission were filed on a timely basis.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

We provide managed video services to a company in which James S. Lusk, one of our directors, is an officer. In the last fiscal year, we were paid approximately \$281,000 for the provision of our services.

Jon A. DeLuca currently provides general corporate strategy and management consulting services to the Company under a Consulting Agreement entered into as of September 1, 2010 (the Consulting Agreement). The Company pays Mr. DeLuca \$12,500 per month, plus any pre-authorized expenses incurred in providing services, under the Consulting Agreement. The term of the engagement is month-to-month.

We believe that all of the foregoing described transactions are at arm's-length and for terms that would have been obtained from, or provided by, unaffiliated third parties.

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

Directors to be elected are to serve until the next annual meeting or until their respective successors are duly elected and qualified. The number of directors is determined from time to time by our board of directors and is currently five members. The nominees who will stand for election are Kenneth Archer, Grant Dawson, Jon A. DeLuca, Joseph Laezza and James S. Lusk, all of whom are currently members of our board of directors. The five nominees receiving the highest number of affirmative votes will be elected as directors. In the event any nominee is unable or unwilling to serve as a nominee, the board of directors may select a substitute nominee. If a substitute nominee is selected, proxies will be voted in favor of such nominee. Our board of directors has no reason to believe that any of the named nominees will be unable or unwilling to serve as a nominee or as a director if elected. Proxies cannot be voted for a greater number of persons than the number of nominees named.

**Required Vote and Board Recommendation**

A plurality of the votes duly cast is required for the election of directors. This means that the nominees receiving the highest number of affirmative votes will be elected to fill the director positions available. Stockholders do not have the right to cumulate their votes in the election of directors.

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF EACH NOMINEE FOR DIRECTOR.**



**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**General**

The audit committee, composed entirely of independent, non-employee members of the board of directors, has appointed the firm of EisnerAmper LLP ( EisnerAmper ) as the Independent Registered Public Accounting Firm to audit the consolidated financial statements of our Company and its subsidiaries for fiscal year 2012 and is asking the stockholders for ratification of the appointment. Stockholder ratification is not required by our Company's bylaws or under any other applicable legal requirement. If the stockholders do not approve the selection of EisnerAmper, the audit committee will reconsider the appointment.

As our Independent Registered Public Accounting Firm, EisnerAmper would audit our consolidated financial statements for fiscal year 2012, review the related interim quarters, and perform audit-related services and consultation in connection with various accounting and financial reporting matters. EisnerAmper may also perform certain non-audit services for our Company. The audit committee has determined that the provision of the services provided by EisnerAmper as set forth herein are compatible with maintaining EisnerAmper's independence and the prohibitions on performing non-audit services set forth in the Sarbanes-Oxley Act and relevant Securities and Exchange Commission rules.

EisnerAmper will have a representative present at the Annual Meeting who will be available to respond to appropriate questions. The representative will also have the opportunity to make a statement if he or she desires to do so.

**Audit Fees**

EisnerAmper, our principal accountant, billed us approximately \$260,000 for professional services for the audit of our annual consolidated financial statements for the 2011 fiscal year and the reviews of the consolidated financial statements included in our quarterly reports on Form 10-Q for the 2011 fiscal year. EisnerAmper billed us approximately \$252,000 for professional services for the audit of our annual consolidated financial statements for the 2010 fiscal year and the reviews of the consolidated financial statements included in our quarterly reports on Form 10-Q for the 2010 fiscal year.

**Audit-Related Fees**

EisnerAmper did not bill us in the 2011 or the 2010 fiscal years for any assurance and related services that are reasonably related to the performance of the audit and review of our consolidated financial statements.

**Tax Fees**

In connection with tax services, EisnerAmper billed approximately \$53,600 for professional services to us for tax compliance for the 2010 fiscal year. EisnerAmper has not been engaged to perform professional services to us for tax compliance for the 2011 fiscal year.

**All Other Fees**

EisnerAmper did not bill us in the 2011 or 2010 fiscal years for any services or products other than Audit Fees and Tax Fees, as listed above.

### **Audit Committee Pre-Approved Policy**

The audit committee is required to pre-approve the engagement of EisnerAmper to perform audit and other services for the Company. Our procedures for the pre-approval by the audit committee of all services provided by EisnerAmper comply with SEC regulations regarding pre-approval of services. Services subject to these SEC requirements include audit services, audit-related services, tax services and other services. The audit engagement is specifically approved and the auditors are retained by the audit committee. The audit committee also has adopted policies and procedures for pre-approving all non-audit work performed by EisnerAmper. In accordance with audit committee policy and the requirements of law, all services provided by EisnerAmper in the 2011 and 2010 fiscal years were pre-approved by the audit committee and all services to be provided by EisnerAmper will be pre-approved. Pre-approval includes audit services, audit-related services, tax services and other services. To avoid certain potential conflicts of interest, the law prohibits a publicly traded company from obtaining certain non-audit services from its auditing firm. We obtain these services from other service providers as needed.

### **Required Vote and Board Recommendation**

While approval of the Independent Registered Public Accounting Firm proposal is not required, the board seeks the affirmative vote of a majority of the shares of common stock present at the Annual Meeting in person or by proxy and entitled to vote.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF EISNERAMPER LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.**

### **CODE OF CONDUCT AND ETHICS**

We have adopted a code of conduct and ethics that applies to all of our employees, including our chief executive officer and chief financial and accounting officers. The text of the code of conduct and ethics is posted on our website at [www.glowpoint.com/investor-relations](http://www.glowpoint.com/investor-relations) and will be made available to stockholders without charge, upon request, in writing to the Corporate Secretary at 430 Mountain Avenue, Murray Hill, NJ 07974. Disclosure regarding any amendments to, or waivers from, provisions of the code of conduct and ethics that apply to our directors, principal executive and financial officers will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, unless website posting of such amendments or waivers is then permitted by the rules of the national securities exchange which the Company trades.

### **STOCKHOLDER PROPOSALS AND NOMINATIONS FOR DIRECTOR**

Any stockholder who intends to present a proposal (other than for director nominations) at the 2013 Annual Meeting of Stockholders, currently expected to occur in June 2013, must deliver the proposal to the Corporate Secretary of Glowpoint, Inc. at 430 Mountain Road, Murray Hill, New Jersey 07974, no later than December 13, 2012 if such proposal is to be considered for inclusion in our proxy materials for that meeting.

In addition, our by-laws provide that, in order for a stockholder to propose business for consideration at our next annual meeting of stockholders (including director nominations that are not requested to be included in our proxy statement), the stockholder must give written notice to our Corporate Secretary at our principal executive offices between March 9, 2013, which is 90 days prior to the anniversary of our 2012 annual meeting of stockholders, and April 8, 2013, which is 60 days prior to such anniversary; provided however, that in the event the annual meeting is called for a date that is not within 30 days before or after June 7, 2013, notice by the stockholder in order to be timely must be received not later than the close of business on the 10th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date the annual meeting was made, whichever occurs first. Proposals that are not received in a timely manner will not be voted on at the 2013 Annual Meeting. If a proposal is received on time, the proxies that management solicits for the meeting may still exercise discretionary voting authority on the proposal under circumstances consistent with the proxy rules of the SEC.

**HOUSEHOLDING OF ANNUAL DISCLOSURE DOCUMENTS**

The SEC previously adopted a rule concerning the delivery of annual disclosure documents. The rule allows us or brokers holding our shares on your behalf to send a single set of our annual report and proxy statement to any household at which two or more of our stockholders reside, if either we or the brokers believe that the stockholders are members of the same family. This practice, referred to as householding, benefits both stockholders and us. It reduces the volume of duplicate information received by you and helps to reduce our expenses. The rule applies to our annual reports, proxy statements and information statements. Once stockholders receive notice from their brokers or from us that communications to their addresses will be householded, the practice will continue until stockholders are otherwise notified or until they revoke their consent to the practice. Each stockholder will continue to receive a separate proxy card or voting instruction card.

Those stockholders who either (i) do not wish to participate in householding and would like to receive their own sets of our annual disclosure documents in future years or (ii) who share an address with another one of our stockholders and who would like to receive only a single set of our annual disclosure documents should follow the instructions described below:

Stockholders whose shares are registered in their own name should contact our transfer agent, American Stock Transfer & Trust Company, and inform them of their request by calling them at 1-800-937-5449 or writing them at 59 Maiden Lane, Plaza Level, New York, New York 10038.

Stockholders whose shares are held by a broker or other nominee should contact such broker or other nominee directly and inform them of their request. Stockholders should be sure to include their name, the name of their brokerage firm and their account number.

**OTHER MATTERS**

The board of directors knows of no other business to be presented for action at the Annual Meeting. If any matters do come before the meeting on which action can properly be taken, the persons named in the enclosed proxy will have the discretion to vote such matters in accordance with their judgment.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF**

**GLOWPOINT, INC.**

**FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JUNE 7, 2012**

The undersigned stockholder of GLOWPOINT, INC., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 12, 2012, and hereby appoints Joseph Laezza and Michael S. Hubner as proxy, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the 2012 Annual Meeting of Stockholders of GLOWPOINT, INC. to be held on June 7, 2012 at 1:30 p.m. EDT at the law offices of Thompson Hine LLP, located at 335 Madison Avenue, New York, New York 10017, and at any adjournment or postponement thereof, and to vote all shares of common stock which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below.

This Proxy, when executed, will be voted in the manner directed herein. If you do not specify below how you want your shares to be voted, this Proxy will be voted FOR the election of Directors and FOR Proposal 2.

In their discretion the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournments of the meeting.

**(Continued and to be signed on the reverse side)**

Proxy Statement

**ANNUAL MEETING OF STOCKHOLDERS OF**

**GLOWPOINT, INC.**

**June 7, 2012**

**PROXY VOTING INSTRUCTIONS**

**MAIL** - Date, sign and mail your proxy card in the envelope provided as soon as possible.

**- OR -**

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) from any touch-tone telephone and follow the instructions.

Have your proxy card available when you call.

**COMPANY NUMBER**  
**ACCOUNT NUMBER**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:**

**The Notice of Meeting, Proxy Statement and Proxy Card are available at**

**<http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=16839>**

You may enter your voting instructions at 1-800-PROXIES up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone.

	For	Against	Abstain
1. To elect the following nominees to our board of directors to each serve a one-year term:			
Vote for All	..	..	..
Withhold Authority for All Nominees	..	..	..
For All Except (See instructions below)	..	..	..
Kenneth Archer	..	..	..
Grant Dawson	..	..	..
Jon A. DeLuca	..	..	..
Joseph Laezza	..	..	..
James S. Lusk	..	..	..
2. Ratify the appointment of EisnerAmper LLP as our Registered Public Accounting Firm for fiscal year 2012.	..	..	..

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INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of  
Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Proxy Statement