

EARTHSHELL CORP
Form 3
June 27, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ReNewable Products LLC		(Month/Day/Year)	EARTHSHELL CORP [ERTH]	
(Last)	(First)	(Middle)	06/17/2005	
100 SOUTH BRENTWOOD BOULEVARD, SUITE 200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ST. LOUIS,Â MOÂ 63105-1691			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	214,357	D <u>(1)</u>	Â
Common Stock	15,000	D <u>(2)</u>	Â
Series C Convertible Preferred Stock	8,000,000 <u>(3)</u> <u>(4)</u>	D <u>(5)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series C Convertible Preferred Stock	Â (3)	Â (6)	Common Stock	8,000,000	\$ (4)	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ReNewable Products LLC 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â
TSCP Machinery & Processing Group, LLC 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â
Thompson Street Capital GP LLC 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â
THOMPSON STREET CAPITAL PARTNERS LP 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â
Cooper James 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â
Finley Peter 100 SOUTH BRENTWOOD BOULEVARD, SUITE 200 ST. LOUIS, MO 63105-1691	Â	Â X	Â	Â

Signatures

/s/ James A. Cooper, as Vice
President

06/27/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are beneficially owned directly by James A. Cooper, individually. They are held as follows: (a) 201,157 shares by his spouse, (b) 9,700 shares by Mr. Cooper as custodian for his children, and (c) 3,500 shares by Mr. Cooper in an IRA.
- (2) These shares are beneficially owned directly by Peter S. Finley, individually. They are held as follows: (a) 5,000 shares in a joint account with his spouse and (b) 10,000 shares in a trust account.
- (3)

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Pursuant to a Merger Agreement, dated as of June 17, 2005, to which ReNewable Products LLC and the Issuer are parties, the ability of ReNewable Products LLC to complete the merger and thereby acquire the Series C Convertible Preferred Stock is subject to various substantive conditions. As a result, the Reporting Persons do not currently have a right to acquire the Convertible Preferred Stock, although they may be deemed to have a right to acquire that beneficial ownership within 60 days. Upon issuance, the Convertible Preferred Stock will be convertible at any time at the election of the holder into Common Stock.

- (4) The 8,000,000 shares of Convertible Preferred Stock will be convertible into Common Stock on a share-for-share basis (subject to adjustments).

- (5) Subject to the issues described in Note (3) above, these shares may be deemed to be beneficially owned directly by ReNewable Products LLC, a Delaware limited liability company that is a subsidiary of TSCP Machinery & Processing Group, LLC, a Delaware limited liability company that is wholly owned by Thompson Street Capital Partners, L.P., a Delaware limited partnership of which the general partner is Thompson Street Capital GP LLC, a Delaware limited liability company that is controlled by its managing members, James A. Cooper and Peter S. Finley. Subject to the issues described in Note (3) above, TSCP Machinery & Processing Group, LLC, Thompson Street Capital Partners, L.P., Thompson Street Capital GP LLC, James A. Cooper and Peter S. Finley may be deemed to be indirect beneficially owners of these shares. The respective pecuniary interests of such indirect beneficial owners are not described herein.

- (6) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.