

3D SYSTEMS CORP
Form SC 13D/A
March 17, 2011

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

3D Systems Corporation
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

88554D205
(CUSIP Number)

Kevin S. Moore
President
The Clark Estates, Inc.
One Rockefeller Plaza, 31st Floor
New York, New York 10020
(212) 977-6900
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:

Jeffrey E. LaGueux, Esq.
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036-6710
(212) 336-2000

March 16, 2011
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.
88554D205

1 NAME OF REPORTING PERSON
I.R.S IDENTIFICATION NO. OF ABOVE PERSON

The Clark Estates, Inc.
13-5524538

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) x

3 SEC Use Only:

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

1,560,857

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,560,857

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,857

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ..
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.28%
14 TYPE OF REPORTING PERSON
CO

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AMENDMENT NO. 9
TO
SCHEDULE 13D

This Amendment No. 9 is filed in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, by the Reporting Person and refers only to information which has materially changed since the filing of Amendment No. 8 to Schedule 13D by the Reporting Person on February 14, 2011. The items identified below, or the particular paragraphs of such items which are identified below, are amended to add the information as set forth below. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the original Schedule 13D or the amendments thereto.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The 1,560,857 shares of Common Stock beneficially owned by the Reporting Person as of March 16, 2011 constitute approximately 6.28% of the outstanding shares of Common Stock, computed in accordance with the provisions of SEC Rule 13d-3(d)(1) (based upon an aggregate of 24,853,359 outstanding shares of Common Stock after giving effect to the transactions described in Item 5(c) below).

(c) On March 16, 2011, the Issuer and certain selling shareholders (the "Selling Shareholders"), including certain accounts managed by the Reporting Person, sold an aggregate of 2,040,000 shares of Common Stock of the Issuer pursuant to an Underwriting Agreement, dated March 10, 2011 (the "Underwriting Agreement"), by and among the Issuer, certain accounts managed by the Reporting Person, one other Selling Stockholder identified therein, and Barclays Capital, Inc., as underwriter and representative of the several underwriters identified therein (collectively, the "Underwriters"). Pursuant to the Underwriting Agreement, certain accounts managed by the Reporting Person sold 680,000 shares to the Underwriters at a price per share of \$41.80 on March 16, 2011.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Pursuant to the terms and conditions of the Underwriting Agreement, if certain conditions are met within 30 days of the date of the Underwriter Agreement then certain accounts managed by the Reporting Person may be required to sell up to 102,000 additional shares of Common Stock of the Issuer to the Underwriters at a price per share of \$41.80 in one or more transactions.

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ITEM 7.

MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 Underwriting Agreement dated as of March 10, 2011 among the Issuer, certain accounts managed by the Reporting Person, one other Selling Stockholder identified therein, and Barclays Capital Inc., as underwriter and representative of the several underwriters (incorporated by reference to Exhibit 1.1 of Issuer's Form 8-K filed March 16, 2011).

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 17, 2011

THE CLARK ESTATES, INC.

By: /s/ Kevin S. Moore
Name: Kevin S. Moore
Title: President

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