GLOWPOINT INC
Form PRE 14A
July 20, 2007

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	x
Filed by a Party other than the Registrant	o

	Check the appropriate box:		
x	Preliminary Proxy Statement	o	Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
o	Definitive Proxy Statement		
o	Definitive Additional Materials		
o	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):

x No fee required.
o 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:
(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:
o	Fee paid previously with preliminary materials:
o	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

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(1)	Amount Previously Paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing Party:
(4)	Date Filed:

PRELIMINARY COPY

GLOWPOINT, INC.
225 Long Avenue
Hillside, New Jersey 07205
July __, 2007

Dear Stockholder:

We are pleased to invite you to the 2007 Annual Meeting of Stockholders of Glowpoint, Inc., which will be held at 1:30 p.m. local time, on August 14, 2007, at the Holiday Inn, 304 Route 22 West, Springfield, New Jersey 07081.

At the meeting, you will be asked to: (i) elect two Class I members of our board of directors to serve a two-year term each and two Class II members of our board of directors to serve a three-year term each; (ii) approve the 2007 Stock Incentive Plan and reserve 3,000,000 shares of common stock for issuance under such plan; (iii) ratify the appointment of Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for fiscal year 2007; (iv) approve an amendment to our certificate of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares; and (v) to 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 June 6, 2007. **Copies of these reports are available for review at www.glowpoint.com/investors or may be mailed to you free of charge by requesting a copy by contacting us at 866-GLOWPOINT (x2002) or mailing a request to Glowpoint Investor Relations, 225 Long Avenue, Hillside NJ 07205.**

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,

Michael Brandofino
Chief Executive Officer and President

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GLOWPOINT, INC.
225 Long Avenue
Hillside, New Jersey 07205

NOTICE OF THE 2007 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD AUGUST 14, 2007

To our Stockholders:

The Annual Meeting of Stockholders of Glowpoint, Inc. will be held at 1:30 p.m. local time on August 14, 2007, at the Holiday Inn, 304 Route 22 West, Springfield, New Jersey 07081, for the following purposes:

1. To elect two Class I members of our board of directors to serve a two-year term each and two Class II members of our board of directors to serve a three-year term each;

2. To approve the 2007 Stock Incentive Plan and reserve 3,000,000 shares of common stock for issuance under such plan;

3. To ratify the appointment of Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for fiscal year 2007;

4. To approve an amendment to our certificate of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares; and

5. To transact other business as may properly come before the meeting.

Stockholders of record of our common stock as of the close of business on July 6, 2007 are entitled to attend and vote at the Annual Meeting or any adjournment or postponement thereof.

By order of the Board of Directors,

David W. Robinson
Corporate Secretary

July __, 2007

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

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GLOWPOINT, INC.
225 Long Avenue
Hillside, New Jersey 07205

PROXY STATEMENT
FOR THE 2007 ANNUAL MEETING OF STOCKHOLDERS

The Board of Directors of Glowpoint, Inc. (referred to throughout this proxy statement as “Glowpoint” or “we” or “our”) is soliciting proxies for our 2007 Annual Meeting of Stockholders or any adjournment or postponement thereof. The Annual Meeting will be held at 1:30 p.m. local time on August 14, 2007, at the Holiday Inn, 304 Route 22 West, Springfield, New Jersey 07081. This proxy statement, the accompanying proxy card, and our 2006 Annual Report released on Form 10-K on June 6, 2007 are first being mailed to stockholders on or about July 30, 2007.

At the Annual Meeting, stockholders will be asked to consider and vote on (1) electing two Class I members of our board of directors to serve a two-year term each and two Class II members of our board of directors to serve a three-year term each; (2) approving the 2007 Stock Incentive Plan and reserving 3,000,000 shares of common stock for issuance under such plan; (3) ratifying the appointment of Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for the fiscal year ending December 31, 2007; and (4) approving an amendment to our certificate of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares. At the Annual Meeting, stockholders may also be asked to consider and take action with respect to other matters that properly come before the meeting. We have not received notice of other matters that may properly be presented for voting at the Annual Meeting.

RECORD DATE; QUORUM

Only holders of record of our common stock at the close of business on July 6, 2007 are entitled to vote at the Annual Meeting. As of the record date, approximately 47,509,673 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.

The affirmative 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 approval of the 2007 Stock Incentive Plan (Proposal 2) and the ratification of the selection by the Audit Committee of Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for the fiscal year ending December 31, 2007 (Proposal 3). The affirmative vote of the holders of a majority of the shares of common stock outstanding is required for approval of the proposed amendment to our certificate of incorporation (Proposal 4).

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, abstentions will have no effect in determining which director receives the highest number of votes. Additionally, the election of directors is a matter on which a broker or other nominee is generally empowered to vote, and therefore no broker non-votes will exist in connection with Proposal Number 1.

Proposal 2: The vote of the holders of a majority of voting power held by the stockholders present in person or represented by proxy is required for approval of the 2007 Stock Incentive Plan. 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 approval of the 2007 Stock Incentive Plan is not a matter on which a broker or other nominee is generally empowered to vote, and therefore, broker non-votes may exist in connection with Proposal Number 2. Broker non-votes will not have an effect on this Proposal.

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Proposal 3: 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 Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for the fiscal year ending December 31, 2007. A properly executed proxy marked “ABSTAIN” will not be voted, although is 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 2007 is a matter on which a broker or other nominee is generally empowered to vote, and therefore, no broker non-votes will exist in connection with Proposal Number 3.

Proposal 4: The vote of the holders of a majority of our common stock outstanding is required for approval of the proposed amendment to our certificate of incorporation. 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 approval of the amendment to our certificate of incorporation to increase the number of shares of common stock for general corporate purposes is a matter on which a broker or other nominee is generally empowered to vote, and therefore, no broker non-votes will exist in connection with Proposal Number 4.

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 directors (which includes voting in favor of the two Class I members of our board of directors to serve a two-year term each and the two Class II members of our board of directors to serve a three-year term each), (2) FOR adopting the 2007 Stock Incentive Plan and reserving 3,000,000 shares of common stock for issuance under such plan, (3) FOR ratification of Amper, Politziner & Mattia, P.C. as our Registered Public Accounting Firm for the fiscal year ending December 31, 2007, (4) FOR amending our certificate of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares, and (5) with respect to other matters that may come before the Annual Meeting, at the discretion of the proxy holders.

Stockholders have the option to vote by telephone. 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 phone 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 the related reasonable out-of-pocket expenses.

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STOCKHOLDER PROPOSALS

Any stockholder who intends to present a proposal at the 2008 Annual Meeting of Stockholders, currently expected to occur in May 2008, must deliver the proposal to the Corporate Secretary, Glowpoint, Inc., 225 Long Avenue, Hillside, New Jersey 07205, no later than January 31, 2008 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 an annual meeting of stockholders, the stockholder must give written notice to our Corporate Secretary at our principal executive offices not less than 60 days nor more than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided however, that in the event the annual meeting is called for a date that is not within 30 days before or after such anniversary date, 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.

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QUESTIONS AND ANSWERS ABOUT THE 2007 ANNUAL MEETING

Q: What Is The Proposal Relating To The Election Of Directors That I Will Be Voting On At The Annual Meeting?

A: You will be asked to consider and vote upon a proposal to elect individuals to the board of directors. You will be asked to elect two Class I members of our board of directors to serve a two-year term each and two Class II members of our board of directors to serve a three-year term each. You will be asked to elect the following two individuals to a two-year term: James Lusk and Peter Rust. You will be asked to elect the following two individuals to a three-year term: Bami Bastani and Michael Brandofino.

Q: Why Are Some Directors Elected to a Two-Year Term While Other Directors Are Elected to a Three-Year Term?

A: Because we did not have a shareholders meeting last year, the Class I directors that would have been elected last year continued to serve until their subsequent election, as provided by our by-laws. In order to maintain the three year cycle of our classified Board terms, we will only elect those Class I directors to serve the two years remaining of that term. The Class II directors, whose term is expiring this year, will be elected to the standard three-year term.

Q: What Is The Proposal Relating To Establishing A New Stock Option Plan and Reserving 3,000,000 Shares Of Common Stock For Issuance Thereunder?

A: You will be asked to approve the 2007 Stock Incentive Plan and reserve 3,000,000 shares of our authorized common stock for issuance thereunder. The board approved a new plan because the existing stock option plan is nearly exhausted of common stock for awards and the exercise prices of many past grants exceed the current fair market value of the Company's common stock.

Q: What Is The Proposal Relating To The Ratification Of The Audit Committee's Appointment Of a Registered Public Accounting Firm That I Will Be Voting On At The Annual Meeting?

A: You will be voting to ratify the audit committee's appointment of Amper, Politziner & Mattia, P.C., a Registered Public Accounting Firm, as our Registered Public Accounting Firm for the fiscal year ending December 31, 2007.

Q: What Is The Proposal Relating To Amending Our Certificate of Incorporation To Increase The Number Of Authorized Shares of Common Stock From 100,000,000 Shares To 150,000,000 Shares?

A: You will be asked to approve an amendment to our certificate of incorporation to increase our authorized common stock by 50,000,000 shares. As of June 30, 2007, of the 100,000,000 shares of common stock currently authorized, there are approximately 47,509,673 shares of common stock issued and outstanding and approximately an additional 44,643,120 shares reserved (or expected to be reserved in the case of the 2007 Plan) for issuance in connection with outstanding options and warrants, conversion of our Series B Preferred Stock and the 10% Senior Secured Convertible Notes (the "10% Notes") and interest thereon, and additional shares reserved pursuant to the terms of such outstanding security instruments.

Q: Who Is Soliciting My Proxy?

A: This proxy solicitation is being made and paid for by Glowpoint. In addition to this solicitation by mail, proxies may be solicited by our directors, officers and other employees by telephone, Internet or fax, in person or otherwise. Such persons will not receive any additional compensation for assisting in the solicitation. We will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares of our common stock. We will reimburse such persons and our transfer agent for their reasonable out-of-pocket expenses in forwarding such material.

Q: How Does The Board Recommend That I Vote On The Matters Proposed?

A: Your board unanimously recommends that you vote "FOR" each of the proposals submitted at the Annual Meeting.

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Q: Who Is Entitled To Vote At The Annual Meeting?

A: Only holders of record of our common stock as of the close of business on July 6, 2007 will be entitled to notice of and to vote at the Annual Meeting.

Q: When And Where Is The Annual Meeting?

A: The Annual Meeting of our stockholders will be held at 1:30 p.m. local time, on Tuesday, August 14, 2007, at the Holiday Inn, 304 Route 22 West, Springfield, NJ 07081.

Q: Where Can I Vote My Shares?

A: You can vote your shares where indicated by the instructions set forth on the proxy card, including by telephone, or you can attend and vote your shares in person at the Annual Meeting.

Q: If My Shares Are Held In "Street Name" By My Broker, Will My Broker Vote My Shares For Me?

A: Your broker may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares.

Q: May I Change My Vote After I Have Mailed My Signed Proxy Card?

A: Yes. Just send in a written revocation or a later dated, signed proxy card before the Annual Meeting or vote again by telephone, or simply attend the Annual Meeting and vote in person. Simply attending the Annual Meeting, however, will not revoke your proxy; you must vote at the Annual Meeting.

Q: What Do I Need To Do Now?

A: Please vote your shares as soon as possible so that your shares may be represented at the Annual Meeting. You may vote by signing and dating your proxy card and mailing it in the enclosed return envelope or by telephone, or you may vote in person at the Annual Meeting.

Q: Who Should I Call If I Have Questions?

A: If you have questions about any of the proposals on which you are voting, you may call David W. Robinson, our Corporate Secretary, at 866-GLOWPOINT (x2087).

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PROPOSAL NO. 1 —

ELECTION OF DIRECTORS

Our directors are presently divided into three classes. The number of directors is determined from time to time by our board of directors. A single class of directors is typically elected each year at the annual meeting of stockholders and each such director elected would serve for a term ending at the third annual meeting of stockholders after his or her election and until his or her successor is elected and duly qualified. Because we did not have a shareholders meeting last year, however, the Class I directors that would have been elected then continued to serve until their subsequent election, which will occur this year. In order to maintain the three year cycle of our classified Board terms, we will only elect those Class I directors to serve for a term ending at the second annual meeting of stockholders after their election, which is the 2009 annual meeting, and until their successors are elected and duly qualified. The Class II directors, whose term is expiring this year, will be elected for a term ending at the third annual meeting of stockholders after their election, which is the 2010 annual meeting, and until their successors are elected and duly qualified.

The Class I Director nominees who will stand for election are James Lusk and Peter Rust, each of whom are currently members of our board of directors and have consented to serve if elected. The Class II Director nominees who will stand for election are Bami Bastani and Michael Brandofino, each of whom are currently members of our board of directors and have consented to serve if elected. In the event any nominee is unable or subsequently 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.

Director and Executive Officer Information

The following table sets forth information with respect to our current directors and executive officers.

Name	Age	Position with Company
Aziz Ahmad (5)	44	Class III Director
Bami Bastani (1)(2)(3)	53	Class II Director
Michael Brandofino	42	Chief Executive Officer, President and Class II Director
Dean Hiltzik (2)(3)	53	Class III Director
James S. Lusk (1)(2)	51	Class I Director
Richard Reiss	50	Class III Director
Peter Rust (1)(3)(4)	53	Class I Director
Non-Director Executive Officers:		
Edwin F. Heinen	55	Chief Financial Officer and Executive Vice President, Finance
Joseph Laezza	37	Chief Operating Officer
David W. Robinson	38	Executive Vice President and General Counsel

(1) Member of the Audit Committee
(2) Member of the Compensation Committee

(3) Member of the Nominating Committee
(4) Alternate Member of the Compensation Committee
(5) Alternate Member of the Audit, Compensation and Nominating Committees

Biographies

Class I Director Nominees

James S. Lusk, Class I Director. Mr. Lusk joined our board of directors in February 2007. He is currently Executive Vice President of ABM Industries Incorporated (NYSE:ABM), a leading facility services contractor in the United States and Canada. Effective December 31, 2007, Mr. Lusk will become ABM's Chief Financial Officer. Prior to joining ABM, he was Vice President, Business Services of Avaya, Chief Financial Officer, Treasurer of BioScrip/MIM, President of Lucent Technologies' Business Solutions division, and interim Chief Financial Officer of Lucent Technologies. Mr. Lusk earned his BS (Economics), cum laude, from the Wharton School, University of Pennsylvania, and his MBA (Finance) from Seton Hall University. He is a CPA and was inducted into the AICPA Business and Industry Leadership Hall of Fame in 1999.

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Peter Rust, Class I Director. Mr. Rust joined our board of directors since May 2006. Mr. Rust has over 27 years of experience in the telecommunications and computer industries. He is currently CEO of Bank Street Consulting Group, a firm that works with mid-cap companies helping them achieve their growth objectives. Previously, he consulted for a number of telecommunications, technology and financial firms and served as President and CEO of Con Edison Communications from February 1999 until May 2005. He is also a former director of NEON Communications, a current director for two non-profits and a member of the Communications Sector of the NYC Investment Fund. Mr. Rust holds an M.B.A. in Corporate Finance from Adelphi University, a Master of Science in Biomedical Engineering from Polytechnic University of New York, and a B.A. from Brown University in Rhode Island.

Class II Director Nominees

Bami Bastani, Class II Director. Dr. Bastani joined our board of directors in February 2007. He is President and CEO of ANADIGICS (NASDAQ:ANAD), a leading supplier of semiconductor radio frequency integrated circuits for the broadband and wireless communications markets. Prior to joining ANADIGICS in 1998, he held senior positions with Fujitsu Microelectronics and National Semiconductor. Dr. Bastani currently serves on the board of directors of ANADIGICS and Nitronex, a private company; he previously served on the board of directors of Globespan Virata in 2003 and was a national member of the AEA board of directors until 2007. Dr. Bastani earned his Ph.D and his MSEE in Microelectronics from Ohio State University and his BS (Electrical Engineering) from the University of Arkansas. He also holds three US patents.

Michael Brandofino, Chief Executive Officer, President and Class II Director. Mr. Brandofino was named our Chief Executive Officer and President and a member of our board of directors in April 2006. Mr. Brandofino previously served as our Chief Operating Officer and, before that, served as our Executive Vice President and Chief Technology Officer since October 2000. Prior to that, Mr. Brandofino was co-founder and President of Johns Brook Co., Inc., a technology consulting company acquired by us in 2000. Mr. Brandofino holds a B.S. degree in Management Information Systems from Pace University.

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. Votes withheld from any nominee are counted for purposes of determining the presence or absence of a quorum, but have no other legal effect. 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 NAMED ABOVE.

Additional Biographies

Class III Directors

Aziz Ahmad, Class III Director. Mr. Ahmad joined our board of directors in June 2006 and his term will expire at the annual meeting of stockholders in 2008. He is co-founder and a board member of Netria Systems, a joint venture between Vonair and Broadsoft that develops client management solutions for service providers of converged networks solutions. Mr. Ahmad is also the CEO and co-founder of Vonair, a firm focused on developing client applications for the Voice over IP and Video IP wireline and wireless markets, and CEO of UTC Associates, a leading systems and network integration professional services company. He holds B.E. and M.E. degrees in Electrical Engineering from The City College of New York.

Dean Hiltzik, Class III Director. Mr. Hiltzik has been a member of our board of directors since May 2000 and his term will expire at the annual meeting of stockholders in 2008. From September 1999 until May 2000, Mr. Hiltzik was a member of the board of directors of All Communications Corporation ("ACC"). Mr. Hiltzik, a certified public accountant, is a partner and director of consulting services at Schneider & Associates LLP, which he joined in 1979. Schneider provides tax and consulting services to Glowpoint. Mr. Hiltzik received a B.A. from Columbia University and an M.B.A. in Accounting from Hofstra University.

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Richard Reiss, Class III Director. Mr. Reiss has been a member of our board of directors since May 2000 and his term will expire at the annual meeting of stockholders in 2008. He is co-founder and currently serves as President of Prime Communications, an Avaya Business Partner that installs technologically advanced communication systems for businesses of all sizes. Mr. Reiss previously served as Chairman of our board from May 2000 to December 2006 and served as our Chief Executive Officer from May 2000 to October 2003. Mr. Reiss also served as our President from May 2000 to April 2002. Mr. Reiss served as Chairman of the Board of Directors, President and Chief Executive Officer of ACC from ACC's formation in 1991 until the formation of Glowpoint's predecessor pursuant to the merger of ACC and View Tech, Inc. (VTI) in May 2000.

Executive Officers

The following individuals are our executive officers but are not directors:

Edwin F. Heinen, Chief Financial Officer and Executive Vice President, Finance. Mr. Heinen, a certified public accountant, has been our Chief Financial Officer since April 2006 and previously served as our Controller since March 2005. Mr. Heinen joined the Company from Communications Network Enhancement, Inc., an audio conferencing company, where he was CFO since September 2001. Before that, Mr. Heinen served in senior financial executive positions with responsibility for accounting, auditing, treasury, analysis, budgeting, and financial and tax reporting. Mr. Heinen received a B.S. in Business Administration from Cornell University and an M.B.A in Finance from the University of Detroit.

Joseph Laezza, Chief Operating Officer. Mr. Laezza has been our Chief Operating Officer since April 2006 and previously served as our Vice President, Operations since March 2004. 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.

David W. Robinson, Executive Vice President and General Counsel. Mr. Robinson has been our Executive Vice President and General Counsel since May 2006. Prior to joining the Company, Mr. Robinson was Vice President and General Counsel of Con Edison Communications from August 2001 until March 2006, when Con Edison Communications was purchased by RCN Corporation. Before that, Mr. Robinson served in senior executive positions with other telecommunications service providers and provided legal and business counseling to other businesses. Mr. Robinson received a B.A. from the University of Pennsylvania (*magna cum laude*) and a Juris Doctorate from Boston College Law School.

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 currently consists of seven directors. The current board members and nominees for election include five independent directors and one current member and one former member of our senior management.

Our board of directors met ten times during the year ended December 31, 2006. During this period, each director other than Michael Toporek 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 or she was a director and (ii) the total number of meetings of committees of the board on which he or she served, held during the period for which he or she 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. We did not, however, have an annual meeting of stockholders in 2006.

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“Independent” Directors. Each of our directors other than Messrs. Reiss and Brandofino qualify as “independent” in accordance with the published listing requirements of the American Stock Exchange (“AmEx”). Mr. Brandofino is a current employee and Mr. Reiss was an employee until December 31, 2006. 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.

In addition, as required by AmEx rules, the members of the audit committee each qualify as “independent” under special standards established by the Securities and Exchange Commission (the “SEC”) for members of audit committees. The audit committee is also required to have at least one independent member who is determined by the board to meet the qualifications of an “audit committee financial expert” in accordance with SEC rules, including that the person meets the relevant definition of an “independent director.” Each member of the audit committee is independent and has been determined to be an audit committee financial expert. Stockholders should understand that this designation is a disclosure requirement of the SEC related to these directors’ experience and understanding with respect to certain accounting and auditing matters. The designation does not impose upon 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.

Audit Committee

We currently have an audit committee consisting of James Lusk (Chairman), Bami Bastani and Peter Rust. James Spanfeller resigned from the audit committee in May 2006 and Mr. Rust was appointed as his replacement. Aziz Ahmad was appointed an alternate member of the audit committee in June 2006. Karen Basian and Michael Toporek resigned from the audit committee in December 2006 and Dr. Bastani and Mr. Lusk were appointed as their replacements. Our board of directors has determined that each member of the audit committee has the accounting and related financial management expertise and satisfies the requirement as an “audit committee financial expert,” all as determined pursuant to the rules and regulations of the SEC. The audit committee consults and meets with our 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 originally filed with our proxy statement for the 2003 annual meeting of our stockholders, but 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/governance. 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., 225 Long Avenue, Hillside, New Jersey 07205, Attention: Investor Relations. The audit committee met six times during the year ended December 31, 2006.

Compensation Committee

We currently have a compensation committee consisting of Bami Bastani, Dean Hiltzik and James Lusk. Since June 2006, Aziz Ahmad and Peter Rust each serve as alternate members of the compensation committee. Karen Basian and Michael Toporek resigned from the compensation committee in December 2006 and Dr. Bastani and Mr. Lusk were appointed as their replacements. Each member of the compensation committee meets the independence requirements of the AmEx. The compensation committee is responsible for supervising our executive compensation policies, reviewing officers’ salaries, approving significant changes in employee benefits and recommending to the board of directors such other forms of remuneration as it deems appropriate. The compensation committee operates under a written compensation committee charter, which was adopted in May 2007 and is available online at www.glowpoint.com/governance. 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., 225 Long Avenue, Hillside, New Jersey 07205, Attention: Investor Relations. The compensation committee met three times during the year ended December 31, 2006.

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Nominating Committee

We currently have a nominating committee consisting of Bami Bastani, Dean Hiltzik and Peter Rust. James Spanfeller resigned from the nominating committee in May 2006 and Mr. Rust was appointed as his replacement. Aziz Ahmad was appointed an alternate member of the nominating committee in June 2006. Michael Toporek resigned from the nominating committee in December 2006 and Dr. Bastani was appointed as his replacement. 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 stockholders and is available online at www.glowpoint.com/governance. 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., 225 Long Avenue, Hillside, New Jersey 07205, Attention: Investor Relations.

The nominating committee considers qualified candidates to serve as a member of our board of directors suggested by our stockholders. Stockholders can suggest qualified candidates for director by writing to our Corporate Secretary at 225 Long Avenue, Hillside, New Jersey 07205. 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.

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.

Director Compensation

Directors who are not our executive officers or employees receive a director's fee of a cash payment of $2,000 and an option to purchase 1,000 shares of common stock for each board meeting attended, a cash payment of $1,000 and an option to purchase 500 shares of common stock for each committee meeting attended, and a cash payment of $5,000 and options to purchase 4,000 shares of common stock for attendance at the annual meeting of stockholders. Each chairperson of a standing committee of our board of directors also receives a cash payment of $1,000 per year, paid following each annual meeting of our stockholders. Attendance at board meetings and committee may be in person or by telephone.

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Each director who is independent in accordance with the published listing requirements of Nasdaq receives a one-time grant of 80,000 restricted shares of our common stock. The restricted shares have an exercise price equal to the closing price of our common stock as quoted in the Pink Sheets (or applicable exchange) on the date of grant. 20,000 shares vest on the date of grant and 20,000 shares vest on each of the first, second and third anniversaries of the date of grant, provided that, with respect to each scheduled vesting date, the director in question (i) attended at least 75% of the meetings of the board of directors held in the twelve months prior to the scheduled vesting date and (ii) remains independent under the Nasdaq listing standards prevailing on the scheduled vesting date. The restricted shares become fully vested and exercisable upon a change in control of our company.

The following table represents compensation paid to our directors during the year ended December 31, 2006:

Name	Fees Earned or Paid in Cash (1)	Stock Awards (2)	Option Awards (3)	Total
Aziz Ahmad	$ 6,000	$ 11,590	$ 862	$ 18,452
Karen Basian	21,000	29,833	3,848	54,681
Dean Hiltzik	23,000	42,400	4,189	69,589
Peter Rust	12,000	14,118	1,748	27,866
James Spanfeller	6,000	-	1,412	7,412
Michael Toporek	18,000	-	3,628	21,628

(1) Non employee directors are paid $2,000 for attending each Board of Director meeting and $1,000 for attending each committee meeting.

(2) When a non-employee is elected to the Board of Directors they receive 80,000 restricted shares which vest as to 20,000 shares on each of the grant date and first, second and third anniversary dates of the grant. The amounts included in the “Stock Awards” column represent the compensation cost we recognized in 2006 related to non-option stock awards, as described in Statement of Financial Accounting Standards No. 123R without taking into account any forfeiture rates. For a discussion of the valuation assumptions, see Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006. Please see the “Grants of Plan-Based Awards” table for more information regarding stock awards we granted in 2006. The table below summarizes, by year of grant, the 2006 expense amounts reported in the “Stock Awards” column for each named executive officer:

Name	2003	2004	2005	2006	Total
Aziz Ahmad	$ -	$ -	$ -	$ 11,590	$ 11,590
Karen Basian	29,833	-	-	-	29,833
Dean Hiltzik	-	42,400	-	-	42,400
Peter Rust	-	-	-	14,118	14,118

(3) Non-employee directors receive options to acquire 1,000 shares of common stock for attending each Board of Director meeting and options to acquire 500 shares of common stock for attending each committee meeting. The options are fully vested when granted. The amounts included in the “Option Awards” column represent the compensation cost we recognized in 2006 related to option awards, as described in Statement of Financial Accounting Standards No. 123R without taking into account any forfeiture rates. For a discussion of the valuation assumptions, see Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006. Please see the “Grants of Plan-Based Awards” table for more information regarding option awards we granted in 2006.

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., [Addressee], 225 Long Avenue, Hillside, New Jersey 07205

- Audit Committee of the Board of Directors
- Compensation Committee of the Board of Directors
- Nominating Committee of the Board of Directors
- Name of individual directors

These communications are sent by us directly to the specified addressee.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The information contained in this Audit Committee Report is not "soliciting material" and has not been "filed" with the Securities and Exchange Commission. This Audit Committee Report will not be incorporated by reference into any of our future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we may specifically incorporate it by reference into a future filing.

The audit committee is composed of three members and one alternate member. 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. Amper, Politziner & Mattia, P.C. ("Amper"), our 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 law, the audit committee has ultimate authority and responsibility to select, compensate, evaluate and, when appropriate, replace our 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 may not be professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the Registered Public Accounting Firm, nor can the audit committee certify that the Registered Public Accounting Firm 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 the Registered Public Accounting Firm on the basis of the information it receives, discussions with management and the Registered Public Accounting Firm, and the experience of the audit committee's members in business, financial and accounting matters. Each member of the audit committee has 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 Glowpoint's Registered Public Accounting Firm, including the audit scope, external audit fees, Registered Public Accounting Firm independence matters and the extent to which the Registered Public Accounting 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 Amper 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 its Registered Public Accounting Firm. 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 Amper, our Registered Public Accounting Firm, the matters required to be discussed by Statement of Auditing Standards No. 61 (Communication with Audit Committees). These discussions have included a review as to the quality, not just the acceptability, of our accounting principles.

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Our Registered Public Accounting Firm 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 the Registered Public Accounting Firm its independence from management and our company. The audit committee has also considered the compatibility of non-audit services with the Registered Public Accounting Firm's independence.

Based on the audit committee's discussion with management and the Registered Public Accounting Firm, the audit committee's review of the audited financial statements, the representations of management and the report of the Registered Public Accounting Firm 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, 2006 with the SEC on Form 10-K.

Respectfully submitted,
James Lusk, *Chairman*
Bami Bastani
Peter Rust

COMPENSATION DISCUSSION AND ANALYSIS

General Compensation Philosophy

Our overall compensation philosophy is to provide a total compensation package that is competitive and enables us to attract, motivate, reward and retain key executives and other employees who have the skills and experience necessary to promote our short- and long-term financial performance and growth.

The Compensation Committee recognizes the critical role of our executive officers in our growth, success and in our future prospects. Accordingly, our executive compensation policies are designed to (1) align the interests of executive officers with those of stockholders by encouraging stock ownership by executive officers and by making a significant portion of executive compensation dependent on our financial performance, (2) provide compensation that will attract and retain talented professionals, (3) reward individual results through base salary, annual cash bonuses, long-term incentive compensation in the form of stock options, restricted stock awards and various other benefits, and (4) manage compensation based on skill, knowledge, effort and responsibility needed to perform a particular job successfully.

In establishing salary, bonuses and long-term incentive compensation for our executive officers, the Compensation Committee takes into account both the position and the expertise of a particular executive, as well as the Committee's understanding of competitive compensation for similarly situated executives in our sector of the technology industry. Michael Brandofino, our President and Chief Executive Officer, confers with members of the Compensation Committee, and makes recommendations, regarding the compensation of all executive officers other than himself. He does not participate in the Compensation Committee's deliberations regarding his own compensation. In determining the compensation of our executive officers, the Compensation Committee may consult available compensation reports, but does not engage in any benchmarking of total compensation or any material element of compensation and does not retain any compensation consultant or expert.

Components of Compensation

The components of the compensation program for named executive officers are described below.

Base Salary. Salaries for executive officers for 2006 were generally determined by the Compensation Committee on an individual basis in connection with the determination of the terms of such executive's applicable employment agreement, based on the following criteria: the executive's scope of responsibility, performance, prior experience and salary history, as well as the salaries for similar positions at comparable companies.

The base salaries for the named executive officers for 2006 were increased from the 2005 levels pursuant to an employment agreement or in accordance with our company policy and past practice.

Bonus/Incentive Compensation. The Compensation Committee believes that a substantial portion of the annual compensation of each executive officer should be in the form of variable cash incentive pay. Accordingly, we did not award a guaranteed bonus to any executive officer in 2006. However, each executive officer is eligible, at the discretion of the Compensation Committee, to receive up to 40% of his base salary for the fiscal year upon the achievement of certain financial performance goals or other criteria and metrics as established by the President and CEO and the Compensation Committee.

The Compensation Committee approved a cash bonus to the named executive officers for 2006 based upon meeting certain performance targets, which included, without limitation, various company objectives (for example, targets associated with revenue, cost of revenue and improvement in other key financial metrics) and various personal objectives. Additionally, each named executive officer other than Mr. Robinson, who was not employed by us at the time, received a cash retention bonus in 2006 as part of a companywide retention program implemented with the March 2006 restructuring.

Long-Term Incentive Awards. The Compensation Committee believes that equity-based compensation in the form of stock options or restricted stock links the interests of executives with the long-term interests of our stockholders and encourages executives to remain in our employ. We grant stock options in accordance with our various stock option plans. Grants of options and/or restricted stock are awarded based on a number of factors, including the individual’s level of responsibility, the amount and term of options already held by the individual, the individual’s contributions to the achievement of our financial and strategic objectives, and industry practices and norms.

In June 2006, the Board and the Compensation Committee awarded options to every company employee, including the named executive officers.

Broad-based Employee Benefits. As employees, our named executive officers have the opportunity to participate in a number of benefits programs that are generally available to all eligible employees. These benefits include:

- Healthcare Plans - includes medical benefits, dental benefits, and vision care program.
- 401(k) Retirement Plan - allows eligible employees to save for retirement on a tax-advantaged basis. Under the 401(k) Plan, participants may elect to defer a portion of their compensation on a pre-tax basis and have it contributed to the Plan subject to applicable annual Internal Revenue Code limits. Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Employee elective deferrals are 100% vested at all times. The 401(k) Plan allows for matching contributions to be made by us. As a tax-qualified retirement plan, contributions to the 401(k) Plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) Plan and all contributions are deductible by us when made.

Compensation Committee Report

The information contained in this Compensation Committee Report is not “soliciting material” and has not been “filed” with the Securities and Exchange Commission. This Compensation Committee Report will not be incorporated by reference into any of our future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we may specifically incorporate it by reference into a future filing.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section appearing above with Glowpoint’s management. Based on this review and these discussions, the Compensation Committee recommended to Glowpoint’s board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

Respectfully submitted,

Bami Bastani
Dean Hiltzik
James Lusk

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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 year ended December 31, 2006. Certain columnar information required by Item 402(c)(2) of Regulation S-K has been omitted for categories where there has been no compensation awarded to, or paid to, the named executive officers during or with respect to the year ended December 31, 2006.

Name and Principal Position	Year (1)	Salary	Bonus	Stock Awards (2)	Option Awards (3)	All Other Compensation (4)	Total
Michael Brandofino President and Chief Executive Officer	2006	$ 267,500	$ 27,500	$ -	$ 26,969	$ 10,279	$ 332,248
Edwin F. Heinen Chief Financial Officer	2006	167,212	37,500	-	71,157	5,056	280,925
Joseph Laezza Chief Operating Officer	2006	228,608	23,320	35,384	34,459	3,900	325,671
David W. Robinson Executive Vice President, General Counsel	2006	158,769	16,080	41,000	9,882	2,140	227,871
David Trachtenberg Former President and Chief Executive Officer	2006	129,808	-	124,000	-	693,892	947,700
Gerard Dorsey Former Chief Financial Officer	2006	65,962	-	-	10,739	138,927	215,628

(1) In accordance with SEC transition rules, information is provided for the most recently completed fiscal year only.

(2) The amounts included in the "Stock Awards" column represent the compensation cost we recognized in 2006 related to non-option stock awards, as described in Statement of Financial Accounting Standards No. 123R without taking into account any forfeiture rates. For a discussion of the valuation assumptions, see Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006. Please see the "Grants of Plan-Based Awards" table for more information regarding stock awards we granted in 2006. The table below summarizes, by year of grant, the 2006 expense amounts reported in the "Stock Awards" column for each named executive officer:

Name	2003	2004	2005	2006	Total
Joseph Laezza	$ -	$ 35,384	$ -	$ -	$ 35,384
David W. Robinson	-	-	-	41,000	41,000
David Trachtenberg	124,000	-	-	-	124,000

(3) The amounts included in the "Option Awards" column represent the compensation cost we recognized in 2006 related to option awards, as described in Statement of Financial Accounting Standards No. 123R without taking into account any forfeiture rates. For a discussion of the valuation assumptions, see Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006. Please see the "Grants of Plan-Based Awards" table for more information regarding option awards we granted in 2006. The following

table summarizes, by year of grant, the 2006 expense amounts reported in the “Option Awards” column for each named executive officer:

Name	2004	2005	2006	Total
Michael Brandofino	$ 17,087	$ -	$ 9,882	$ 26,969
Edwin F. Heinen	-	61,275	9,882	71,157
Joseph Laezza	-	24,577	9,882	34,459
David W. Robinson	-	-	9,882	9,882
David Trachtenberg	-	-	-	-
Gerard Dorsey	10,739	-	-	10,739

The following forfeitures of options occurred during the year ended December 31, 2006: Mr. Trachtenberg, options to acquire 100,000 shares of common stock; and Mr. Dorsey, options to acquire 79,166 shares of common stock. Additionally, each of Mr. Trachtenberg and Mr. Dorsey failed to exercise vested options during the permitted post-employment period and such options expired, 50,000 in the case of Mr. Trachtenberg and 83,334 in the case of Mr. Dorsey.

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(4) The following table presents all other compensation during the year ended December 31, 2006 to the named executive officers:

Name	Year (1)	Vehicle Allowance	Company Contributions to 401(k) Plan	Health Insurance	Severance (5)	Total
Michael Brandofino	2006	$ 4,000	$ 3,132	$ 3,147	$ -	$ 10,279
Edwin F. Heinen	2006	3,700	1,356	-	-	5,056
Joseph Laezza	2006	3,900	-	-	-	3,900
David W. Robinson	2006	2,140	-	-	-	2,140
David Trachtenberg	2006	6,772	1,438	4,612	681,070	693,892
Gerard Dorsey	2006	1,400	1,923	-	135,604	138,927

(5) The following table presents the severance benefits during the year ended December 31, 2006 to the named executive officers:

Name	Year (1)	Accelerated Vesting of Stock Awards	Accelerated Vesting of Option Awards	Extension of Post Termination Option Exercise Period	Health Insurance	Severance	Total
David Trachtenberg	2006	$ 170,500	$ -	$ 826	$ 9,744	$ 500,000	$ 681,070
Gerard Dorsey	2006	-	9,353	1,150	-	125,101	135,604

Grants of Plan-Based Awards

The table set forth below presents all plan-based equity and non-equity grants made by Glowpoint during the year ended December 31, 2006 to the named executive officers. Certain columnar information required by Item 402(c)(2) of Regulation S-K has been omitted for categories where there has been no compensation awarded to, or paid to, the named executive officers during or with respect to the year ended December 31, 2006.

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Awards: Number of Securities Underlying Options (#) (1)	Exercise or Base Price of Option Awards ($/sh)	Grant Date Fair Value of Stock and Option Awards
Michael Brandofino	6/27/06	-	100,000	$ 0.41	$ 30,638
Edwin F. Heinen	6/27/06	-	100,000	$ 0.41	30,638
Joseph Laezza	6/27/06	-	100,000	$ 0.41	30,638
David W. Robinson	5/4/06	200,000 (2)	-	-	90,000

6/27/06		-	100,000	$ 0.41	30,638
David Trachtenberg	-	-	-	-	-
Gerard Dorsey	-	-	-	-	-

(1) The options for each of the named executive officers to purchase 100,000 shares were granted on June 27, 2006, have a ten year life and vests as to 33.33% of the total number of shares subject to the grant on each of the first, second and third anniversary dates of the grant.
(2) A restricted stock award of 200,000 shares was granted on May 4, 2006, and vested as to 60,000 shares on the commencement date of Mr. Robinson's employment. The remaining 140,000 shares subject to the grant vests 33.33% on each of the first, second and third anniversary dates of the grant.

Employment Agreements

We have entered into employment agreements with our executive officers. Additional information as to the terms of the employment agreements is set forth in our 2006 Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on June 6, 2007 and is attached hereto. Such information is subject to the detailed provisions of the respective agreements attached as exhibits to our filings with the Securities and Exchange Commission.

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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, 2006. Certain columnar information required by Item 402(c)(2) of Regulation S-K has been omitted for categories where there has been no compensation awarded to, or paid to, the named executive officers required to be reported in the table during fiscal year ended December 31, 2006.

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (5)**
Michael Brandofino	100,000	-	$ 3.94	1/01/2011	-	$ -
	20,000	-	4.40	2/25/2012	-	-
	15,000	-	3.04	4/24/2012	-	-
	29,875	-	1.13	7/22/2012	-	-
	100,000	-	3.39	9/23/2013	-	-
	75,000	25,000 (1)	1.36	7/26/2014	-	-
	-	100,000 (2)	0.41	6/27/2016	-	-
Edwin F. Heinen	13,333	26,667 (3)	2.13	3/02/2015	-	-
	4,667	9,333 (3)	1.17	8/10/2015	-	-
	25,000	50,000 (3)	1.00	9/29/2015	-	-
	-	100,000 (2)	0.41	6/27/2016	-	-
Joseph Laezza	16,667	33,333 (4)	1.17	8/10/2015	-	-
	-	100,000 (2)	0.41	6/27/2016	-	-
	-	-	-	-	18,334 (6)	6,967
David W. Robinson	-	100,000 (2)	0.41	6/27/2016	-	-
	-		-	-	140,000 (7)	53,200

(1) An option to purchase 100,000 shares was granted on July 26, 2004, and vests as to 25% of the total number of shares subject to the grant on each of the grant date and first, second and third anniversary dates of the grant.

(2) An option to purchase 100,000 shares was granted on June 27, 2006, and vests as to 33.33% of the total number of shares subject to the grant on each of the first, second and third anniversary dates of the grant.
(3) Options to purchase 40,000 shares on March 2, 2005, 14,000 shares on August 10, 2005 and 75,000 shares of September 29, 2005 were granted, and vests as to 33.33% of the total number of shares subject to the grant on each of the first, second and third anniversary dates of the grant.
(4) An option to purchase 50,000 shares was granted on August 10, 2005, and vests as to 33.33% of the total number of shares subject to the grant on each of the first, second and third anniversary dates of the grant.
(5) The market value of the stock awards is based on the $0.38 closing price our common stock on December 29, 2006.
(6) A restricted stock award of 55,000 shares was granted on March 29, 2004, and vests as to 33.33% of the total number of shares subject to the grant on each of the first, second and third anniversary dates of the grant. As of December 31, 2006, 36,666 had vested and 18,334 were unvested.
(7) A restricted stock award of 200,000 shares was granted on May 4, 2006, and vests as to 60,000 shares on the commencement date of Mr. Robinson's employment and as to the remaining 140,000 shares subject to the grant, 33.33% on each of the first, second and third anniversary dates of the grant. As of December 31, 2006, 60,000 had vested and 140,000 were unvested.

Option Exercises and Stock Vested

The table set forth below present's information concerning stock option exercises and vesting of restricted stock during the year ended December 31, 2006 for each named executive officer. Certain columnar information required by Item 402(c)(2) of Regulation S-K has been omitted for categories where there has been no compensation awarded to, or paid to, the named executive officers required to be reported in the table during fiscal year ended December 31, 2006.

PRELIMINARY COPY

Name	Option Awards Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (1)	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (2)
Michael Brandofino	-	$ -	-	$ -
Edwin F. Heinen	-	-	-	-
Joseph Laezza	-	-	18,333	11,733
David W. Robinson	-	-	60,000	27,000
David Trachtenberg	-	-	120,000	56,400
Gerald Dorsey	-	-	-	-

(1) The value of an option is the difference between (a) the market price upon exercise and (b) the exercise price of the option upon grant.
(2) The value of a restricted stock share upon vesting is the market value of a share of the Company's common stock on the vesting date.

Potential Payments Upon Termination or Change-in-Control

The tables below outline the potential payments to our Chief Executive Officer and other named executive officers upon the occurrence of certain termination triggering events. For the purposes of the table, below are the standard definitions for the various types of termination, although exact definitions may vary by agreement and by person.

"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) he 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) he 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 his 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 it the executive officer's employment contract and restricted stock award agreement.

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

PRELIMINARY COPY

Executive Benefits and Payments Upon Termination (1)	Resignation for Good Reason or Termination Without Cause	Death	Change in Control or Corporate Transaction
Michael Brandofino			
Compensation			
Severance (2)	$ 275,000	$ 275,000	$ 275,000
Equity			
Restricted Stock (8)	-	-	-
Options (7)	-	-	200,000
Benefits and Perquisites (3)			
401 (k) Match (4)	3,437	3,437	3,437
Health Insurance (5)	-	-	-
Accrued vacation pay (6)	21,154	21,154	21,154
Edwin F. Heinen			
Compensation			
Severance (2)	$ 200,000	$ 200,000	$ 200,000
Equity			
Restricted Stock (8)	-	-	-
Options (10)	-	-	-
Benefits and Perquisites (3)			
401 (k) Match (4)	2,500	2,500	2,500
Health Insurance (5)	8,750	-	8,750
Accrued vacation pay (6)	15,385	15,385	15,385
Joseph Laezza			
Compensation			
Severance (2)	$ 244,860	$ 244,860	$ 244,860
Equity			
Restricted Stock (9)	6,967	6,967	6,967
Options (10)	-	-	-
Benefits and Perquisites (3)			
401 (k) Match (4)	3,061	3,061	3,061
Health Insurance (5)	13,836	-	13,836
Accrued vacation pay (6)	18,835	18,835	18,835
David W. Robinson			
Compensation			
Severance (2)	$ 126,000	$ 126,000	$ 126,000
Equity			
Restricted Stock (9)	17,733	17,733	53,200
Options (10)	-	-	-
Benefits and Perquisites (3)			
401 (k) Match (4)	1,575	1,575	1,575
Health Insurance (5)	13,836	-	13,836
Accrued vacation pay (6)	19,385		