

3D SYSTEMS CORP
 Form 424B2
 May 17, 2013
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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-188408

EXPLANATORY NOTE

This filing under Rule 424(b)(2) is being made solely to add the information appearing below under the caption Calculation of Registration Fee that was inadvertently omitted from the prior filing under Rule 424(b)(2) made on May 10, 2013 (SEC Accession No. 0001193125-13-212722). This filing does not amend, modify or alter such prior filing in any other respect. No changes have been made to the prospectus supplement or the accompanying base prospectus.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Common Stock, par value \$0.001 per share	8,625,000	\$40.00	\$345,000,000	\$47,058

(1) 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. 333-188408.

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PROSPECTUS SUPPLEMENT

(to Prospectus dated May 7, 2013)

7,500,000 Shares

3D Systems Corporation

Common Stock

This is an offering of 7,500,000 shares of common stock of 3D Systems Corporation. We are offering 6,184,349 shares of our common stock, and the selling stockholders identified in this prospectus supplement are offering 1,315,651 shares. We will not receive any proceeds from the sale of shares held by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol DDD. On May 9, 2013, the last reported sale price for our common stock on the New York Stock Exchange was \$43.00 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-11 of this prospectus supplement.

	Per Share	Total
Public Offering Price	\$ 40.00	\$ 300,000,000
Underwriting Discount payable by 3D Systems	\$ 1.7097	\$ 10,573,381
Proceeds, Before Expenses, to 3D Systems	\$ 38.2903	\$ 236,800,579
Underwriting Discount payable by the Selling Stockholders	\$ 0.40	\$ 526,260
Proceeds, Before Expenses, to the Selling Stockholders	\$ 39.60	\$ 52,099,780

We and the selling stockholders have granted the underwriters the right to purchase, on a pro rata basis, up to an additional 927,651 and 197,349 shares of our common stock, respectively, to cover over-allotments.

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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 May 15, 2013.

Sole Book-Running Manager

Needham & Company

Co-Lead Managers

Canaccord Genuity

The date of this prospectus supplement is May 9, 2013

Piper Jaffray

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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, the selling stockholders 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, the selling stockholders 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 the accompanying prospectus 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 or our selling stockholders may offer from time to time, some of which does not apply to the common stock we or our selling stockholders 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 or incorporated by reference 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. Vidar 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, 2012 (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 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 profit 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 and our ability to locate suitable alternative suppliers if necessary;

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 impact of energy-related expenses on our product production and profit margins, as well as the impact on our customers purchasing decisions;

the impact of a cyber security attack on our information technology security systems and/or any related loss of business information;

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the impact of fluctuations in the price of our common stock, which has been historically volatile;

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;

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 and the value of your investment in our common stock may decrease materially. 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 incorporated in Delaware that operates through subsidiaries in the United States, Europe and the Asia-Pacific region, and distribute our products in those areas as well as into other parts of the world. We are a leading global provider of 3D content-to-print solutions, including 3D printers, print materials, on-demand custom parts services and 3D authoring solutions for professionals and consumers. We also provide scanners for a variety of medical and mechanical X-ray film digital archiving. Our expertly integrated solutions replace and complement traditional methods and reduce the time and cost of designing new products. Our products are used to rapidly design, communicate, prototype and produce real, functional parts.

3D printers can print almost anything from personalized medical devices to functional airplane and car parts, from individualized accessories to customized jewelry and toys. Over the past decade complete industries transformed their design-to-manufacturing processes using 3D content-to-print solutions. Companies using 3D printing have the freedom to create and manufacture customized products because there is no additional cost for complexity and uniqueness. Instead of investing in expensive tooling for mass production, incurring long lead-times and costly freight charges to ship products around the world, customers can use 3D printing to mass customize and locally print what they need, when they need it and 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 and the universally used .stl file format 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 convert 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, including 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 through affordability and simplicity for the benefit of professionals and consumers. We are extending the range of our affordable printing solutions from design department and production floor to classrooms, living rooms and maker spaces.

Our growing 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, production and manufacturing requirements. Our principal print engines include stereolithography printers, selective laser sintering printers, multi-jet modeling printers, film transfer imaging printers, selective laser melting printers, ZPrinters and plastic jet printing printers. We believe that our 3D printing solutions and services enable our customers to develop and manufacture new products faster and more economically, with better quality and higher functionality, than with traditional methods.

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.

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We provide our customers with 3D authoring tools for digital imaging and design, including 3D CAD modeling, feature capture, manipulation, replication and measurement. Our 3D authoring solutions integrate 3D content creation and manipulation via CAD modeling, reverse engineering and inspection software that enable our customers to process 3D scanned data directly within a parametric CAD environment. We also offer proprietary software printer drivers together with pre-sale and post-sale services, ranging from applications development and custom engineered production solutions to installation, warranty and maintenance services.

We also 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.

In addition to 3D printing solutions, we also provide X-ray digitizing scanners for medical and mechanical applications that are sold under our Vidar brand.

We continue to develop new products and services and have expanded our technology platform through internal developments, 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, MCAD, architecture and consumer 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 consumer solutions applications, we provide our customers with easy to use, plug and print 3D printers and intuitive, simple-to-use content creation apps, content download and sharing capabilities through our Cubify website, empowering our customers to design, create and make with coloring book simplicity.

In 3D authoring solutions, we provide CAD modeling, reverse engineering and inspection tools for applications throughout the product lifecycle, enabling seamless integration from ideation to production.

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.

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Recent Developments

Acquisition of Rapid Product Development Group, Inc. On May 1, 2013, we completed the acquisition of the business and assets of Rapid Product Development Group, Inc. (RPDG). RPDG is a provider of on-demand additive and traditional manufacturing services. We plan to integrate RPDG s operations into our Quickparts services.

Anticipated Charter Amendment to Increase Authorized Common Stock. Our certificate of incorporation currently authorizes the issuance of 120 million shares of common stock. At our 2013 annual meeting of stockholders, we are seeking stockholder approval to amend the certificate of incorporation to increase the number of shares of common stock that we are authorized to issue to 220 million shares. If approved by stockholders, these newly authorized shares of common stock would be issuable for any proper corporate purpose, including future acquisitions, capital-raising or financing transactions involving common stock, convertible securities or other equity securities, stock splits, stock dividends and current or future equity compensation plans.

Corporate Information

We are 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 supplement or the accompanying 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 by 3D Systems	6,184,349 shares (or 7,112,000 if the underwriters' over-allotment option is exercised in full)
Common stock offered by the selling stockholders	1,315,651 shares (or 1,513,000 if the underwriters' over-allotment option is exercised in full)
Common stock to be outstanding after this offering	99,667,322 shares (or 100,594,973 if the underwriters' over-allotment option is exercised in full)
Use of proceeds	<p>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>We will not receive any proceeds from the shares sold by the selling stockholders.</p> <p>See "Use of Proceeds."</p>
Risk factors	See "Risk Factors" on page S-11 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 93,482,973 shares outstanding as of May 6, 2013, and excludes:	<p>8,200,903 shares of common stock available for issuance or future grant under our equity compensation plans or previously reserved in connection with prior acquisitions; and</p>

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2,875,817 shares of common stock issuable upon conversion of our 5.50% Senior Convertible Notes due 2016.

The number of shares of common stock outstanding as of May 6, 2013 includes 2,170,650 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. In addition, unless otherwise stated, all common stock numbers presented reflect our three-for-two stock split, in the form of a 50% stock dividend, which occurred on February 22, 2013.

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Table of Contents**SUMMARY CONSOLIDATED FINANCIAL INFORMATION**

The following summary consolidated financial data as of and for each of the three months ended March 31, 2013 and 2012 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, 2012 and 2011 and for each of the three years ended December 31, 2012, 2011 and 2010 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, 2010 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,		
	2013	2012	2012	2011	2010
<i>(In thousands, except per share amounts)</i>					
Consolidated Statement of Operations and Comprehensive Income Data:					
Consolidated revenue:					
Printers and other products	\$ 39,723	\$ 24,719	\$ 126,798	\$ 66,665	\$ 54,686
Materials	28,729	24,678	103,182	70,641	58,431
Services	33,627	28,523	123,653	93,117	46,751
Total(1)	102,079	77,920	353,633	230,423	159,868
Gross profit	53,477	38,853	181,196	109,028	73,976
Income from operations	17,519	9,970	60,571	34,902	20,920
Net income(2)	5,883	6,188	38,941	35,420	19,566
Net income per share:					
Basic	\$ 0.06	\$ 0.08	\$ 0.48	\$ 0.47	\$ 0.28
Diluted	\$ 0.06	\$ 0.08	\$ 0.47	\$ 0.47	\$ 0.28
Consolidated Balance Sheet Data:					
Working capital	\$ 174,157	\$ 88,964	\$ 212,285	\$ 202,357	\$ 42,475
Total assets	697,654	507,182	677,442	462,974	208,800
Current portion of long-term debt and capitalized lease obligations	178	160	174	163	224
Long-term debt and capitalized lease obligations, less current portion	50,485	139,516	87,974	138,716	8,055
Total stockholders' equity	532,649	264,117	480,333	254,788	133,119
Other Data:					
Depreciation and amortization	\$ 5,992	\$ 5,391	\$ 21,229	\$ 11,093	\$ 7,520
Interest expense	1,354	3,186	12,468	2,090	587
Capital expenditures(3)	2,295	755	3,224	2,870	1,283

- (1) Our revenue from new products was \$38.3 million for the three months ended March 31, 2013, as compared with \$23.9 million and \$15.6 million for the three months ended March 31, 2012 and 2011, respectively.

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- (2) In 2012, 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 would be realized. In accordance with ASC 740, in 2012, 2011 and 2010 we released valuation allowances associated with U.S. deferred tax assets resulting in a non-cash income tax benefit of \$5,372, \$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 and the accompanying prospectus. 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 and the accompanying prospectus. See Incorporation of Certain Documents by Reference in the accompanying prospectus.

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 \$236.6 million (approximately \$272.1 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.

We will not receive any proceeds from the shares sold by the selling stockholders.

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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. On February 22, 2013, we completed a three-for-two stock split in the form of a 50% stock dividend and on May 18, 2011, we completed a two-for-one stock split in the form of a 100% stock dividend, which are both reflected in the prices in the table below.

	High	Low
2011		
First Quarter	\$ 17.85	\$ 8.92
Second Quarter	19.57	11.34
Third Quarter	18.19	9.11
Fourth Quarter	13.33	8.52
2012		
First Quarter	\$ 17.18	\$ 9.82
Second Quarter	23.32	14.83
Third Quarter	29.87	20.25
Fourth Quarter	35.65	22.21
2013		
First Quarter	\$ 47.99	\$ 27.88
Second Quarter (through May 9, 2013)	44.91	30.07

The last reported sale price of our common stock on May 9, 2013 on the New York Stock Exchange is set forth on the cover page of this prospectus supplement. As of April 30, 2013, there were 556 holders of record of our common stock.

Dividend Policy

We do not currently pay, and have not paid in the past, any dividends on our common stock, and we currently intend to retain any future earnings for use in our business. Any future determination as to the declaration of dividends on our common stock will be made at the discretion of the Board of Directors and will depend on our earnings, operating and financial condition, capital requirements and other factors deemed relevant by the Board of Directors, including the applicable requirements of the Delaware General Corporation Law, which provides that dividends are payable only out of surplus or current net profits. In addition, the payment of dividends on our common stock may be restricted by the provisions of credit agreements or other financing documents that we may enter into or the terms of securities that we may issue from time to time. Currently, no such agreements or documents limit our declaration of dividends or payments of dividends.

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The following table sets forth the names of the selling stockholders, the number of shares of common stock beneficially owned by each of the selling stockholders as of the date of this prospectus supplement, the number of shares of common stock offered for sale by this prospectus supplement, the number of shares of common stock to be beneficially owned by each of the selling stockholders after this offering and the percentage of shares of common stock to be beneficially owned by each of the selling stockholders after this offering. The information presented regarding the selling stockholders is based upon representations made by the selling stockholders to us. At May 6, 2013, there were 93,482,973 shares of common stock outstanding.

Selling Stockholder	Shares Offered Assuming the Underwriters Option is Not Exercised	Shares Offered Assuming the Underwriters Option is Exercised in Full	Prior to this Offering		Shares Beneficially Owned After this Offering Assuming the Underwriters Option is Not Exercised		After this Offering Assuming the Underwriters Option is Exercised in Full	
			Number	Percent	Number	Percent	Number	Percent
Damon J. Gregoire(1)	39,130	45,000	354,000	*	314,870	*	309,000	*
Jim D. Kever(2)	33,043	38,000	436,693	*	403,650	*	398,693	*
G. Walter Loewenbaum, II(3)	695,652	800,000	3,395,403	3.6%	2,699,751	2.7%	2,595,403	2.6%
Abraham N. Reichental(4)	347,826	400,000	1,924,068	2.1%	1,576,242	1.6%	1,524,068	1.5%
The Clark Foundation(5)	108,000	124,200	802,653	*	694,653	*	678,453	*
Mary Imogene Bassett Hospital(5)	12,000	13,800	135,346	*	123,346	*	121,546	*
The Scriven Foundation(5)	30,000	34,500	258,505	*	228,505	*	224,005	*
The Farmers Museum(5)	12,000	13,800	95,425	*	83,425	*	81,625	*
New York State Historical Association(5)	8,000	9,200	65,178	*	57,178	*	55,978	*
The Fernleigh Foundation(5)	4,000	4,600	28,602	*	24,602	*	24,002	*
Shippy Foundation(5)	6,000	6,900	45,300	*	39,300	*	38,400	*
Residuary Trust U/W Stephen C. Clark, Jr.(5)	20,000	23,000	26,968	*	6,968	*	3,968	*

* Less than 1%.
Based upon 99,667,322 shares of common stock outstanding after the offering.
Based upon 100,594,973 shares of common stock outstanding after the offering.

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- (1) The shares of Common Stock held directly by Mr. Gregoire, our Senior Vice President and Chief Financial Officer, include 270,000 shares of Common Stock granted to him under the 2004 Incentive Stock Plan, which are subject to forfeiture in certain circumstances. Address is c/o 3D Systems Corporation, 333 Three D Systems Circle, Rock Hill, South Carolina 29730.
- (2) Mr. Kever, a director, beneficially owns 436,693 shares of our common stock. These shares consist of (a) 338,020 shares of common stock that Mr. Kever holds directly and (b) 98,673 shares of common stock held by an irrevocable trust for the benefit of Mr. Kever's minor children. Mr. Kever disclaims beneficial ownership of the shares and other securities held by that trust except to the extent of his pecuniary interest in them. The shares of common stock held directly by Mr. Kever include 69,847 shares of common stock issued under the Directors Stock Plan, which are subject to restrictions on transfer. Address is c/o 3D Systems Corporation, 333 Three D Systems Circle, Rock Hill, South Carolina 29730.
- (3) Shares being sold consist of 100,000 shares held by Mr. Loewenbaum directly, 150,000 shares held by the GWL3D 2010 Annuity Trust of which Mr. Loewenbaum is trustee, 150,000 shares held by the LSL3D 2010 Annuity Trust of which Lillian S. Loewenbaum, Mr. Loewenbaum's spouse, is trustee and 400,000 shares held in Mr. Loewenbaum's IRA.
- (4) Mr. Reichental, our Chief Executive Officer and President and a director, beneficially owns 1,924,068 shares of our common stock. These shares consist of 1,924,068 shares of common stock that Mr. Reichental owns directly. The shares of common stock held directly by Mr. Reichental include (i) 450,000 shares of common stock granted to him under our 2004 Incentive Stock Plan, which are subject to forfeiture in certain circumstances, and (ii) 225,000 shares that are pledged to secure a line of credit. Address is c/o 3D Systems Corporation, 333 Three D Systems Circle, Rock Hill, South Carolina 29730.
- (5) We have been advised that these shares of common stock are owned by the named selling stockholder and that The Clark Estates, Inc. provides administrative and management services with respect to such shares and is deemed to have voting and depositive power over such shares. Kevin S. Moore, one of our directors, is the President and a director of The Clark Estates, Inc. Mr. Moore disclaims beneficial ownership as well as any pecuniary interest in such shares. Address for each selling stockholder is c/o The Clark Estates, Inc. One Rockefeller Plaza, New York, New York 10020 - 2102.

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MATERIAL UNITED STATES FEDERAL INCOME TAX AND ESTATE CONSEQUENCES TO

NON-U.S. HOLDERS OF COMMON STOCK

This section summarizes the material U.S. federal income and estate tax consequences of the acquisition, ownership, and disposition of our common stock by a non-U.S. holder that acquires our common stock pursuant to this offering. For purposes of this summary, the term non-U.S. holder means a beneficial owner of our common stock that is, for U.S. federal income tax purposes:

a nonresident alien individual who has not become generally subject to U.S. federal income tax by virtue of substantial physical presence in the United States;

a corporation (or other entity treated as a corporation) organized or created under non-U.S. law;

an estate that is not taxable in the United States on its worldwide income; or

a trust, if either (1) no court within the United States is able to exercise primary supervision over its administration or (2) no U.S. person nor combination of U.S. persons has the authority to control all of its substantial decisions.

This section assumes that non-U.S. holders will hold our common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Code), (generally, property held for investment purposes). This section does not consider all of the tax considerations that may be relevant to a particular non-U.S. holder in light of its individual circumstances and does not address the treatment of a non-U.S. holder under the laws of any U.S. state or local taxing jurisdiction or any non-U.S. taxing jurisdiction. This section is based on the tax laws of the United States, including the Code, existing, temporary, and proposed Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as currently in effect. These laws and interpretations are subject to change, possibly on a retroactive basis.

This section does not discuss the U.S. federal income and estate tax consequences that may be relevant to a non-U.S. partnership or other pass-through entity or to the partners or members in such an entity. If you are a non-U.S. partnership or other pass-through entity or a partner or member in such an entity, you should consult your own tax advisor regarding the U.S. federal income and estate tax consequences of the acquisition, ownership, and disposition of our common stock.

This summary is for general purposes only. This summary is not intended to be, and should not be construed to be, legal or tax advice to any particular beneficial owner of our common stock. You should consult your tax advisor regarding the U.S. federal income and estate tax consequences of the acquisition, ownership, and disposition of our common stock in your particular circumstances, as well as any tax consequences that may arise under the laws of any U.S. state or local taxing jurisdiction or any non-U.S. taxing jurisdiction, and the effect of any change in applicable tax law.

Dividends

As noted elsewhere in this prospectus supplement, we do not currently pay any cash dividends on our common stock, and we currently have no plans to do so. If we were to pay cash dividends in the future on our common stock, they would be subject to U.S. federal income tax in the manner described below.

A distribution on our common stock will constitute a dividend for U.S. federal income tax purposes to the extent of our current or accumulated earnings and profits as determined for U.S. federal income tax purposes. To the extent the distribution exceeds our current and accumulated earnings and profits, the distribution will constitute a return of capital and first reduce the non-U.S. holder's adjusted tax basis in our common stock, but not below zero, and then will be treated as gain from the sale of such stock. Except as described below, if you are a non-U.S. holder of our common stock, you will be subject to withholding of U.S. federal income tax at a rate of 30% of the gross amount of the dividends received on the common stock, or at a lower rate if you are eligible for, and establish your entitlement to, benefits under an income tax treaty with the United States that provides for a lower rate.

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We generally will withhold tax at the lower treaty rate on dividend payments to you if you have furnished to us, or our payment agent, prior to the payment of the dividend:

a valid Internal Revenue Service Form W-8BEN or an acceptable substitute form upon which you certify, under penalties of perjury, your status as a non-U.S. person and your entitlement to the lower treaty rate with respect to such payments; or

in the case of payments made outside the United States to an offshore account (generally, an account maintained by you at an office or branch of a bank or other financial institution at any location outside the United States), other documentary evidence establishing your entitlement to the lower treaty rate in accordance with applicable Treasury regulations.

If you are eligible for a reduced rate of U.S. withholding tax under an income tax treaty with the United States, you may obtain a refund of any amounts withheld in excess of that rate by filing a timely claim for refund with the U.S. Internal Revenue Service.

If dividends paid to you are effectively connected with your conduct of a trade or business within the United States or, if an income tax treaty applies, are attributable to a permanent establishment that you maintain in the United States, you generally will not be subject to U.S. withholding tax on dividends paid on our common stock, provided that you have furnished to us, prior to the payment of the dividend, a valid Internal Revenue Service Form W-8ECI or an acceptable substitute form upon which you represent, under penalties of perjury, that:

you are a non-U.S. person; and

the dividends are effectively connected with your conduct of a trade or business within the United States and are includible in your gross income.

Instead, such effectively connected dividends will be subject to U.S. federal income tax on a net income basis at the applicable graduated individual and corporate tax rates. If you are a corporate non-U.S. holder, effectively connected dividends that you receive also may be subject to an additional branch profits tax at a 30% rate, or at a lower rate if you are eligible for, and establish your entitlement to, benefits under an income tax treaty with the United States that provides for a lower rate.

The Treasury regulations generally provide special rules for dividend payments made to foreign intermediaries, U.S. or foreign wholly-owned entities that are treated as transparent for U.S. federal income tax purposes, and entities that are disregarded for U.S. federal income tax purposes, under the laws of the applicable income tax treaty jurisdiction, or both. Specifically, the Treasury regulations provide special rules for determining whether, for income tax treaty applicability purposes, dividends that we pay to a non-U.S. holder that is an entity should be treated as paid to holders of interests in the entity. You should consult your tax advisor regarding the applicability of the relevant Treasury regulations to you.

Gain on Disposition of Common Stock

If you are a non-U.S. holder, you generally will not be subject to U.S. federal income tax on gain that you recognize on a sale or other disposition of our common stock unless:

the gain is effectively connected with your conduct of a trade or business within the United States or, if an income tax treaty with the United States applies, is attributable to a permanent establishment that you maintain in the United States, in which case you will be subject to U.S. federal income tax on the gain on a net income basis at the applicable graduated rates;

you are an individual who is present in the United States for 183 or more days in the taxable year of the sale or other disposition and certain other conditions are met, in which case you will be subject to a 30% tax (unless an applicable income tax treaty provides for an exemption or a lower rate) on the gain derived from the sale or other disposition, which gain may be offset by the amount of

certain U.S. source capital losses;

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you are a former citizen or resident of the United States, in which case you may be subject to tax pursuant to the provisions of the U.S. federal income tax laws applicable to United States expatriates; or

we are or have been a United States real property holding corporation for U.S. federal income tax purposes and you held, directly or indirectly, more than 5% of our common stock at any time during the shorter of the five-year period ending on the date of disposition or your holding period of our common stock (or you held any percentage of our common stock and our stock is not regularly traded on an established securities market within the meaning of Section 897(c)(3) of the Code), in which case the gain will be treated as effectively connected with a U.S. trade or business, taxable in the manner described.

We believe that we have not been, are not and do not anticipate becoming in the foreseeable future, a United States real property holding corporation for U.S. federal income tax purposes.

If you are a corporate non-U.S. holder, effectively connected gains that you recognize may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate, or at a lower rate if you are eligible for, and establish your entitlement to, benefits under an income tax treaty that provides for a lower rate.

FATCA, Withholding

Pursuant to the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act (FATCA) enacted in 2010 and final Treasury regulations recently issued thereunder, U.S. federal withholding tax at the rate of 30% will be imposed commencing January 1, 2014 on dividends paid on, and commencing January 1, 2017 on gross proceeds from the sale or other disposition of, our common stock held by or through certain non-U.S. financial institutions, unless such institution enters into an agreement with the U.S. Treasury Department to report, on an annual basis, information with respect to interests in, and accounts maintained by, the institution that are owned by U.S. persons or by certain non-U.S. entities that are wholly or partially owned by U.S. persons, and to withhold on certain payments. A non-U.S. financial institution may also be deemed compliant in certain circumstances if the country in which such institution resides has entered into an intergovernmental agreement with the United States for information exchanges. In addition, dividends paid on, and gross proceeds from the sale or other disposition of, our common stock held by an investor that is nonfinancial non-U.S. entity that does not qualify for certain exemptions will be subject to withholding taxes at the rate of 30% commencing on the above dates unless such entity (i) certifies that such entity does not have any substantial United States owners or (ii) provides certain information regarding the entity's substantial United States owners. We will not pay any additional amounts in respect of any amounts withheld under FATCA.

Backup Withholding and Information Reporting

Generally, we must report annually to the U.S. Internal Revenue Service and to each non-U.S. holder of our stock the amount of dividends that we paid to that holder and the amount of any tax withheld with respect to those dividends, if any. This information also may be made available to the tax authorities of a country in which you reside pursuant to the provisions of an applicable income tax treaty or information exchange agreement.

Under some circumstances, Treasury regulations require backup withholding at the rate of 28% and additional information reporting on reportable payments on common stock. If you are a non-U.S. holder, you generally will be exempt from these backup withholding and additional information reporting requirements on dividends that we pay on our common stock and the payment of the proceeds of a sale or other disposition of our common stock paid by or through a U.S. office of any broker, if:

you provide a valid Internal Revenue Service Form W-8BEN or an acceptable substitute form upon which you certify, under penalties of perjury, that you are a non-U.S. person; or

you otherwise establish an exemption from backup withholding and information reporting requirements.

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The payment of the proceeds of a sale or other disposition of our common stock will be subject to information reporting, but generally not backup withholding, if the proceeds are paid through a foreign office of a broker that is:

a U.S. person;

a controlled foreign corporation for U.S. tax purposes;

a foreign person 50% or more of whose gross income is effectively connected with the conduct of a U.S. trade or business for a specified three-year period; or

a foreign partnership if, at any time during its tax year (i) one or more of its partners are U.S. persons, as defined in Treasury regulations, who in the aggregate hold more than 50% of the income or capital interests in the partnership, or (ii) the partnership is engaged in the conduct of a U.S. trade or business.

However, the sale or other disposition of our common stock will not be subject to information reporting if the documentation requirements described above are met and the broker does not have actual knowledge or reason to know that you are a U.S. person, or you otherwise establish an exemption from information reporting.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be refunded or credited against your U.S. federal income tax liability if the required information is timely furnished to the Internal Revenue Service.

Federal Estate Tax

Shares of our common stock that are owned (or treated as owned) by an individual who at the time of his or her death is not a citizen or resident of the United States will be included in the individual's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax or other treaty provides otherwise and, therefore, may be subject to U.S. federal estate tax. The test for whether an individual is a resident of the United States for U.S. federal estate tax purposes differs from the test used for U.S. federal income tax purposes. Some individuals, therefore, may be non-U.S. holders for U.S. federal income tax purposes, but not for U.S. federal estate tax purposes, or vice versa.

Table of Contents**UNDERWRITING**

We and the selling stockholders have entered into an underwriting agreement with the underwriters named below. Needham & Company, LLC is acting as representative of the underwriters. The underwriters' obligations are several, which means that each underwriter is required to purchase a specific number of shares, but is not responsible for the commitment of any other underwriter to purchase shares. Subject to the terms and conditions of the underwriting agreement, each underwriter has severally agreed to purchase from us and the selling stockholders the number of shares of common stock set forth opposite its name below.

Underwriter	Number of Shares
Needham & Company, LLC	3,000,000
Canaccord Genuity Inc.	2,250,000
Piper Jaffray & Co	2,250,000
Total	7,500,000

The underwriting agreement provides that the underwriters are obligated to purchase all the shares of common stock in the offering if any are purchased, other than those shares covered by the over-allotment option described below.

The underwriting agreement provides that we and the selling stockholders will indemnify the underwriters against certain liabilities that may be incurred in connection with this offering, including liabilities under the Securities Act, or to contribute payments that the underwriters may be required to make in respect thereof.

We and the selling stockholders have granted an option to the underwriters to purchase up to 927,651 and 197,349 additional shares of common stock, respectively, at the public offering price per share, less the underwriting discount, set forth on the cover page of this prospectus supplement. This option is exercisable during the 30-day period after the date of this prospectus supplement. The underwriters may exercise this option only to cover over-allotments made in connection with this offering. If this option is exercised, each of the underwriters will purchase approximately the same percentage of the additional shares as the number of shares of common stock to be purchased by that underwriter, as shown in the table above, bears to the total shown.

The representative has advised us and the selling stockholders that the underwriters propose to offer the shares of common stock to the public at the public offering price per share set forth on the cover page of this prospectus supplement. The underwriters may offer shares to securities dealers, who may include the underwriters, at that public offering price less a concession of up to \$0.88 per share. After the offering to the public, the offering price and other selling terms may be changed by the representative.

The following table shows the per share and total underwriting discount to be paid to the underwriters by us and the selling stockholders. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares.

	Per Share	No Exercise	Total Full Exercise
Paid by us	\$ 1.7097	\$ 10,573,381	\$ 12,159,386
Paid by the Selling Stockholders	\$ 0.4000	\$ 526,260	\$ 605,200

We estimate that the total expenses of the offering, excluding the underwriting discount, will be approximately \$200,000. We have agreed to pay certain expenses incurred by the selling stockholders in connection with the offering, other than the underwriting discounts.

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We have agreed that, subject to certain exceptions without the prior written consent of Needham & Company, LLC, we will not directly or indirectly (1) offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or device that is designed to, or could be expected to, result in the disposition by any person at any time in the future of) any shares of common stock or securities convertible into or exercisable or exchangeable for common stock, (2) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock, (3) make any demand for or exercise any right or file or cause to be filed a registration statement, including any amendments thereto, with respect to the registration of any shares of common stock or securities convertible, exercisable or exchangeable into common stock or any of our other securities, or (4) publicly disclose the intention to do any of the foregoing for a period of 75 days after the date of this prospectus supplement. Exceptions to this lock-up agreement applicable to us include: issuances (1) pursuant to the exercise of options, warrants or rights outstanding at the time the underwriting agreement is executed and delivered, (2) pursuant to employee benefit plans, incentive stock plans, restricted stock plans or other employee compensation plans or of employee stock options and restricted shares pursuant to the terms of any equity incentive plan in effect at the time the underwriting agreement is executed and delivered, and (3) in connection with acquisitions.

In addition, all of our current directors and executive officers, including the selling stockholders, have agreed that, subject to certain exceptions, without the prior written consent of Needham & Company, LLC, they will not directly or indirectly (1) offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or device that is designed to, or could be expected to, result in the disposition by any person at any time in the future of) any shares of common stock (including, without limitation, shares of common stock that may be deemed to be beneficially owned by them in accordance with the rules and regulations of the Commission and shares of common stock that may be issued upon exercise of any options or warrants) or securities convertible into or exercisable or exchangeable for common stock, (2) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock, or (3) publicly disclose the intention to do any of the foregoing for a period of 75 days after the date of this prospectus supplement. Exceptions to these lock-up agreements applicable to our current directors and executive officers include: (1) the sale of up to 250,000 shares of common stock by our officers and directors who are not selling stockholders in this offering, (2) the sale of shares of common stock that are covered by a Rule 10b5-1 plan in effect as of the date the underwriting agreement is executed and delivered, or (3) any disposition or transfer of any shares pledged as collateral as of the date of the underwriting agreement.

The 75-day restricted periods described in the preceding two paragraphs will be extended if:

during the last 17 days of the 75-day restricted period we issue an earnings release or material news or a material event relating to us occurs; or

prior to the expiration of the 75-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 75-day period;

in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or occurrence of material event, unless such extension is waived in writing by Needham & Company, LLC.

In connection with this offering, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of our common stock. Specifically, the underwriters may over-allot in connection with this offering by selling more shares than are set forth on the cover page of this prospectus supplement. This creates a short position in our common stock for their own account. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriters is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. To close out a short position or to stabilize the price of our common stock, the underwriters may bid for, and purchase, common stock in the open market. The underwriters may also elect to reduce any short position by exercising all or part of the over-allotment option. In determining the source of shares to close out the short

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position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. If the underwriters sell more shares than could be covered by the over-allotment option, a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

The underwriters may also impose a penalty bid. This occurs when a particular underwriter or dealer repays selling concessions allowed to it for distributing our common stock in this offering because the underwriters repurchase that stock in stabilizing or short covering transactions.

These activities may stabilize or maintain the market price of our common stock at a price that is higher than the price that might otherwise exist in the absence of these activities. The underwriters are not required to engage in these activities, and may discontinue any of these activities at any time without notice. These transactions may be effected on the New York Stock Exchange, in the over-the-counter market, or otherwise.

The underwriters and their affiliates have either provided, or may in the future provide, various investment banking and other financial services for us, for which they either have received, or may receive in the future, customary fees.

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), no offer of shares may be made to the public in that relevant member state other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the relevant member state has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the underwriters; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall require us, the selling stockholders or the underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person in a relevant member state (other than a relevant member state where there is a Permitted Public Offer) who initially acquires any shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed that (A) it is a qualified investor within the meaning of the law in that relevant member state implementing Article 2(1)(e) of the Prospectus Directive, and (B) in the case of any shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, the shares acquired by it in the offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant member state other than qualified investors as defined in the Prospectus Directive, or in circumstances in which the prior consent of the underwriter has been given to the offer or resale. In the case of any shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the shares acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any shares to the public other than their offer or resale in a relevant member state to qualified investors as so defined or in circumstances in which the prior consent of the underwriter has been obtained to each such proposed offer or resale.

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We, the selling stockholders and the underwriters and our and their respective affiliates will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

This prospectus supplement has been prepared on the basis that any offer of shares in any relevant member state will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of shares. Accordingly any person making or intending to make an offer in that relevant member state of shares which are the subject of the offering contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for the Company or the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we, the selling stockholders nor the underwriters have authorized, nor do we or they authorize, the making of any offer of shares in circumstances in which an obligation arises for us, the selling stockholders or the underwriters to publish a prospectus for such offer.

For the purpose of the above provisions, the expression "an offer to the public" in relation to any shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in the relevant member state by any measure implementing the Prospectus Directive in the relevant member state and the expression "Prospectus Directive" means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the relevant member states) and includes any relevant implementing measure in the relevant member state and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Notice to Prospective Investors in the United Kingdom

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are "qualified investors" (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). This document must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. In the United Kingdom, any investment or investment activity to which this document relates is only available to, and will be engaged in with, relevant persons.

EXPERTS

The consolidated financial statements and schedule as of December 31, 2012 and 2011 and for each of the three years in the period ended December 31, 2012, and the assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 incorporated by reference in this prospectus supplement have been so incorporated herein in reliance upon the reports of BDO USA, LLP, an independent registered public accounting firm, incorporated herein by reference, given on the authority of such firm as experts in accounting and auditing.

LEGAL MATTERS

Andrew M. Johnson, our General Counsel, and Womble Carlyle Sandridge & Rice, LLP, our special counsel, will issue opinions about the legality of the common stock and certain other legal matters relating to this offering. Pillsbury Winthrop Shaw Pittman LLP, San Francisco, California, is acting as counsel for the underwriters in connection with certain legal matters relating to the shares of common stock offered by this prospectus supplement. As of April 30, 2013, Mr. Johnson beneficially owned, or had options to acquire, a number of shares of our common stock, which represented less than 0.1% of our total outstanding common stock.

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PROSPECTUS

3D SYSTEMS CORPORATION

\$500,000,000

Common Stock

Preferred Stock

Debt Securities

Warrants

Units

We may offer and sell, from time to time, our common stock, preferred stock, debt securities, warrants to purchase debt or equity securities or units of such securities at prices and on terms that will be determined at the time of any such offering. Any selling stockholder identified in a prospectus supplement may offer and sell, from time to time, our common stock at price