

**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): August 16, 2007
3DIcon Corporation
(Exact name of registrant as specified in charter)

Oklahoma
(State or other jurisdiction of incorporation)

333-143761
(Commission
File Number)

73-1479206
(IRS Employer
Identification No.)

7505 S. Sandusky
Tulsa, OK
(Address of principal executive offices)

74136
(Zip Code)

Registrant's telephone number, including area code: (918) 492-5082

Copies to:
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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 7.01. Regulation FD Disclosure

On August 16, 2007, 3DIcon Corporation (the “Company”) released on its website <http://www.3DIcon.net>, a message from Martin Keating, the Company’s Chief Executive Officer and Chairman, and a letter to its shareholders, which highlight recent developments at the Company and an update of the Company’s business strategy. Copies of the Chairman’s message and the letter to shareholders are furnished hereto as Exhibit 99.1 and Exhibit 99.2, respectively.

Item 9.01. Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Exhibit Name</u> |
|--------------------|--|
| 99.1 | Chairman’s Message dated August 16, 2007 |
| 99.2 | Letter to Shareholders dated August 16, 2007 |

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

3DIcon Corporation

Dated: August 16, 2007

By: /s/ Martin Keating
Name: Martin Keating
Title: Chief Executive Officer

CHAIRMAN'S MESSAGE

August 16, 2007

AT LAST, some news behind the news...and more! (And this is only the first of many personal updates I hope to provide you on a periodic basis.)

As I'm sure you know, 3DIcon has become an SEC reporting company, and we've "uplisted" from the Pink Sheets to the Over The Counter Bulletin Board (OTCBB). Both steps took a lot of time, talent, and treasure, but we believe we are far better off today for having done so. Our goal has always been to build a profitable and long-term business, and having the necessary corporate architecture in place is critical. We're still a development-stage company, so products and potential profits are still ahead of us, but we have to be ready for both on all levels as soon as possible. Practically speaking, as an OTCBB company, we will be able to tell our story to many more people than before, and we can make additional and better contacts with firms because of our fully reporting status.

--WEBSITE: Still stuck in the 17th century, but the cavalry is on the way. I'd say we'll have a pretty decent "front door" by the end of September. Of course, nothing will satisfy me until we can do something on our website in 3D. In the meantime, we CAN have a spiffy, 21st century look fairly soon.

--SHAREHOLDER MEETING: The date of the shareholder meeting is yet to be determined. Once the meeting date is set, we will notify our shareholders.

--THE UNIVERSITY OF OKLAHOMA: We continue to expand our research relationship with OU. We just extended our current Sponsored Research Agreement to a long term agreement that goes over four years and little over \$4 million. We hope our investment in the University of Oklahoma's program will grow quickly and substantially. They've assembled a unique and fabulous 3D team.

--OTHER NEWS: 3DIcon is holding a major internal planning session in Tulsa on September 18, 2007. We want to give you as much current information as possible about where we are and where we think the most opportunities are. News releases will be issued when material events happen that we can disclose. (Don't forget that a lot of our work with the University of Oklahoma is not only proprietary, it's confidential. There are just some things we won't talk about because we do NOT want to reveal intellectual property pathways a potential competitor might exploit.)

Attached you will find our first Letter to Shareholders We plan on periodically issuing such letters to keep our shareholders up to date with ongoing events of the Company.

Thanks for your patience and support. Am I excited about our future? In one word: Yes!

Martin Keating
3DIcon Corporation
Chairman and CEO

"We live in a 3D world. Why don't we communicate that way?"

Letter to Shareholders

August 16, 2007

Several significant and positive events have occurred over the past few months as we position the Company for the next stages of development. This letter to our shareholders aims to provide more information about the Company and these events.

This letter will address the following important topics:

1. Mr. Keating's recent 10b5-1 Announcement;
2. The Company's move to the OTCBB; and
3. The status of our Research and Development.

I.

About Mr. Keating's Recent 10b5-1 Announcement

- This is not a new plan. The plan has been in effect since the Fall of 2006.
- Though the SEC only requires disclosures to be made via an 8-K filing, Mr. Keating chose the additional level of disclosure, by way of a news release, to demonstrate Mr. Keating's commitment to transparency in these types of matters.
- As stated in the press release, Mr. Keating is selling only a small percentage (less than 2.5%) of his position in the Company.
- Mr. Keating has owned stock in the Company since 1995 and never sold a share of his stock until the Fall of 2006. His commitment to the long term prospects of the Company is clear.
- As a founder, Mr. Keating can sell only up to 1% of the total outstanding shares of the Company each quarter (i.e. up to 4% each year). In each of the last two years he has sold less than 1% for the entire year.
- The stock trades will be made by a broker under the Plan and do not start until on or after September 20, 2007. Mr. Keating will not know the days when trades are made or the number of shares traded on those days.
- The broker making the sales will not have any information other than what has been made available to the public, as the broker determines whether to sell Mr. Keating's shares.
- Mr. Keating has no knowledge of when, how and at what price the shares would be sold. The transactions will be handled by an independent broker, without any influence from Mr. Keating.
- Mr. Keating's salary is \$144,000 per year. The median salary for CEO's of small public companies is about \$600,000 per year (*Source: salary.com*). Mr. Keating is in the bottom 10th percentile of the CEOs salary range. Rather than seek an increase in his compensation at this time, Mr. Keating is seeking to liquidate a small portion of his position.

II.**About the Company's move to the OTCBB from the Pink Sheets**

- The Company is positioning itself for the next stage of growth toward its goals of exploiting the technology it is developing.
- The next stage will require additional capital. We believe Fully Reporting companies listed on the OTC Bulletin Board (OTCBB) have access to capital sources that are not usually accessible to companies on the Pink Sheets.
- In order to raise and attract quality investment capital, the Company decided to make the effort and incur the expenses necessary to qualify for listing on the OTCBB. Management felt that, to accomplish its goals, the Company must be a part of expanded capital markets.
- Many institutional investors, funds and high profile investors do not deal with companies that are not Fully Reporting or Pink Sheet companies.
- Only Fully Reporting companies are eligible to be listed on the Bulletin Board - thus providing maximum transparency/disclosure for shareholders and investors.
- 3DIcon is engaged in the creation of technology that is transformational as well as disruptive. This is a lofty and challenging goal which takes time and requires substantial capital resources to fund and sustain the development of this technology.
- We believe that the Bulletin Board is not the final destination of the Company - the Company intends to try to move up as it qualifies for other exchanges.

III.**Status of Research & Development**

- 3DIcon is engaged in attempting to create true volumetric 3D Projection Technology. What we are trying to accomplish is transformational and unique. In other words, it is a pioneering effort. It is neither easy nor quick.
- After the exploratory study conducted by the University of Oklahoma (OU) in 2006, the research and development began only after when we signed the Sponsored Research Agreement (SRA) with OU in July of 2005.
- We renewed and extended the SRA in March of 2007 to continue the research through March of 2010, bringing the cumulative contract price to \$4,047,439 and a long term 4 year commitment.
- We are simultaneously pursuing two approaches for establishing a unique volumetric technology portfolio under the SRA with OU.
- Our research includes multi-disciplinary teams from OU. The multi-disciplinary teams include research and development in the following areas:
 - o Electronics, Electrical Sciences, Computer Sciences; LED and OLEDs
 - o Chemical Engineering; Nano-technology
 - o Photonics and Optical Sciences
- The research contract with OU allows us to engage world-class talent utilizing a state-of-the art infrastructure.
- The research and development effort has already led to the filing of the following patents:

| Description of Patent Application as filed | Provisional US Patent File No. | Description of Utility Patent Application Filing (Combined) | Utility Patent File No. | Date of Filing |
|---|---------------------------------------|--|--------------------------------|-----------------------|
| Swept Volume Display | | Swept Volume Display | US 11/528,306 | 9/27/2006 |
| Colorful Translation Light Surface 3D Display | US 60/794,901 | Light Surface Display for Rendering Three-Dimensional Image (Combined) | US 11/789,767 | 4/25/2007 |
| Colorful Translation 3D Volumetric Display | US 60/796,249 | | | |
| 3D Light Surface Display | US 60/854,557 | | | |
| Volumetric Liquid Crystal Display | US 60/794,903 | Volumetric Liquid Crystal Display for Rendering Three-Dimensional Image (Combined) | US 11/789,674 | 4/25/2007 |
| Volumetric Liquid Crystal Display | US 60/877,404 | | | |
| Computer System Interaction with DMD | US 60/898,008 | Utility Patent Application to be filed | | 1/29/2007 |

OU is working to develop demonstration pieces to serve as proof-of-concept /validation models for the underlying patents. These are not intended to be comprehensive marketable products, rather a demonstration of the underlying technology along the path leading to final products and licensable technology

We recently engaged Vivek Bhaman as President of the Company. Mr. Bhaman's experience in monetizing technology arrives just in time for the Company's important next stages. His operations experience and focus on immediate performance is critical in bringing the Company to its goals.

We intend to send future letters to keep you apprised of the accomplishments of the Company!

Martin Keating
3DIcon Corporation
Chairman and CEO