

Edgar Filing: EARTHSHELL CORP - Form 8-K

EARTHSHELL CORP
Form 8-K
January 20, 2006

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

January 13, 2006

EARTHSHELL CORPORATION
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 333-13287 (Commission File Number) | 77-0322379 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 1301 York Road, Suite 200, Lutherville, Maryland (Address of principal executive offices) (410) 847-9420 | 21093 (Zip code) |
|--|---------------------|

Registrant's telephone number, including area code:

Not Applicable

(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:

- 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 5.02 Departure of Directors or Principal Officers.

On January 13, 2006, the Board of Directors (the "Board") of EarthShell ("EarthShell"), a Delaware corporation, received the resignation of Simon K. Hodson as a member of the Board and as the Chairman of the Board, to be effective immediately. Mr. Hodson was recently appointed as Chief Executive Officer of E.Khashoggi Industries, LLC ("EKI"). EarthShell holds an exclusive license on a worldwide basis from EKI to commercialize patented material technology for the manufacture of foodservice disposable packaging. EKI is also the largest shareholder of EarthShell. A new Chairman of the Board will be

Edgar Filing: EARTHSHELL CORP - Form 8-K

elected at the next regularly scheduled meeting of EarthShell's Board and the corporate governance committee of the Board will initiate a search for a new director to fill the vacancy on the Board.

On January 20, 2006, EarthShell issued a press release with respect to Mr. Hodson's resignation as Chairman of the Board, which is attached hereto as Exhibit 10.1.

Item 9.01. Financial Statements and Exhibits

| Exhibit | Description | Location |
|--------------|---------------|-------------------|
| Exhibit 99.1 | Press Release | Provided herewith |

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 20, 2006

EARTHSHELL CORPORATION

By: /s/ Scott Houston

Name: Scott Houston

Title: Chief Financial Officer

3