

ADELMAN JASON T
Form SC 13G/A
February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

(Name of Issuer) **Glowpoint, Inc.**

(Title of Class of Securities) **Common Stock**

(CUSIP Number) **379887201**

(Date of Event Which Requires Filing of this Statement) **December 31 , 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**

Edgar Filing: ADELMAN JASON T - Form SC 13G/A

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

Jason T 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

(6) Shared Voting Power

Shares

Beneficially

Owned by 1,970,000 (shares are owned as Joint Tenants with Right of Survivorship with spouse Cass G. Adelman)

(7) Sole Dispositive Power

Each

Reporting

Person 0

(8) Shared Dispositive Power

With

1,970,000 (shares are owned as Joint Tenants with Right of Survivorship with spouse Cass G. Adelman)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,970,000

(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)

7.8%

(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

Cipher Capital Partners LLC
c/o Rothschild
1251 Avenue of the Americas, Suite 936
New York, NY 10020

(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 1,970,000 shares in joint tenancy with a right of survivorship with Mr. Adelman's spouse, Cass G. Adelman.

(b) Percent of class:

7.8%

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

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

0

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

1,970,000

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

0

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

1,970,000

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.

N/A

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: *February 14, 2012*

By: */s/ Jason T. Adelman*

Name: Jason T. Adelman
