

THOMPSON STREET CAPITAL PARTNERS LP

Form 4/A

June 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)

06/22/2006

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code V Amount (D) Price			

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

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(9-02)

**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 Amount of Underlying Security (Instr. 3 and 4)

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(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	Ar Nu Sh
Series D Convertible Preferred Stock	<u>(1)</u>	06/22/2006	P	51,282					06/22/2006	<u>(1)</u>	Common Stock	5
Common Stock Warrants (right to buy)	\$ 3.9 <u>(2)</u>	06/22/2006	P	222,222					06/22/2006	06/21/2011 <u>(2)</u>	Common Stock	2

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

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__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).

Pursuant to a Securities Purchase Agreement, dated June 22, 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

(1) 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.

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

(3) 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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