

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-13**
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REPORTING OWNER

Holst Peter

CIK: **1349467**

Type: **4** | Act: **34** | File No.: **001-35376** | Film No.: **13536108**

Mailing Address
RAINDANCE
COMMUNICATIONS
1157 CENTURY DRIVE
LOUISVILLE CO 80027

ISSUER

GLOWPOINT, INC.

CIK: **746210** | IRS No.: **770312442** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
430 MOUNTAIN AVENUE
SUITE 301
MURRAY HILL NJ 07974

Business Address
430 MOUNTAIN AVENUE
SUITE 301
MURRAY HILL NJ 07974
9738553411

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Holst Peter			2. Issuer Name and Ticker or Trading Symbol GLOWPOINT, INC. [GLOW]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) PRESIDENT AND CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/13/2013			
430 MOUNTAIN AVENUE, SUITE 301			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) MURRAY HILL, NJ 07974						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/13/2013		A		100,000	A	\$ 0 ⁽¹⁾	791,305	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$1.98	01/13/2013		A		875,000		(2)	01/13/2013	Common Stock	875,000	\$ 0 ⁽²⁾	875,000	D	

Explanation of Responses:

- These shares of restricted stock were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These shares will vest as 25% on the first anniversary of the grant date, with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in the event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).
- These options were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These options will vest as to 25% on the first anniversary of the grant date,

with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).

Signatures

/s/ Peter J. Holst

** Signature of Reporting Person

01/17/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.