

3D SYSTEMS CORP
Form 8-K
February 09, 2015

**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): **February 9, 2015**

3D SYSTEMS CORPORATION
(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of Incorporation)

1-34220
(Commission File
Number)

95-4431352
(IRS Employer
Identification No.)

**333 Three D Systems Circle
Rock Hill, South Carolina, 29730**
(Address of principal executive offices)

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):

- 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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On February 9, 2015, the registrant announced that it had closed its acquisition of all of the outstanding shares of Cimatron Ltd. ("Cimatron") for \$8.97 per share in cash, for a total of approximately \$97 million, inclusive of

Cimatron's net cash. Cimatron is a leading provider of integrated 3D digital fabrication software for manufacturing.

A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated by reference herein. The information in this Item (and in such press release) shall not be deemed "filed" with the Securities and Exchange Commission for purposes of the Securities Exchange Act of 1934, as amended, nor incorporated by reference in any registration statement filed by the registrant under the Securities Act of 1933, as amended.

Item 8.01. Other Events.

On February 9, 2015, the registrant closed its acquisition of all of the outstanding shares of Cimatron for \$8.97 per share in cash, for a total of approximately \$97 million, inclusive of Cimatron's net cash.

Forward-Looking Statements

Certain statements made in this press release that are not statements of historical or current facts, including statements regarding the expected benefits and synergies of the proposed transaction, future opportunities for the combined company and products, future financial performance and any other statements regarding 3DS' and Cimatron's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts, are forward-looking statements within the meaning of the federal securities laws. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aim", "continue", "will", "may", "would", "could" or "should" or other words of similar meaning or the negative thereof. These statements are subject to numerous risks and uncertainties, many of which are beyond the companies' control, which could cause actual results to differ materially from the results expressed or implied by the statements. These risks and uncertainties include, but are not limited to: the ultimate timing, outcome and results of integrating the operations of Cimatron; the effects of the business combination of 3DS and Cimatron, including the combined company's future financial condition, results of operations, strategy and plans; expected synergies and other benefits from the proposed transaction and the ability of 3DS to realize such synergies and other benefits; results of litigation, settlements, and investigations; the availability and alternative uses of 3DS' cash; actions by third parties, including governmental agencies; protection of intellectual property rights and against cyber attacks; compliance with environmental laws; changes in government regulations and regulatory requirements; risks of international operations, including risks relating to unsettled political conditions, war, the effects of terrorism, and foreign exchange rates and controls, international trade and regulatory controls. The factors described under the headings "Forward-Looking Statements," "Cautionary Statements and Risk Factors," and "Risk Factors" in 3DS' report on Form 10-K for the year ended December 31, 2013 and Cimatron's report on Form 20-F for the year ended December 31, 2013, and other U.S. Securities and Exchange Commission (the "SEC") filings of 3DS and Cimatron discuss some of the important risk factors identified that may affect these factors and 3DS' and Cimatron's respective business, results of operations and financial condition. 3DS and Cimatron undertake no obligation to revise or update publicly any forward-looking statements for any reason. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1

Press Release dated February 9, 2015 regarding closing of acquisition of Cimatron Ltd.

The information contained in the press release attached as Exhibit 99.1 to this report shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, the information contained in the press release attached as Exhibit 99.1 to this report shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933, as amended.

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 9, 2015

3D SYSTEMS CORPORATION

By: /s/ ANDREW M. JOHNSON

Name: Andrew M. Johnson

Title: *Executive Vice President, Chief Legal Officer and Secretary*

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated February 9, 2015 regarding closing of acquisition of Cimatron Ltd.