

**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): June 8, 2021

SMART SAND, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37936
(Commission
File Number)

45-2809926
(I.R.S. Employer
Identification No.)

1725 Hughes Landing Blvd, Suite 800
The Woodlands, Texas 77380
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 231-2660

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2021, Smart Sand, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). As of the record date for the Annual Meeting, 43,335,372 shares of common stock were outstanding, each entitled to one vote per share. At the Annual Meeting, the Company's stockholders were requested to: (i) elect two Class II members of the Company's board of directors to serve until the Company's 2024 annual meeting of stockholders; (ii) ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021; and (iii) approve, on an advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2020. Each of the foregoing proposals is more fully described in the Company's definitive proxy statement, which was filed with the Securities and Exchange Commission on April 23, 2021.

1. The stockholders elected Andrew Speaker and Frank Porcelli to serve as Class II members of the Company's board of directors for a three-year term. The results of the voting are as follows:

Name	For	Withheld	Broker Non-Votes
Andrew Speaker	15,868,814	1,139,034	17,353,702
Frank Porcelli	16,733,450	274,398	17,353,702

2. The stockholders also approved the proposal to ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021. The voting results for this proposal were 34,067,225 shares for, 188,274 shares against, and 106,051 shares abstained.

3. The stockholders also approved, on a non-binding and advisory basis, the compensation paid to the Company's named executive officers during the year ended December 31, 2020. The voting results for this proposal were 16,038,831 shares for, 581,201 shares against, 387,816 shares abstained, and 17,353,702 shares were broker non-votes.
