

3D SYSTEMS CORP
Form 8-K
July 23, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**
Date of Report (Date of earliest event reported): **July 20, 2007**

3D SYSTEMS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22250
(Commission
File Number)

95-4431352
(IRS Employer
Identification No.)

333 Three D Systems Circle
Rock Hill, South Carolina
(Address of principal executive offices)

29730
(Zip Code)

Registrant's telephone number, including area code: **(803) 326-3900**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02. Unregistered Sales of Equity Securities.

Effective as of July 20, 2007, \$14,845,000 aggregate principal amount of the 6% Convertible Subordinated Debentures due November 30, 2013 (the Debentures) of 3D Systems Corporation (the Company) were converted into 1,458,266 shares of the Company s Common Stock, par value \$0.001 per share. The Debentures were converted at a conversion price of \$10.18 per share in connection with the conditional call for redemption that the Company issued on June 21, 2007.

The Company also paid approximately \$122,000 from its available cash to the converting holders for interest accrued and unpaid to the conversion date.

These shares of Common Stock were issued by the Company in reliance upon the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended, for any security exchanged by an issuer with its existing security holders exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange.

A copy of the press release issued by the Company to announce such conversion of the Debentures is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 3.02 by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated July 23, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

3D SYSTEMS CORPORATION

Date: July 23, 2007

By: /s/ Robert M. Grace, Jr.

(Signature)

Name: Robert M. Grace, Jr.

Title: *Vice President, General Counsel and
Secretary*

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated July 23, 2007.