

GLOWPOINT, INC.
Form 3
August 16, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Main Street Capital CORP</p> <p>(Last) (First) (Middle)</p> <p>1300 POST OAK BLVD.,Â</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77056</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/09/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GLOWPOINT, INC. [GLOW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 15,276,138 | I ⁽²⁾ | By GP Investment Holdings, LLC |
| Common Stock ⁽¹⁾ | 47,741 | I ⁽³⁾ | By Main Street Mezzanine Fund, LP |
| Common Stock ⁽¹⁾ | 18,362 | I ⁽³⁾ | By Main Street Capital II, LP |
| Common Stock ⁽¹⁾ | 7,345 | D | Â |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Main Street Capital CORP 1300 POST OAK BLVD. HOUSTON, TX 77056 | ^ | ^ X | ^ | ^ |
| Pessin Brian L. 366 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| PESSIN NORMAN H 366 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| PESSIN SANDRA F 366 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| GP Investment Holdings, LLC 1300 POST OAK BLVD. HOUSTON, TX 77056 | ^ | ^ X | ^ | ^ |
| Shuford Robert M 1300 POST OAK BLVD. HOUSTON, TX 77056 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Jason B. Beauvais as Attorney-in-Fact for Brian Pessin, Norman H. Pessin, Sandra Pessin, Robert Shuford | 08/16/2013 |
| __Signature of Reporting Person | Date |
| Jason B. Beauvais as Attorney-in-Fact for Brian Pessin | 08/09/2013 |
| __Signature of Reporting Person | Date |
| Jason B. Beauvais as Attorney-in-Fact for Norman H. Pessin | 08/09/2013 |
| __Signature of Reporting Person | Date |
| Jason B. Beauvais as Attorney-in-Fact for Sandra Pessin | 08/09/2013 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| Jason B. Beauvais as Attorney-in-Fact for GP Investment Holdings, LLC | 08/09/2013 |
| <u>Signature of Reporting Person</u> | Date |
| Jason B. Beauvais as Attorney-in-Fact for Robert M. Shuford | 08/09/2013 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is filed jointly by GP Investment Holdings, LLC ("GP Investment"), Main Street Capital Corporation ("MSCC"), Robert M. Shuford, Brian Pessin, Sandra Pessin and Norman Pessin (collectively, the "Reporting Persons"). Each of the Reporting Persons may be

(1) deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his, hers or its pecuniary interest therein.

Shares of Common Stock owned directly by GP Investment. As (i) the owner of 50% of the limited liability company interests of GP Investment, (ii) one of the two members of the board of managers and the Chief Executive Officer of GP Investment, (iii) one of the two members of the board of managers and the President of GP Investment and the owner of approximately 3.9% of the limited liability company interests of GP Investment, and (iv) the owners of approximately 46.1% of the limited liability company interests of GP Investment, respectively, each of MSCC, Robert M. Shuford, Brian Pessin and Sandra and Norman Pessin may be deemed to beneficially own the shares of Common Stock owned directly by GP Investment.

(3) Shares of Common Stock owned directly by a subsidiary of MSCC. MSCC may be deemed to beneficially own such shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.