
**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): June 2, 2023

3D SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34220
(Commission
File Number)

95-4431352
(I.R.S. Employer
Identification No.)

333 Three D Systems Circle
Rock Hill, South Carolina 29730
(Address of Principal Executive Offices) (Zip Code)

(803) 326-3900
(Registrants telephone number, including area code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	DDD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01. Other Events.

On June 2, 2023, 3D Systems Corporation (the Company or 3D Systems) issued a press release confirming that it delivered to the board of directors of Stratasys Ltd. (Stratasys) a proposal to acquire all of the outstanding ordinary shares of Stratasys for a per share consideration of \$7.50 in cash and 1.2507 newly issued shares of 3D Systems common stock. A copy of the press release, attached hereto as Exhibit 99.1, and the accompanying slides referenced in the press release, attached hereto as Exhibit 99.2, are incorporated herein by reference.

Forward-Looking Statements

Certain statements made in this document 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 involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the company to be materially different from historical results or from any future results or projections expressed or implied by such forward-looking statements. In many cases, forward-looking statements can be identified by terms such as believes, belief, expects, may, will, estimates, intends, anticipates or plans or the negative of these terms or other comparable terminology. Forward-looking statements are based upon managements beliefs, assumptions and current expectations and may include comments as to the Companys beliefs and expectations as to future events and trends affecting its business and are necessarily subject to uncertainties, many of which are outside the control of the Company. The factors described under the headings Forward-Looking Statements and Risk Factors in the Companys periodic filings with the Securities and Exchange Commission (the SEC), as well as other factors, could cause actual results to differ materially from those reflected or predicted in forward-looking statements. In particular, we note that there is no assurance that a definitive agreement for the transaction referenced in this report will be entered into or consummated or that integration will be successful or synergies will be realized if such transaction were to be consummated. Business combination proposals, transactions and integrations are subject to numerous risks and uncertainties. Although management believes that the expectations reflected in the forward-looking statements are reasonable, forward-looking statements are not, and should not be relied upon as a guarantee of future performance or results, nor will they necessarily prove to be accurate indications of the times at which such performance or results will be achieved. The forward-looking statements included are made only as of the date of the statement. 3D Systems undertakes no obligation to update or revise any forward-looking statements made by management or on its behalf, whether as a result of future developments, subsequent events or circumstances, or otherwise, except as required by law.

Additional Information

This communication does not constitute an offer to buy or sell or the solicitation of an offer to sell or buy any securities. This communication relates to a proposal which 3D Systems has made for a business combination with Stratasys. In furtherance of this proposal and subject to future developments, 3D Systems (and, if a negotiated transaction is agreed, Stratasys) may file one or more registration statements, proxy statements or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, prospectus or other document that 3D Systems and/or Stratasys may file with the SEC in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF 3D SYSTEMS AND STRATASYS ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT, PROSPECTUS AND/OR OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. ANY DEFINITIVE PROXY STATEMENT(S) OR PROSPECTUS(ES) (IF AND WHEN AVAILABLE) WILL BE MAILED TO STOCKHOLDERS OF 3D SYSTEMS AND/OR STRATASYS, AS APPLICABLE. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by 3D Systems through the web site maintained by the SEC at <http://www.sec.gov>.

This document shall not constitute an offer to buy or sell or the solicitation of an offer to sell or buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Press Release dated June 2, 2023.
- 99.2 Slides regarding 3D Systems Proposal to Combine with Stratasys, dated June 2, 2023.
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

3D SYSTEMS CORPORATION

Date: June 2, 2023

By: /s/ Andrew M. Johnson
Andrew M. Johnson
Executive Vice President, Chief Legal Officer and Secretary

3D Systems Confirms Submission of a Superior Proposal to Combine with Stratasys

Combination Creates Clear Pure-Play Additive Manufacturing Leader with Unmatched Scale and Highly Attractive Financial Profile in Rapidly Scaling Industry

Significant Shareholder Value Creation Fueled by \$100 Million of Cost Synergies

Inclusive of Cost Synergies, Proposal Provides Value of Approximately \$25 per Stratasys Share, a 70% Uplift for Stratasys Shareholders

Proposal Delivers Certain and Immediate Value and Unparalleled Long-Term Upside

ROCK HILL, South Carolina, June 2, 2023 Today, 3D Systems (NYSE:DDD) confirmed its submission of a proposal to combine with Stratasys (Nasdaq:SSYS) in a cash and stock merger that would convert each Stratasys share into \$7.50 in cash and 1.2507 newly issued shares of 3D Systems common stock.¹ The combination would create an additive manufacturing industry leader, with Stratasys shareholders owning 40% of the combined company and receiving approximately \$540 million in cash. 3D Systems delivered this proposal to the Stratasys Board on May 30, 2023.

Based on a set of illustrative assumptions² and assuming approximately \$100 million in run-rate cost synergies, the combined company is positioned to deliver at least a total value in excess of \$1,840 million to Stratasys shareholders, approximately \$740 million in excess of Stratasys fully diluted market capitalization using a 60-Day VWAP as of May 24, 2023, the last trading day prior to Stratasys announcement of its proposal to acquire Desktop Metal, corresponding to approximately \$25 per Stratasys share, or an approximately 70% value uplift.

In addition, these terms imply a nominal initial value per Stratasys share of approximately \$19 based on 3D Systems 60-Day Volume-Weighted Average Price (VWAP) as of May 24, 2023. This implied nominal value represents a premium of 27% to the Stratasys closing trading price on May 24, 2023, and a premium of approximately 35% to Stratasys stock price as of the close of trading on March 9, 2023, the last trading day prior to Nano Dimensions first public offer to acquire Stratasys.

The combination of 3D Systems and Stratasys is simply the best outcome for the shareholders of both companies, said President and CEO, Dr. Jeffrey Graves. We feel strongly that now is the time for all parties to recognize the overwhelming logic of our two businesses coming together. We are in a unique position to move with confidence and speed and we encourage the Stratasys Board of Directors to engage with our proposal and make this combination a reality for the benefit of the shareholders, employees and customers of both companies.

¹ Assumes 135.3m and 72.1m fully diluted shares outstanding for 3D Systems and Stratasys, respectively.

² Assumes \$1,500mm in incremental equity value from \$100mm of cost synergies capitalized at an illustrative 15x multiple, approximately 40% combined company ownership to Stratasys shareholders, a total cash payment by 3D Systems to Stratasys shareholders of approximately \$540mm and additional illustrative transaction cost assumptions, including payment of the termination fee to Desktop Metal.

The proposed 3D Systems-Stratasys combination promises:

Necessary Scale to Lead the Additive Manufacturing Industry

Compelling market position with a greater range of additive technologies and enhanced ability to invest in innovation, creating additional revenue opportunities.

Combined company will offer increased go-to-market opportunities and unmatched customer value proposition, improving market coverage and access for customers looking for additive manufacturing solutions.

Comprehensive offering of production-ready additive technologies in an industry expected to grow at a CAGR of approximately 21% over the next 5 to 7 years.³

Highly Certain, Significant Value Creation

Participation in highly certain value creation through realization of approximately \$100 million in estimated cost synergies.

Proposal, inclusive of estimated cost synergies, represents value creation to Stratasys shareholders worth \$1.8 billion and represents a value of approximately \$25 per Stratasys share, or a 70% value uplift.

Industry-leading Financial Profile

Pro forma estimated revenue for a combined 3D Systems-Stratasys in calendar year 2024 is \$1.3 billion, resulting in the largest pure-play additive manufacturing company in the industry, before considering any potential additional revenue opportunities.

Pro forma estimated free cash flow for combined 3D Systems-Stratasys in calendar year 2024 is \$121 million, inclusive of synergies.

Transactional Speed and Certainty

Entrance into a definitive merger agreement without delay and on terms that provide Stratasys shareholders with at least as much deal certainty as existing all-stock merger agreement with Desktop Metal.

Immediate cash and liquid stock value without any financing condition or delay to closing to accommodate financing.

Regulatory approvals obtainable in a timely manner.

Dr. Graves continued, We are at an inflection point in our industry, and we see significant upside for our shareholders and all stakeholders by capturing the benefits of scale, enhancing investment in innovation and delivering long-term profitable growth. We know and respect the Stratasys business and the people who make it a success around the world. We are committed to creating a combined platform that enables these two great companies to serve our global customers and lead the industry with innovative technology offerings.

Goldman Sachs & Co. LLC is acting as exclusive financial advisor and Freshfields Bruckhaus Deringer (US) LLP, together with Herzog, Fox & Neeman in Israel, is acting as legal counsel to 3D Systems in connection with the proposed transaction.

For accompanying slides, please visit the company's website.

³ Based on Fortune Business Insights, Grand View Research, Markets and Markets, Modor Research, and Wohlers Report

About 3D Systems

More than 35 years ago, 3D Systems brought the innovation of 3D printing to the manufacturing industry. Today, as the leading additive manufacturing solutions partner, we bring innovation, performance, and reliability to every interaction empowering our customers to create products and business models never before possible. Thanks to our unique offering of hardware, software, materials, and services, each application-specific solution is powered by the expertise of our application engineers who collaborate with customers to transform how they deliver their products and services. 3D Systems solutions address a variety of advanced applications in healthcare and industrial markets such as medical and dental, aerospace & defense, automotive, and durable goods. More information on the company is available at www.3dsystems.com.

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Contacts

Investors:
investor.relations@3dsystems.com

Media:
FTI Consulting
Pat Tucker/Rachel Chesley/Kyla MacLennan
3DSystems@fticonsulting.com



Superior Proposal for 3D Systems to Combine with Stratasys

JUNE 2, 2023

An Unparalleled Alternative for Stratasys Shareholders

1

Creates Unmatched Global Player in a Rapidly Scaling Industry

2

Delivers Exceptional Cost Synergies that Drive Significant Value Creation

3

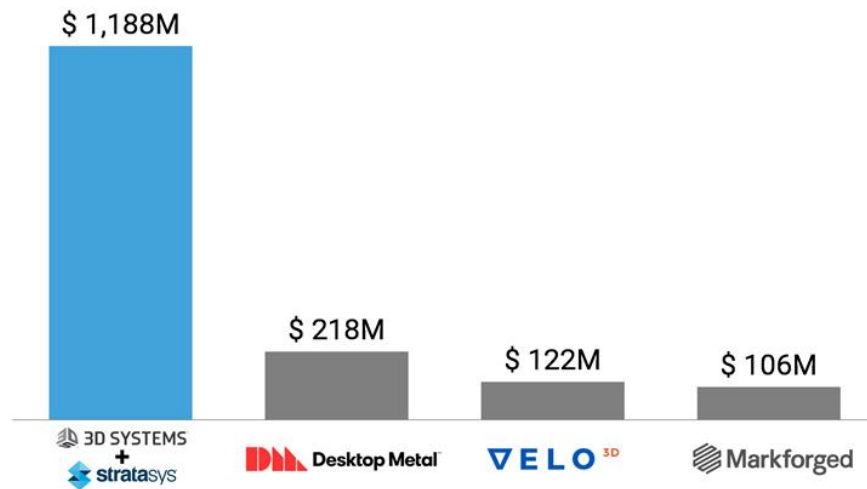
Secures Improved Certainty of Value Through Stronger Financial Profile and Proven Leadership Team

**More Value. Higher Certainty.
The Best Path Forward.**

1 Necessary Scale to Lead the Additive Manufacturing Industry

Creates the Most Compelling Additive Manufacturing Pure-Play Stock

In an Attractive and Growing Industry











~21%

3D Printing Market
Expected Annual Growth
in the next 5 to 7 years¹

Source: Refinitiv Eikon as of 24-May-2023






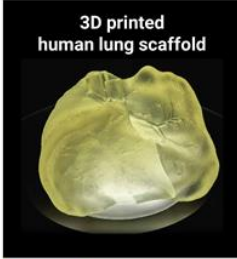
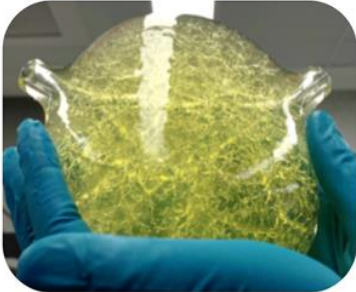

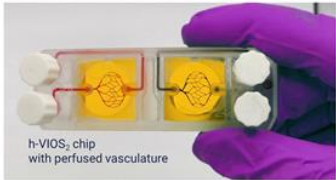
¹ Based on Fortune Business Insights, Grand View Research, Markets and Markets, Modor Research, and Wohlers Report

1 Comprehensive Offering of Additive Technologies

	 Dental	 VSP & Anatomical Models	 Medical Devices	 Automotive	 Aerospace	 Durable Goods	 Bio Printing	 Desktop
Inkjet (Poly)	✓	✓				✓		
Inkjet (Wax)	✓			✓		✓		
CJP		✓				✓		
Small-Med Format FDM (Filament)				✓	✓	✓	✓	✓
Large Format FFF (Pellets)				✓	✓	✓		
DLP (Fig4 / Origin)	✓			✓		✓	✓	✓
SLA	✓	✓		✓	✓	✓		
SLS (Laser Based Fusion)		✓	✓	✓	✓	✓		
SAF (Powder Bed Fusion)		✓	✓	✓	✓	✓		
DMP Metals	✓		✓	✓	✓	✓		

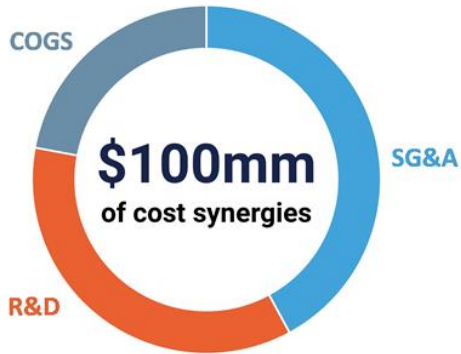
✓  3D SYSTEMS +  stratasys

1 Unique Regenerative Medicine Growth Engine

3D Systems Bioprinting Leadership	 35+ Years of developing advanced 3D printing applications	 Organ development partnership since 2017	 Acquired in 2021 to expand bioprinting capabilities
Human Organs (Lung, Kidney, and Liver)   3D printed human lung scaffold  Most Complex Object Ever 3D Printed: <ul style="list-style-type: none">• 2 Lobes• 5,000 kilometers of vasculature• 213 Million Alveoli• 44 Trillion Voxels 2026 Targeting First in Human Trials (Lungs)	Non-Organ Tissues Vascularized Breast Tissue Scaffold for Implantation & Cellularization 	Drug Development  Bioprinted "Organ-on-a-chip" can accurately replicate organ-specific drug response in pre-clinical drug trials  h-VIOS, chip with perfused vasculature	

2 Significant Cost Synergies

Breakdown of Expected Synergies



SG&A savings

- Supply chain efficiencies
- Eliminate overlapping functions
- Effective global services support

R&D integration:

- Design-for-cost initiatives and complementary development opportunities
- Ability to leverage combined portfolio of R&D investments

COGS optimization

- Optimized supply chain
- Footprint rationalization

Potentially Meaningful Revenue Opportunities Not Yet Estimated

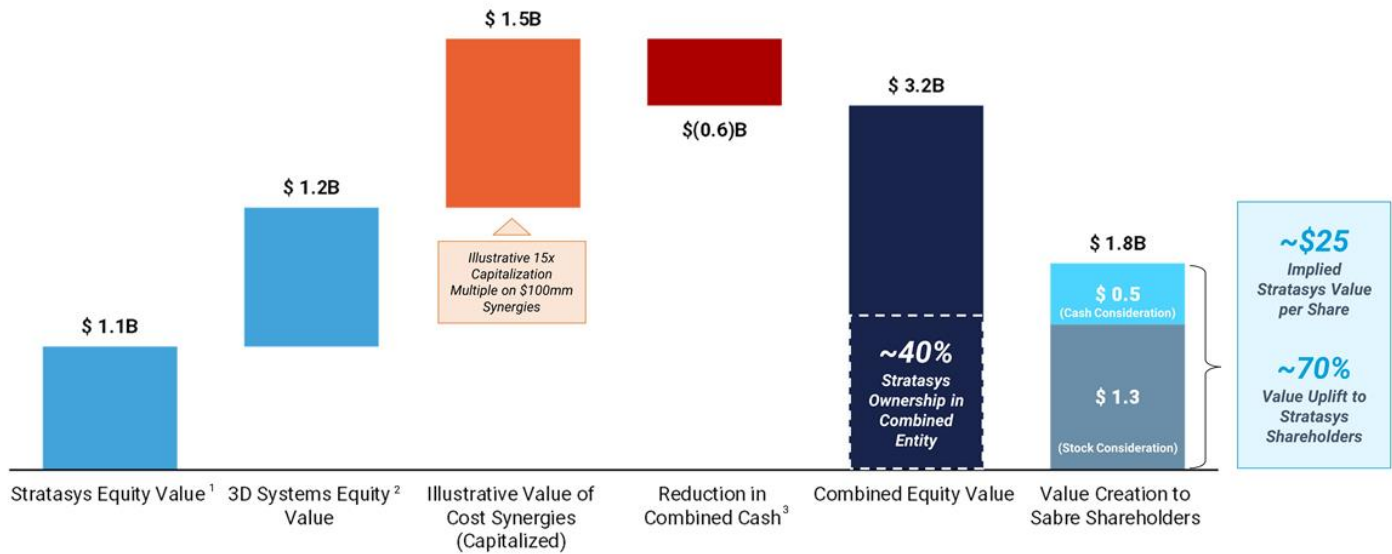
2 Scaled, Reliable and Financially Robust Partner for Our Customers



FY24E Revenue	\$589mm	+	\$694mm	+	Joint Revenue Opportunities	=	>\$1,280mm
FY24E Free Cash Flow	\$26mm	+	\$15mm	+	~\$100mm Cost Synergies ¹	=	~\$120mm Combined Free Cash Flow

Source: All number from Refinitiv Eikon consensus estimates as of 24-May-2023 | ¹Pre-Tax, assumes 20% illustrative tax rate on synergies.

3 Significant Value Creation: 3D SYSTEMS + stratasys



Note: Equity values and value uplift calculated based on 60-day VWAPs for Stratasys and 3D Systems as of 24-May-2023. Excludes potential value of NOLs of the combined company. ¹Assumes basic shares outstanding of 68.1mm, stock options of 1.6mm at a weighted average exercise price of \$27.62, and restricted stock units of 4.0mm. ² Assumes basic shares outstanding of 131.2mm, stock options of 0.4mm at a weighted average exercise price of \$13.26, and restricted stock units of 4.2mm. ³ Including cash consideration paid to Stratasys shareholders, Desktop Metal termination fee, and illustrative transaction costs.

Industry Agrees that Driving Scale is Critical to Achieving Profitability

"The problem of this industry (...) no one has scale. So we want to scale. We want an inflection point. We want to be in manufacturing, but at the same time, we don't have the scale to do it. It's all about scale. And we can, as an industry, wait for this scale, but we need the power around in order to be able really to scale (...). And the scale is solving all those challenges that you mentioned, all of them without the scale, we would never be in 10% to 12% EBITDA margin ever"

- Yoav Zeif, Stratasys, CEO

"Scale is the most important thing in reaching a high level of profitability"

- Ric Fulop, Desktop Metal, Co-Founder & CEO

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