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EARTHSHELL CORP  
Form 8-K  
June 29, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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 28, 2004  
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EarthShell Corporation

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(Exact name of registrant as specified in charter)

Delaware 333-13287 77-0322379  
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(State or other jurisdiction of (Commission file number) (IRS employer  
incorporation) identification no.)

6740 Cortona Drive  
Santa Barbara, California 93117  
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(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code (805) 571-8232  
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(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On June 28, 2004, the Registrant issued a press release announcing that (i) it had adjourned its Annual Meeting of Stockholders to July 26, 2004 because a quorum was not present by proxy or in person at the Stockholders Meeting convened as scheduled earlier in the day and (ii) it reported during a discussion period following adjournment of the business portion of the Annual Meeting of Stockholders that its largest shareholder, E. Khashoggi Industries (EKI), has agreed to convert its \$2.755 million note to common stock at a price of \$3 per share, provided that the Registrant can resolve the default that currently exists under its 2006 debentures.

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The press release is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits:

99.1 Press Release of the Registrant dated June 28, 2004, regarding the matters described above.

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SIGNATURES

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.

Date: June 28, 2004

EARTHSHELL CORPORATION

By: /s/ D. Scott Houston

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Name: D. Scott Houston  
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number and Page Number	Description	Method of Filing
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99.1	Press Release of the Registrant dated June 28, 2004.	Filed electronically herewith

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