

ADELMAN JASON T
Form SC 13G
May 27, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934**

(Name of Issuer) Glowpoint, Inc.
(Title of Class of Securities) Common Stock
(CUSIP Number) 379887201
(Date of Event Which Requires Filing of this Statement) May 12, 2011
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
 Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **379887201**

(1) Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only)

Jason Adelman

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Membership in Group is Disclaimed

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

(5) Sole Voting Power

Number of

Shares 1,090,000
(6) Shared Voting Power

Beneficially

Owned by 1,170,000
Each (7) Sole Dispositive Power

Reporting

Person 1,090,000
(8) Shared Dispositive Power
With

1,170,000
(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,170,000
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares [x]

(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)

5.5%
(12) Type of Reporting Person (See Instructions)

IN

CUSIP No. **379887201**

(1) Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only)

Cass G. Adelman

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Membership in Group is Disclaimed

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

(5) Sole Voting Power

Number of

0

Shares (6) Shared Voting Power

Beneficially

Owned by

1,070,000

Each (7) Sole Dispositive Power

Reporting

Person

0

(8) Shared Dispositive Power

With

1,070,000

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,070,000

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)

5.5%

(12) Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer

Glowpoint, Inc.

(b) Address of Issuer's Principal Executive Offices

430 Mountain Avenue, Suite 301
Murray Hill, New Jersey, 07974

Item 2.

(a) Name of Person Filing

Jason T. Adelman. Shares are owned in joint tenancy with right of survivorship, with Mr. Adelman's spouse, Cass G. Adelman.

(b) Address of Principal Business Office or, if none, Residence

590 Madison Avenue, Fifth Floor, New York, NY 10022

(c) Citizenship

United States

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

379887201

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

(e)

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

(a) Amount beneficially owned:

Jason T. Adelman beneficially owns 1,170,000 shares in joint tenancy with a right of survivorship with Mr. Adelman's spouse, Cass G. Adelman. Of the total number of shares beneficially owned, 80,000 shares are held in trust for Mr. Adelman's minor child. Mr. Adelman's spouse is the custodian of the trust. Due to the relationship between Mr. Adelman and the trust, Mr. Adelman may be deemed to be the beneficial owner of the shares held by the trust.

In addition, Mr. Adelman currently owns 155.97 shares of Series A-2 Convertible Preferred Stock convertible into 389,933 shares of the Issuer's Common Stock ("A-2 Preferred"); however, under the terms of the Certificate of Designations of the A-2 Preferred, a holder is prevented from converting such A-2 Preferred into shares of Common Stock if as a result of such conversion, the holder thereof would beneficially own in excess of 4.99% of the Issuer's issued and outstanding shares of Common Stock. Mr. Adelman also owns warrants to purchase 583,306 shares of the Issuer's Common Stock; however, such warrants also contain a provision prohibiting Mr. Adelman from exercising the warrants if such exercise would result in Mr. Adelman owning in excess of 4.99% of the Issuer's Common Stock following such exercise.

(b) Percent of class:

5.5%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

1,090,000

(ii) Shared power to vote or to direct the vote

1,170,000

(iii) Sole power to dispose or to direct the disposition of

1,090,000

(iv) Shared power to dispose or to direct the disposition of

1,170,000

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Of the 1,170,000 shares beneficially owned by Mr. Adelman, 80,000 shares are owned by a trust for the benefit of Mr. Adelman's minor child. Mr. Adelman's spouse is the custodian of the trust.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: *May 27, 2011*

By: */s/ Jason T. Adelman*

*_____
Name: Jason T. Adelman*
