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Form S-8  
March 04, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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3D SYSTEMS CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

95-4431352  
(I.R.S. Employer  
Identification No.)

26081 AVENUE HALL  
VALENCIA, CALIFORNIA 91355  
(Address of Principal Executive Offices) (Zip Code)

3D SYSTEMS CORPORATION 1996 STOCK INCENTIVE PLAN  
1996 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN  
(Full Title of the Plan)

BRIAN SERVICE, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
3D SYSTEMS CORPORATION  
26081 AVENUE HALL  
VALENCIA, CALIFORNIA 91355  
(Name and Address of Agent for Service)

(661) 295-5600  
(Telephone Number, Including Area Code, of Agent for Service)

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Copies to:  
JULIE KAUFER, ESQ.  
AFSHIN HAKIM, ESQ.  
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.  
2029 CENTURY PARK EAST, 24TH FLOOR  
LOS ANGELES, CALIFORNIA 90067  
(310) 728-3313  
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
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Common Stock \$0.001 par value	1,500,000 Shares	\$11.55	\$17,325,000	\$4,140.68
Common Stock \$0.001 par value	100,000 Shares	\$11.55	\$1,155,000	\$276.04
Total	1,600,000 Shares	\$11.55	\$18,480,000	\$4,416.72

PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE COMPANY HEREBY MAKES THE FOLLOWING STATEMENT:

On September 12, 1996, the Company filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-11865) (the "Prior Registration Statement") relating to shares of the Common Stock to be issued pursuant to its 1996 Stock Incentive Plan, as amended (the "1996 Plan"), and its 1996 Non-Employee Directors' Stock Option Plan, as amended (the "Director Plan"), and the Prior Registration Statement is currently effective. On June 2, 1999, the Company filed a Registration Statement relating to the same class of securities as those to which the Prior Registration Statement relates issuable pursuant to the 1996 Plan. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the 1996 Plan and the Director Plan. The contents of the Prior Registration Statement are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 4.1 3D Systems Corporation 1996 Stock Incentive Plan, as amended. Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed on March 30, 2001.
- 4.2 3D Systems Corporation 1996 Non-Employee Directors' Stock Option Plan, as amended. Incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement filed on March 30, 2001.
- 5.1 Opinion of Akin, Gump, Strauss, Hauer & Feld, L.L.P. regarding validity of securities.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 23.3 Consent of Ernst & Young LLP.
- 23.4 Consent of Akin, Gump, Strauss, Hauer & Feld, L.L.P. (included in Exhibit 5.1).
- 24.1 Power of Attorney (set forth on page 3).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on this 19th day of February 2002.

3D SYSTEMS CORPORATION  
(Registrant)

By: /S/ E. JAMES SELZER

-----  
E. James Selzer  
Chief Financial Officer and Vice President,  
Finance

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Brian Service and E. James Selzer, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/S/ BRIAN SERVICE ----- Brian Service	President, Chief Executive Officer, and Director	February 19, 2002
/S/ E. JAMES SELZER ----- E. James Selzer	Chief Financial Officer and VP, Finance	February 19, 2002
/S/ CHARLES W. HULL ----- Charles W. Hull	Chief Technology Officer and Director	February 19, 2002
/S/ KAREN M. SHOTTING ----- Karen M. Shotting	Vice President, General Counsel and Secretary	February 19, 2002



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- 23.3 Consent of Ernst & Young LLP.
- 23.4 Consent of Akin, Gump, Strauss, Hauer & Feld, L.L.P. (included in Exhibit 5.1). 24.1 Power of Attorney (set forth on Page 3).