

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>Clearlake Capital Partners, LLC</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2017</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	02/07/2017		S		2,410,883 ⁽¹⁾	D	\$16.58 ⁽²⁾	11,294,628	I	See footnote ⁽³⁾

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

Explanation of Responses:

1. Represents shares sold by Clearlake Capital Partners II (Master), L.P. ("CCPII") in an underwritten offering.
2. Represents the offering price per share to the public, net of the underwriters' discount of \$0.92.
3. 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"). 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 may be deemed to share beneficial ownership of the reported shares. 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/ Jose E. Feliciano, 02/08/2017 its co-president](#)

<u>Clearlake Capital Partners II GP, L.P., by Clearlake Capital Partners, LLC, its general partner, by /s/ Jose E. Feliciano, its co-president</u>	<u>02/08/2017</u>
<u>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/ Jose E. Feliciano, its co-president</u>	<u>02/08/2017</u>
<u>CCG Operations, LLC, by /s/ Jose E. Feliciano, its manager</u>	<u>02/08/2017</u>
<u>/s/ Behdad Eghbali</u>	<u>02/08/2017</u>
** 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.