

3D SYSTEMS CORP
 Form 424B5
 June 14, 2012
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered(1)	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, par value \$0.001 per share	4,255,000	\$27.00	\$114,885,000	\$13,166

- (1) Includes 555,000 shares of common stock that may be issued and sold pursuant to the underwriters' option to purchase additional shares.
- (2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933. In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, the registrant deferred payment of the registration fee for Registration Statement No. 333-182065.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-182065

PROSPECTUS SUPPLEMENT

(to Prospectus dated June 12, 2012)

3,700,000 Shares

3D Systems Corporation

Common Stock

We are offering 3,700,000 shares of our common stock. Our common stock is listed on the New York Stock Exchange under the symbol DDD. On June 13, 2012, the last reported sale price for our common stock on the New York Stock Exchange was \$29.56 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement.

	Per Share	Total
Public Offering Price	\$ 27.00	\$ 99,900,000
Underwriting Discount	\$ 1.215	\$ 4,495,500
Proceeds, Before Expenses, to 3D Systems	\$ 25.785	\$ 95,404,500

We have granted the underwriters the right to purchase up to an additional 555,000 shares of our common stock to cover over-allotments.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. It is illegal for any person to tell you otherwise.

We anticipate that delivery of the shares of common stock will be made on or about June 19, 2012.

Sole Book-Running Manager

Needham & Company

Co-Lead Manager

Canaccord Genuity

Co-Managers

Maxim Group LLC

Axiom Capital Management, Inc.

The date of this prospectus supplement is June 13, 2012

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any issuer free writing prospectus. Neither we nor the underwriters have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and in any issuer free writing prospectus, is accurate only as of the respective dates of those materials. Our business, financial condition, results of operations and prospects may have changed since those dates.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of common stock and also adds to and updates information contained in the accompanying prospectus as well as the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to the common stock we are offering. This prospectus supplement incorporates by reference important business and financial information about us that is not included in or delivered with this prospectus supplement. To the extent any inconsistency or conflict exists between the information included or incorporated by reference in this prospectus supplement and the information included in the accompanying prospectus, the information included or incorporated by reference in this prospectus supplement updates and supersedes the information in the accompanying prospectus.

Unless the context requires otherwise, the terms we, us, our and the Company refer to 3D Systems Corporation and its subsidiaries. Cube and Cubify are registered trademarks of the Company. Other names and marks referenced in this prospectus supplement are the property of their respective owners.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made in this prospectus supplement and the accompanying prospectus that are not statements of historical or current facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Certain of these risks and uncertainties are discussed under the heading "Risk Factors" in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2011 (the "Form 10-K"). All forward-looking statements should be read with caution.

In addition to statements that explicitly describe such risks and uncertainties, you are urged to consider statements in future or conditional tenses or that include terms such as "believes," "belief," "expects," "intends," "anticipates" or "plans" to be uncertain and forward-looking. Forward-looking statements may include statements as to our beliefs and expectations as to future events and trends affecting our business. Forward-looking statements are based upon our current expectations concerning future events and trends and are necessarily subject to uncertainties, many of which are outside of our control. The factors incorporated by reference under the heading "Risk Factors" in this prospectus supplement and those described in the Form 10-K, as well as other factors, could cause actual results to differ materially from those reflected or predicted in forward-looking statements. Factors that could cause actual results or outcomes to differ from the results expressed or implied by forward-looking statements include, among other things:

the effect of global economic, political and social conditions on our ability to do business, our costs and our stock price;

costs incurred from enforcing or acquiring intellectual property rights and defending against third party claims as a result of litigation or other proceedings;

our ability to protect our intellectual property rights, including our digital content, from third-party infringers or unauthorized copying, use or disclosure;

future strategic acquisitions and our ability to realize the anticipated benefits of past or future acquisitions and the affect of integration of acquisitions on our business and management;

our ability to generate net cash flow from operations and to raise additional capital;

quarterly fluctuations in our gross margins caused by the variety of products we sell, which could cause fluctuations in operating income or loss and net income or loss;

our ability to deliver products that meet changing technology and customer needs;

the business and market risks, as well as the additional regulatory compliance costs, associated with our move into the consumer markets;

the risks of doing business outside the U.S.;

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the effect of competition on our revenue and gross profit margins, as well as its effect on the prices at which our products are sold or our marketing or production costs;

our dependence on a limited number of suppliers for components and sub-assemblies used in our 3D printers and for raw materials used in our print materials;

risks related to energy-related expenses;

the effect of product liability claims, including potential expenses, the diversion of management's time and attention and the potential damage to our business reputation;

the historically low daily trading volume and high volatility of our common stock;

potential dilution of our common stock and related impact on the market price of our common stock from future stock offerings, the exercise of outstanding stock options, the issuance of restricted stock awards or the issuance of shares in connection with certain acquisitions or the conversion of our outstanding convertible notes;

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the ability of our board of directors to issue preferred stock without further action of our stockholders;

the effect of Delaware law on potential changes in control and the ability of our stockholders to receive a premium on the prevailing market price of our common stock in the event of an attempted hostile takeover;

the impact of certain provisions of our outstanding convertible notes that could discourage an acquisition of us by a third party;

potential write-offs in the event of an impairment of certain of our intangible assets and the effect of such write-offs on our future earnings, stock price, ability to obtain financing and customer relationships; and

the effect of changes in, or interpretation of, tax rules and regulations on our effective tax rate and future profitability.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from those reflected in or suggested by forward-looking statements. Any forward-looking statement you read in this prospectus supplement and the accompanying prospectus reflects our views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity.

Any forward-looking statements are based on our beliefs and assumptions, using information currently available to us. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we make in our periodic reports filed with the Securities and Exchange Commission (the

Commission). All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or incorporated by reference in this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this prospectus supplement, the accompanying prospectus, the financial statements and other documents incorporated by reference and any related free writing prospectus. You should carefully read the Risk Factors sections that are contained in this prospectus supplement, the accompanying prospectus and the Form 10-K to determine whether an investment in our common stock is appropriate for you.

Our Company

We are a holding company that operates through subsidiaries in the United States, Europe and the Asia-Pacific region, and we distribute our products in those areas as well as in other parts of the world. We are a leading provider of 3D content-to-print solutions, including 3D printers, print materials and on-demand custom parts services for professionals and consumers. We also provide creative content development and design productivity tools. Our expertly integrated solutions replace, displace and complement traditional methods and reduce the time and cost of designing new products.

3D printers can print almost anything from smartphone and tablet covers, to finished jewelry and toys, from custom hearing aids, individualized prosthetics and orthodontics to functional airplane, unmanned aerial vehicle and car parts. Over the past decade, complete industries manufacturing processes have been converted from traditional methods to 3D printing and digital manufacturing. Instead of investing in expensive tooling for mass production, incurring long lead-times and costly freight charges to ship products around the world, 3D printing allows customers to mass customize and locally print what they need, when they need it in a more cost effective way, while significantly reducing undesired environmental impacts of traditional manufacturing.

We pioneered 3D printing and digital manufacturing with the invention of Stereolithography over 25 years ago and subsequently developed Selective Laser Sintering, Multi-Jet Modeling and Film Transfer Imaging. Over the past decade many companies enhanced their competitive advantage by embracing 3D printing to transform their new product design and rapid prototyping activities and transitioned to new direct manufacturing of end use parts and custom products. Today, we continue to drive the adoption of large-scale custom manufacturing solutions by a variety of aerospace, defense, transportation and healthcare users worldwide.

We are committed to democratizing access and accelerating adoption of our products and services for the benefit of professionals and consumers alike. We are extending the range of our affordable printing solutions from the automotive and entertainment industries to middle school classrooms and small entrepreneurs.

We partnered with multiple primary and secondary schools to equip children and young adults with tomorrow's competitive and marketable science, technology, engineering and mathematics skills. In partnership with educators, we developed support programs that create 3D labs in schools, elementary through university level. At the university level, 3D labs are researching and developing new materials and new print processes, ranging from ceramics to chocolate, while at the elementary level, children are learning how to create, connect and communicate in 3D as they see their ideas come to life as 3D printed models.

Our portfolio of 3D printers is based on several unique print engines that employ proprietary, additive layer printing processes designed to meet our customers' most demanding design, prototyping, testing, tooling and production requirements. Our principal print engines include stereolithography printers, selective laser sintering printers, multi-jet modeling printers, 3D Printing printers, film transfer imaging printers, selective laser melting printers, and plastic jet printers. We believe that our 3D printer solutions and services enable our customers to develop and manufacture better quality, higher functionality, new products faster and more economically than with traditional methods.

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Our printers utilize a wide range of proprietary print materials that we develop, blend and market to print real parts. Our print materials are designed to replicate the performance of specific engineered plastics, composites and metals. We augment and complement our own portfolio of print materials with materials that we purchase from third parties under private label and distribution arrangements.

We provide our customers with content creation CAD software and proprietary digital workflow preparation and management software tools that are embedded within our printers. We also provide our customers with pre-sale and post-sale services, ranging from applications development and custom engineered production solutions to installation, warranty and maintenance services. In addition, we provide a comprehensive suite of on-demand printed parts services to satisfy our customers' entire design-to-manufacturing requirements, offering a broad range of precision plastic and metal parts capabilities produced from a wide range of 3D printing and traditional materials using a variety of additive and traditional manufacturing processes.

We intend to continue to develop new products and services and have expanded our technology platform through internal development efforts, relationships with third parties and acquisitions. We maintain ongoing product development programs that are focused on providing our customers with an expanded portfolio of 3D content-to-print solutions targeting their entire design-to-manufacturing requirements, from rapid prototyping services to on-site office, model-shop and production floor printers. We are focusing on developing a comprehensive menu of affordable to own and operate 3D printing solutions to address applications in the education, transportation, recreation, healthcare, consumer products and energy marketplaces, which we believe represent significant growth opportunities for our business.

In rapid manufacturing applications, our printers are used to manufacture functional end-use parts that have the appearance and performance of high-quality injection-molded parts. Customers who adopt our rapid manufacturing solutions avoid the significant costs of complex set-ups and changeovers and eliminate the costs and lead times associated with conventional tooling methods or labor intensive craftsmanship. Rapid manufacturing enables our customers to produce optimized designs because they can design for function, unconstrained by normal design-for-manufacture considerations.

In rapid prototyping applications, our printers are used to quickly and efficiently generate product-concept models, functional prototypes to test form, fit and function, master patterns and expendable patterns for urethane and investment casting that are often used for evaluating product designs and short-run production.

In communication and design applications, our printers are used to produce presentation models, primarily for visualizing and communicating concepts, various design elements and other activities, including supply chain management and functional models.

In our consumer solutions applications, including our Cubify website and Cube personal 3D printer, we provide our customers with intuitive, simple to use, game-like content creation and content download capabilities, empowering our customers to design, create and make with coloring book simplicity. We provide expertly integrated solutions consisting of printers, print materials, software tools and a variety of related on-demand parts and other customer services. Our extensive solutions portfolio enables us to offer our customers cost effective ways to transform the manner in which they design, develop and manufacture their products.

Corporate Information

3D Systems Corporation is incorporated under the laws of the State of Delaware. Our executive office is located at 333 Three D Systems Circle, Rock Hill, South Carolina 29730. Our telephone number is (803) 326-3900. Our website is www.3DSystems.com. Information contained in our website is not incorporated by reference into and does not constitute part of this prospectus.

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THE OFFERING

The following summary of the offering contains basic information about this offering and the common stock and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the common stock, please refer to the section of the accompanying prospectus entitled "Description of Capital Stock - Common Stock."

Common stock offered	3,700,000 shares (or 4,255,000 if the underwriters' over-allotment option is exercised in full)
Common stock to be outstanding after this offering	54,934,422 shares (or 55,489,422 if the underwriters' over-allotment option is exercised in full)
Use of proceeds	<p>We estimate that our net proceeds from the offering, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately \$95.2 million (or \$109.5 million if the underwriters' over-allotment option is exercised in full). We intend to use the net proceeds to us from this offering:</p> <p style="padding-left: 40px;">to finance future acquisitions of other entities or their assets; and</p> <p style="padding-left: 40px;">for working capital and general corporate purposes.</p> <p>See "Use of Proceeds."</p>
Risk factors	See "Risk Factors" on page S-10 of this prospectus supplement, for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
Transfer agent	Computershare Trust Company, N.A.
New York Stock Exchange Symbol	DDD
The number of shares of common stock outstanding after this offering is based on 51,234,422 shares outstanding as of May 31, 2012, and excludes:	

950,000 shares of common stock issuable upon the exercise of options outstanding with a weighted average exercise price of \$3.52 per share;

2,190,296 shares of common stock available for issuance or future grant under our equity compensation plans; and

7,083,520 shares of common stock issuable upon conversion of our 5.50% Senior Convertible Notes due 2016.

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The number of shares of common stock outstanding as of May 31, 2012 include 1,103,672 shares of unvested restricted stock. Outstanding shares of unvested restricted stock are subject to our right to repurchase them at a nominal price if the holder leaves our employ prior to the vesting date other than as a result of death or disability.

Unless otherwise stated, the information in this prospectus supplement assumes that the underwriters have not exercised their option to purchase additional shares from us to cover over-allotments.

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The following summary consolidated financial data as of and for each of the three months ended March 31, 2012 and 2011 are derived from, and are qualified by reference to, our unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. The following summary consolidated financial data as of December 31, 2011 and 2010 and for each of the three years ended December 31, 2011, 2010 and 2009 are derived from, and are qualified by reference to, our audited consolidated financial statements incorporated by reference in this prospectus supplement. The summary consolidated financial data as of December 31, 2009 are derived from, and are qualified by reference to, our audited consolidated financial statements not included or incorporated by reference in this prospectus supplement. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or any future period. This historical information may not be indicative of our future performance. It is only a summary, and you should read it together with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes incorporated by reference in this prospectus supplement.

	Three Months Ended March 31,		Year Ended December 31,		
	2012	2011	2011	2010	2009
<i>(In thousands, except per share amounts)</i>					
Consolidated Statement of Operations and Comprehensive Income (Loss) Data:					
Consolidated revenue:					
Printers and other products	\$ 24,719	\$ 13,535	\$ 66,665	\$ 54,686	\$ 30,501
Materials	24,678	15,609	70,641	58,431	50,297
Services	28,523	18,752	93,117	46,751	32,037
Total(1)	77,920	47,896	230,423	159,868	112,835
Gross profit	38,853	23,197	109,028	73,976	49,730
Income from operations	9,970	7,411	34,902	20,920	3,073
Net income(2)	6,188	6,822	35,420	19,566	1,139
Net income (loss) available to common stockholders	6,188	6,822	35,420	19,566	1,066
Net income (loss) available to common stockholders per share:					
Basic	\$ 0.12	\$ 0.14	\$ 0.71	\$ 0.43	\$ 0.03
Diluted	\$ 0.12	\$ 0.14	\$ 0.70	\$ 0.42	\$ 0.03
Consolidated Balance Sheet Data:					
Working capital	\$ 88,964	\$ 76,503	\$ 202,357	\$ 42,475	\$ 36,718
Total assets	507,182	279,503	462,974	208,800	150,403
Current portion of long-term debt and capitalized lease obligations	160	198	163	224	213
Long-term debt and capitalized lease obligations, less current portion	139,516	7,655	7,609	8,055	8,254
Total equity	264,117	196,971	254,788	133,119	104,697
Other Data:					
Depreciation and amortization	\$ 5,391	\$ 2,410	\$ 11,502	\$ 7,520	\$ 5,886
Interest expense	3,186	143	2,090	587	618
Capital expenditures(3)	755	475	2,870	1,283	974

- (1) Our revenue from new products was \$23.9 million for the three months ended March 31, 2012, as compared with \$15.6 million and \$9.0 million for the three months ended March 31, 2011 and 2010, respectively.

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- (2) In 2011 and 2010, based upon our recent results of operations and expectation of continued profitability in future years, we concluded that it is more likely than not that a portion of our net U.S. deferred tax assets will be realized. In accordance with ASC 740, in 2011 and 2010, respectively, we reversed \$17,000 and \$3,000, respectively, of the valuation allowance applied to such deferred tax assets, resulting in a non-cash income tax benefit of \$6,221 and \$1,162, respectively.
- (3) Excludes capital lease additions.

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RISK FACTORS

Investing in our common stock involves risks that could affect us and our business as well as our industry generally. Please see the risk factors discussed in the Form 10-K and incorporated by reference in this prospectus supplement. Much of the business information, as well as the financial and operational data contained in our risk factors is updated in our periodic reports and current reports on Forms 10-Q and 8-K, respectively, which are also incorporated by reference into this document. See [Incorporation of Certain Documents by Reference](#) below.

Although we believe that we have discussed key factors under the caption [Risk Factors](#) in the Form 10-K, please be aware that other risks may prove to be important in the future. New risks may emerge at anytime, and we cannot predict such risks or estimate the extent to which they may affect our financial condition or performance. Before purchasing our common stock, you should carefully consider the risks discussed in the Form 10-K and the other information in this prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference herein and therein and in any related free writing prospectus. Each of the risks described could result in a decrease in the value of our securities and your investment therein.

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USE OF PROCEEDS

We estimate that our net proceeds from this offering, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately \$95.2 million (approximately \$109.5 million if the underwriters' over-allotment option is exercised in full).

We intend to use the net proceeds to us from this offering:

to finance future acquisitions of other entities or their assets; and

for working capital and general corporate purposes.

We continually evaluate potential acquisitions of products, technologies or businesses; however, we do not currently have any agreements with respect to any such material acquisitions. The timing and amount of our actual expenditures will be based on many factors, including cash flows from operations and the anticipated growth of our business. As a result, our management will have broad discretion to allocate the net proceeds from this offering.

In the event that any net proceeds are not immediately applied, we may temporarily hold them as cash, deposit them in banks, or invest them in cash equivalents or short-term securities that our investment policies permit us to invest in from time to time.

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PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

Price Range of Common Stock

Our common stock trades on the New York Stock Exchange under the symbol DDD. Prior to May 26, 2011, our common stock traded on The NASDAQ Global Market. The following table sets forth on a per share basis the range of high and low sale prices for our common stock for the periods indicated as reported on The NASDAQ Global Market through May 25, 2011 and on the New York Stock Exchange thereafter. We completed a two-for-one split in the form of a 100% stock dividend effective May 18, 2011, which is reflected in the prices in the table below.