

3D SYSTEMS CORP
Form 8-K
October 10, 2006

**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): **October 6, 2006**

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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Effective as of October 6, 2006, 3D Systems Corporation (the Company) entered into a Second Amendment to Lease Agreement (the Second Amendment) with KDC-Carolina Investments 3, LP (the Landlord) pursuant to which the parties agreed to certain additional amendments to their Lease Agreement dated as of February 8, 2006 (the Lease) relating to the Company 's new headquarters facility being constructed in Rock Hill, South Carolina.

The Second Amendment provides that the Company will pay the Landlord up to \$3,007,521 based upon the anticipated final tenant improvement and certain related costs associated with the completion of the leased premises. Such amount excludes approximately \$202,022 of costs that are in dispute between the Company and Landlord and, excluding these disputed amounts, represents an increase of approximately \$990,803 above the costs previously agreed to and disclosed pursuant to the First Amendment to Lease Agreement dated as of August 7, 2006 and effective as of June 15, 2006. These payments will be made as the Landlord incurs these costs and are in lieu of an upward adjustment in the base rent under the Lease.

The foregoing summary is subject to and qualified in its entirety by the terms of the Second Amendment attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Second Amendment to Lease Agreement effective as of October 6, 2006 to Lease Agreement dated February 8, 2006 between 3D Systems Corporation and KDC-Carolina Investments 3, LP.

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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.

Date: October 9, 2006

3D SYSTEMS CORPORATION

By: /s/ ROBERT M. GRACE, JR.
(Signature)

Name: Robert M. Grace, Jr.
Title: *Vice President, General Counsel and Secretary*

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EXHIBIT INDEX

Exhibit No.	Description
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