

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): February 20, 2013

3DIcon Corporation

(Exact name of registrant as specified in charter)

Oklahoma
(State or other jurisdiction of incorporation)

000-54697
(Commission
File Number)

73-1479206
(IRS Employer
Identification No.)

6804 South Canton Avenue, Suite 150
Tulsa, OK
(Address of principal executive offices)

74136
(Zip Code)

Registrant's telephone number, including area code: (918) 494-0505

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 (see General Instruction A.2. below):

- 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))
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Item 8.01. Other Events

A letter to the shareholders of 3DIcon Corporation (the “Company”) was issued on February 20, 2013. In his letter, the Company’s Chief Executive Officer, Mark Willner, provided an update on the progress the Company is making in its continued efforts to improve the performance of its CSpace technology and to seek out potential acquisitions that would allow it to enter the glasses-free flat screen 3D space. As previously reported, the Company entered into a non-binding letter of intent with Dimension Technologies Inc. (“DTI”) that would allow such entry into this segment of the industry. The letter explains that the Company and DTI mutually agreed not to renew the non-binding letter of intent after a determination was made that DTI’s technology does not fit the specifics of the Company’s business model. At this time, the Company does not have any definitive agreement in place and no assurances can be made the Company will be able to consummate a transaction that would allow such entry into the glasses-free flat screen 3D space.

A copy of Mr. Willner’s letter is attached herewith as Exhibit 99.1. A copy of the press release announcing the letter is attached herewith as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to shareholders from 3DIcon’s Chief Executive Officer, Mark Willner
99.2	Press release dated February 20, 2013

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: February 21, 2013

3DICON CORPORATION

By: */s/ Mark Willner*

Name: Mark Willner

Position: Chief Executive Officer

February 20, 2013

Dear Shareholders,

With this letter, I would like to bring you up-to-date on the progress we have made over the last six months as well as the opportunities for 3DIcon Corporation (the “Company,” “3DIcon,” “us,” “we” or “our”) moving forward. As you may know, from July 2012 until February 13, 2013, the Company has been involved in a registration process with the Securities and Exchange Commission. Accordingly, we temporarily discontinued the use of these shareholder letters during that time. Beginning with this letter, we intend to resume our normal communications with you, our shareholders.

CSPACE DEVELOPMENT PROGRESS

I am delighted to report that in October of 2012 our technical team completed the development of our second-generation laboratory prototype, Lab Proto 2. This new prototype delivers a 3D image that is 8 times larger, and 200 times brighter, with much higher resolution than Lab Proto 1. In addition, its images are easily seen in normal office lighting, unlike Lab Proto 1.

In November of 2012, we began working on our third and final laboratory prototype, Lab Proto 3. The primary goal for Lab Proto 3 is to develop a new type of image chamber based on a glass or polymer cube that contains micro-crystals of our infrared phosphors. Lab Proto 3 will be 8 times larger than the Lab Proto 2 image chamber (64 times larger than Lab Proto 1). Once complete, Lab Proto 3 will prove the scalability of CSpace and as a result remove the final technical risk associated with CSpace. This will enable us to more credibly approach and engage with potential customers. In order to further improve brightness that will be required for the larger image chamber of Lab Proto 3, we plan to fully implement the scanning system that I described in my July 24th letter.

Since January 2013 our technical team has been working to identify and qualify potential development and manufacturing partners for key materials (phosphors and glasses/polymers) under consideration for the Lab Proto 3 image chamber. Some of these materials have been secured and are undergoing technical evaluation. These partners will provide a basis for the build out of a supply chain for display products based on the CSpace technology. Significant technical progress has already been made on the Z-axis scanning system. I will describe these developments in more detail in a forthcoming Technology Update Letter.

Our intent is to utilize Lab Proto 3 and the data that results from its development to engage with potential customers and to make proposals for customer funded development of application specific product prototypes. This will enable us to take a customer’s requirements and estimate the cost, performance and other specifications of a CSpace product that meets or exceeds those requirements. The first customer funded product prototype will be also be used to secure additional customers and will effectively take the place of the trade show prototype.

Since January, I have been spending a significant amount of my time on CSpace business development including the identification and qualification of potential customers and display products development partners, the identification and engagement with select state and federal grant funding sources for improved phosphors and next generation architectures, and engagement with specific technical / market conferences, publications and other means to increase the awareness and visibility of 3DIcon and our CSpace technology in general and in specific sectors. Once Lab Proto 3 is far enough along, we plan to hire a dedicated CSpace business development person to continue that work.

FLAT SCREEN 3D STRATEGY PROGRESS

As you may recall from my previous letters, the Company intends to pursue a glasses-free flat screen 3D strategy in addition to our CSpace technical and business development efforts. Based on extensive primary market research (meetings with dozens of companies), we are convinced that there is an immediate opportunity in the digital signage market for glasses-free flat screen 3D displays bundled with great 3D advertising and other content. Our digital signage market entry plan is to partner with or acquire the best glasses-free flat screen 3D display company and the best digital signage content company. Our intent is to sell both displays and content to digital signage integrators under the 3DIcon brand with our own sales force who will work closely with our display and content partners.

As a first step in implementing our strategy, we had negotiated a letter of intent (“LOI”) to acquire Dimension Technologies, Inc. (“DTI”) (www.dti3d.com) located in Rochester, NY. In October of last year we completed our due diligence on the company and their technology. We concluded at that time that the DTI technology provides significant technical advantages over other companies that are currently shipping glasses-free 3D displays. However, we also concluded that the DTI technology does not fit the specifics of our business model. As a result 3DIcon and DTI mutually agreed to not extend the LOI, which expired in December. Since then, we have been exploring other technologies that would more effectively enable our flat screen business model. I will have more to say about these technologies and our plans for them in the near future.

OUTLOOK

While there are challenges, I remain optimistic about the future of 3DIcon. CSpace remains uniquely positioned as the only 360° viewable glasses-free 3D technology that has the potential to provide high quality, large-scale 3D images with high reliability. Our significant and rapid progress with Lab Proto 2, demonstrates that we have the right technical team and allows us to be confident about Lab Proto 3 and beyond. Our glasses-free flat screen 3D strategy which targets select digital signage markets has been reviewed by industry experts and found to be not only sound but also compelling. Our challenge moving forward is to first secure the required financial resources and next to hire additional technical and business talent to complete the commercialization of CSpace and fully implement our flat panel strategy. With your continued support we intend to do just that.

Sincerely,

3DICON CORPORATION

/s/ Mark Willner

Mark Willner
Chief Executive Officer

3DIcon's CEO Mark Willner Issues Letter to Shareholders

TULSA, Okla., February 20, 2013 -- 3DIcon Corporation (OTCBB:TDCP) (the "Company"), a developer of volumetric, three-dimensional projection and display technologies, today announced that its CEO, Mr. Mark Willner, has issued a new Letter to Shareholders.

In the letter, Mr. Willner brings shareholders up-to-date on the progress the Company has made in the development of its patented volumetric 3D display technology. He goes on to describe the Company's near term technical and business development plans for the volumetric 3D display technology, as well as the status of the Company's glasses-free flat screen strategy. To view the letter in full, please visit <http://content.stockpr.com/tdcp/media/296d7280deec92d67114263ed849c846.pdf>.

About 3DIcon Corporation

3DIcon Corporation is a developer of groundbreaking 3D projection and display technologies that are designed to produce full color, high-resolution, 360-degree volumetric images, a development many consider to be the next step in 3D display technology. CSpace creates both dense and translucent images for use in mission critical functions including healthcare, security and defense. CSpace enables viewing inside organs, cargo containers, and baggage, as well as large scale terrain such as oceans and mountains, all of which are beyond the capabilities of other current display methodologies. The company also offers a software product, [Pixel Precision®](#), which targets the R&D market for developers using Texas Instruments' DLP® line of products. For visualization of CSpace images please visit www.3dicon.net.

The 3DIcon Corporation logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=7750>

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995

With the exception of historical information, the matters discussed in this news release are forward-looking statements that involve a number of risks and uncertainties. The actual future results of 3DIcon could differ significantly from those statements. Factors that could cause actual results to differ materially include risks and uncertainties such as the inability to finance the company's operations, inability to hire and retain qualified personnel, and changes in the general economic climate. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms, or other comparable terminology. These statements are only predictions. Although we believe that the expectations reflected in the forward-looking statements are reasonable, such statements should not be regarded as a representation by 3DIcon, or any other person, that such forward-looking statements will be achieved. We undertake no duty to update any of the forward-looking statements, whether as a result of new information, future events or otherwise. In light of the foregoing, readers are cautioned not to place undue reliance on such forward-looking statements.

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Source: 3DIcon Corporation

Released February 20, 2013
