THOMPSON STREET CAPITAL PARTNERS LP
Form 4
June 22, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TSCP Machinery & Processing Group, LLC

(Last) (First) (Middle)

100 SOUTH BRENTWOOD BOULEVARD, SUITE 200

(Street)

ST. LOUIS, MO 63105-1691

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EARTHSHELL CORP [ERTH]

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo Underlying Secu (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Series D Convertible Preferred Stock	[(1)]	06/21/2006		P		51,282		06/21/2006	[(1)]	Common Stock	5
Common Stock Warrants (right to buy)	$ 3.9 [(2)]	06/21/2006		P		222,222		06/21/2006	06/20/2011 [(2)]	Common Stock	22

Reporting Owners

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

Signatures

/s/ James A. Cooper, Managing Member	06/22/2006
**Signature of Reporting Person	Date
/s/ James A. Cooper, Individually	06/22/2006

**Signature of Reporting Person Date

/s/ Peter S. Finley, Individually 06/22/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Pursuant to a Securities Purchase Agreement, dated June 21, 2006, to which the Issuer, TSCP Machinery & Processing Group, LLC and an unaffiliated purchaser are parties, TSCP Machinery & Processing Group, LLC acquired the shares of Series D Convertible Preferred Stock and Common Stock Warrants listed in the table from the Issuer for a total payment of $200,000 in cash. The shares of Series D Convertible Preferred Stock are convertible on a share-for-share basis (subject to adjustments) into shares of Common Stock of the Issuer, without an expiration date.

(2) Each of the Common Stock Warrants represents a right to acquire one share of Common Stock of the Issuer for $3.90 (subject to adjustments) until five years from the date of issuance.

(3) The Series D Convertible Preferred Stock and the Common Stock Warrants may be deemed to be beneficially owned directly by 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. ReNewable Products LLC (a Delaware limited liability company that is a subsidiary of 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 beneficial owners of the Series D Convertible Preferred Stock and the Common Stock Warrants. The respective pecuniary interests of such indirect beneficial owners are not described herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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