

| OMB APPROVAL                                 |           |
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| Estimated average burden hours per response: | 0.5       |

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

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| 1. Name and Address of Reporting Person*<br><u>Clearlake Capital Partners, LLC</u><br><br>(Last) (First) (Middle)<br>C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800<br><br>(Street)<br>SANTA MONICA CA 90401<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Smart Sand, Inc. [ SND ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/09/2016                 |  |
| 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                  |   |  |   |
| Redeemable Series A Preferred Stock | 11/09/2016                           |  | J <sup>(1)</sup>               |   | 39,632  | D          | \$1,000 <sup>(1)</sup> | 0   | I  | See footnotes <sup>(2)(3)</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 |   |  |  |   |  |

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Clearlake Capital Partners, LLC</u><br><br>(Last) (First) (Middle)<br>C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800<br><br>(Street)<br>SANTA MONICA CA 90401<br><br>(City) (State) (Zip) |  |  |
|--|--|--|

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person*                           |         |          |
| <a href="#">Clearlake Capital Partners II GP, L.P.</a>             |         |          |
| (Last)   | (First) | (Middle) |
| C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800 |         |          |
| (Street)   |         |          |
| SANTA MONICA   | CA      | 90401    |
| (City) (State) (Zip)   |         |          |
| 1. Name and Address of Reporting Person*                           |         |          |
| <a href="#">CLEARLAKE CAPITAL PARTNERS II (MASTER), L.P.</a>       |         |          |
| (Last)   | (First) | (Middle) |
| C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800 |         |          |
| (Street)   |         |          |
| SANTA MONICA   | CA      | 90401    |
| (City) (State) (Zip)   |         |          |
| 1. Name and Address of Reporting Person*                           |         |          |
| <a href="#">CCG Operations, LLC</a>                                |         |          |
| (Last)   | (First) | (Middle) |
| C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800 |         |          |
| (Street)   |         |          |
| SANTA MONICA   | CA      | 90401    |
| (City) (State) (Zip)   |         |          |
| 1. Name and Address of Reporting Person*                           |         |          |
| <a href="#">Eghbali Behdad</a>                                     |         |          |
| (Last)   | (First) | (Middle) |
| C/O CLEARLAKE CAPITAL GROUP, L.P.<br>233 WILSHIRE BLVD., SUITE 800 |         |          |
| (Street)   |         |          |
| SANTA MONICA   | CA      | 90401    |
| (City) (State) (Zip)   |         |          |

**Explanation of Responses:**

1. The Redeemable Series A Preferred Stock was redeemed, in accordance with its terms, by Smart Sand, Inc. immediately upon the closing of its initial public offering at the original issuance price of \$1,000 per share plus unpaid accrued dividends resulting in aggregate proceeds of \$40,259, 506.67.
2. The shares were held of record by Clearlake Capital Partners II (Master), L.P. ("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"). Jose E. Feliciano and Behdad Eghbali are managers of CCG Ops. As a result, each of Mr. Feliciano, Mr. Eghbali, CCG Ops, CCPII GP and CCP could have been deemed to share beneficial ownership of the reported shares.
3. Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of his or its pecuniary interest therein.

**Remarks:**

[Clearlake Capital Partners, LLC, by /s/ Behdad Eghbali, 11/10/2016 its co-president](#)

Clearlake Capital Partners II  
GP, L.P., by Clearlake Capital  
Partners, LLC, its general  
partner, by /s/ Behdad  
Eghbali, its co-president 11/10/2016  
Clearlake Capital Partners II  
(Master), L.P., by Clearlake  
Capital Partners II GP, L.P., its  
general partner, by Clearlake  
Capital Partners, LLC, its  
general partner, by /s/ Behdad  
Eghbali, its co-president 11/10/2016  
CCG Operations, LLC, by /s/  
Behdad Eghbali, its manager 11/10/2016  
/s/ Behdad Eghbali 11/10/2016  
\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**