

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Feliciano Jose Enrique</u>  (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800  (Street) SANTA MONICA CA 90401  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Smart Sand, Inc. [ SND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	11/29/2016		S		564,696 <sup>(1)</sup>	D	\$10.34 <sup>(2)</sup>	13,705,511 <sup>(3)</sup>	I	See footnotes <sup>(4)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares sold by Clearlake Capital Partners II (Master), L.P. ("CCPII") upon the underwriters' exercise of their overallotment option in connection with the initial public offering of Smart Sand, Inc.
- Represents the offering price per share to the public, net of the underwriters' discount of \$0.66.
- Prior to the closing of the initial public offering of Smart Sand, Inc. on November 9, 2016, its common stock split 2,200-for-1, resulting in the reporting persons' ownership of 14,263,720.452 additional shares of common stock prior to the sale described in Footnote (1).
- The shares are owned of record by CCPII. CCPII's general partner is Clearlake Capital Partners II GP, L.P. ("CCPII GP"). CCPII GP's general partner is Clearlake Capital Partners, LLC ("CCP"). CCP's managing member is CCG Operations, LLC. ("CCG Ops"). Mr. Feliciano and Behdad Eghbali are managers of CCG Ops. As a result, each of Mr. Feliciano, Mr. Eghbali, CCG Ops, CCPII GP and CCP may be deemed to share beneficial ownership of the reported shares.
- Mr. Feliciano expressly disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Jose E. Feliciano 11/29/2016

\*\* Signature of Reporting Person Date

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

\* 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).

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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