

EARTHSHELL CORP
Form 8-K
February 11, 2002

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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)

February 8, 2002

EarthShell Corporation

(Exact name of registrant as specified in charter)

Delaware

333-13287

77-0322379

(State or other jurisdiction of incorporation)

(Commission file number)

(IRS employer identification no.)

800 Miramonte Drive
Santa Barbara, California 93109

90245

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code

(805) 897-2248

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

Item 5. Other Events.

On February 8, 2002, the Registrant issued a press release announcing that the Registrant raised \$8 million through a financing transaction in which the Registrant issued shares of its Common Stock to certain investors.

The Registrant entered into a Common Stock Purchase Agreement, attached hereto as Exhibit 4.1 and incorporated by reference, effective as of February 8, 2002, with a select group of investors, whereby the investors agreed to purchase 7,158,837 shares of the Registrant's Common Stock for an aggregate purchase price of \$8,000,000.32.

Item 7. Financial Statements, Pro Forma Financial Information Exhibits.

(c) Exhibits:

- 4.1 Common Stock Purchase Agreement dated as of February 8, 2002 between the Registrant and certain purchasers signatory thereto.
 - 99.1 Press Release of the Registrant dated February 8, 2002, announcing that the Registrant has raised \$8 million through an equity financing transaction.
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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: February 8, 2002

EARTHSHELL CORPORATION

By: /s/ D. SCOTT HOUSTON

Name: D. Scott Houston
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number and Page No.	Description of Exhibit	Method of Filing
4.1	Common Stock Purchase Agreement dated as of February 8, 2002 between the Registrant and certain purchasers signatory thereto.	Filed electronically herewith
99.1	Press Release of the Registrant dated February 8, 2002, announcing that the Registrant has raised \$8 million through an equity financing transaction.	Filed electronically herewith

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