

Edgar Filing: 3D SYSTEMS CORP - Form SC 13G/A

3D SYSTEMS CORP
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

3D Systems Corporation

(Name of Issuer)

Common Stock, \$0.001 Par Value per Share

(Title of Class of Securities)

88554D205

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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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1. Names of Reporting Persons: Philip W. Goldsmith
I.R.S. Identification Nos. of above persons (entities only): Not Applicable

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: U.S.

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power:	28,000
	6. Shared Voting Power:	-0-
	7. Sole Dispositive Power:	29,500
	8. Shared Dispositive Power:	619,901

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 649,401

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11. Percent of Class Represented by Amount in Row (9): 4.80%

12. Type of Reporting Person (See Instructions): HC

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Item 1.

(a) The name of the issuer is 3D Systems Corporation (the "Corporation").

(b) The Corporation's executive office is located at 26081 Avenue Hall, Valencia, California 91355.

Item 2.

(a) The person filing this statement is Philip W. Goldsmith.

(b) Mr. Goldsmith's residence is 350 East 72nd Street, New York, NY 10021.

(c) Mr. Goldsmith is a United States citizen.

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(d) The security (the "Security") is common stock, \$0.001 par value per share.

(e) The CUSIP Number of the Security is 88554D205.

Item 3.

See Exhibit A.

Item 4. Ownership

(a) Mr. Goldsmith is the beneficial owner of 649,401 shares of the Security through the following:

- o his IRA;

- o his power of attorney for the management of the account of the IRA of Carol Goldsmith;

- o his power of attorney for the management of the account of the IRA of James Goldsmith;

- o his power of attorney for the management of the account of James and Elizabeth Goldsmith; and

- o his position as Chairman of Goldsmith & Harris Incorporated ("G&H"), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under the Investment Advisers Act of 1940, by virtue of G&H's investment discretion over accounts of its clients that hold 619,901 shares of the Security.

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The 649,401 shares of the Security of which Mr. Goldsmith is the beneficial owner includes: (i) 29,469 shares of the Security into which \$300,000 in 6% Subordinated Convertible Debentures of the Corporation, which are held in certain client accounts over which G&H has investment discretion, are convertible; and (ii) 66,700 shares of the Security into which 66,700 shares of Series B Convertible Preferred Stock of the Corporation, which are held in certain client accounts over which G&H has investment discretion, are convertible. The determination of the number of shares of the Security beneficially owned by Mr. Goldsmith and the percentage such shares represent of all of the outstanding shares of the Security was made in accordance Rule 13d-3(d) (1) under the Securities Exchange Act of 1934.

(b) The amount of shares of the Security beneficially owned by Mr. Goldsmith is 4.80% of the total outstanding shares of the Security.

(c) (i) Mr. Goldsmith has the sole power to vote or to direct the vote of 28,000 shares of the Security.

- (ii) Not applicable.

- (iii) Mr. Goldsmith has the sole power to dispose, or to direct the disposition, of 29,500 shares of the Security.

- (iv) Mr. Goldsmith shares with G&H the power to dispose, or to direct

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the disposition, of 619,901 shares of the Security.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The clients of G&H, the IRA of Carol Goldsmith, the IRA of James Goldsmith and James and Elizabeth Goldsmith may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of the Security. None of these persons has an interest in 5% or more of the total outstanding shares of the Security.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

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Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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: February 11, 2005

/s/Philip W. Goldsmith

Philip W. Goldsmith