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EARTHSHELL CORP  
Form NT 10-Q  
May 11, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File No. 333-13287

(CHECK ONE) [ ] Form 10-K and Form 10-KSB [ ] Form 11-K [ ] Form 20-F  
[X] Form 10-Q and Form 10-QSB [ ] Form N-SAR

For Period Ended March 31, 2005

- [ ] Transition Report on Form 10-K and Form KSB
- [ ] Transition Report on Form 20-F
- [ ] Transition Report on Form 11-K
- [ ] Transition Report on Form 10-Q and Form 10-QSB
- [ ] Transition Report on Form N-SAR

For the transition period ended \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: N/A

PART I  
REGISTRANT INFORMATION

Full name of registrant: EarthShell Corporation

Former name if applicable: \_\_\_\_\_

Address of principal executive office (Street and Number)  
3916 State St. Ste.110

City, State and Zip Code Santa Barbara, CA 93105

PART II  
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or

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expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.) [x]

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Forms 10-K, 10-KSB, 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, 10-QSB, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III  
NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 10-KSB, 11-K, 20-F, 10-Q, 10-QSB, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach Extra Sheets If Needed.)

The Registrant was unable to file its Quarterly Report on Form 10-Q for the period ending March 31, 2005 on a timely basis because the Registrant had not finalized all information necessary to complete its Quarterly Report. The Registrant was unable to finalize such information because, among other things, (i) the Registrant operated with a significantly reduced number of personnel in 2004, (ii) the Registrant's Controller resigned in the fourth quarter in 2004 leaving the Registrant's Chief Financial Officer as the only accounting professional employed by the Registrant and (iii) the Registrant used a considerable amount of its resources toward compliance with Section 404 of the Sarbanes-Oxley Act and the related rules of the Securities and Exchange Commission, drawing resources away from the completion of its Quarterly Report. The Registrant is working diligently to obtain the necessary information and intends to file its Form 10-Q as soon as possible.

PART IV  
OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

D. Scott Houston	(805)	563-7590
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) or the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such short period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[X] Yes [ ] No

(3) Is it anticipated that any significant change in results of

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operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[X] Yes [ ] No

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If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Due to the continuation of extensive cost cutting measures initiated by the Registrant in 2003 and continuing into 2004, the net loss of the Registrant for the quarter ended March 31, 2005 has been reduced to approximately half of the net loss for the prior year quarter. This reduction is due primarily to a significant reduction in related party and other research and development expenses, a reduction in interest expense, a reduction in general and administrative expense, and the realization of technology fee revenues during the quarter ended March 31, 2005.

EarthShell Corporation

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 11, 2004  
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BY: /s/ D. Scott Houston  
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D. Scott Houston  
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal violations (See 18 U.S.C. 1001)

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