
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Schedule 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Smart Sand, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

83191H107
(CUSIP Number)

December 31, 2017
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSON: CCG Operations, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

1	NAMES OF REPORTING PERSON: Clearlake Capital Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

1	NAMES OF REPORTING PERSON: Clearlake Capital Partners II GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAMES OF REPORTING PERSON: Clearlake Capital Partners II (Master), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

1	NAMES OF REPORTING PERSON: José Enrique Feliciano	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

1	NAMES OF REPORTING PERSON: Behdad Eghbali	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 10,821,091 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 10,821,091 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,821,091 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.4%	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

1	NAMES OF REPORTING PERSON: Colin Leonard	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 4,997 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 4,997 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,997 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0001%	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

Item 1(a). Name of Issuer:

Smart Sand, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1725 Hughes Landing Blvd, Suite 800, The Woodlands, Texas 77380

Item 2(a). Name of Persons Filing:

This Schedule 13G is being filed by CCG Operations, LLC, Clearlake Capital Partners, LLC, Clearlake Capital Partners II GP, L.P., Clearlake Capital Partners II (Master), L.P., José Enrique Feliciano, Behdad Eghbali and Colin Leonard (individually a "Reporting Person" and collectively the "Reporting Persons").

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1 and is incorporated herein by reference. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Act of 1933, as amended. The execution and filing of the Joint Filing Agreement shall not be construed as an admission that the Reporting Persons are a group or have agreed to act as a group.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Clearlake Capital Group, L.P., 233 Wilshire Blvd., Suite 800, Santa Monica, California 90401.

Item 2(c). Citizenship:

Each of CCG Operations, LLC and Clearlake Capital Partners, LLC is a limited liability company organized under the laws of the State of Delaware. Each of Clearlake Capital Partners II GP, L.P. and Clearlake Capital Partners II (Master), L.P. is a limited partnership organized under the laws of the State of Delaware. Each of José Enrique Feliciano, Behdad Eghbali and Colin Leonard is a United States citizen.

Item 2(d). Title of Class of Securities:

Common stock, par value \$0.001 per share (the "Common Stock")

Item 2(e). CUSIP Number:

83191H107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C.78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with§240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not Applicable.

Item 4. Ownership.

- (a) *Amount beneficially owned:*

Clearlake Capital Partners II (Master), L.P. is the record owner of 10,811,097 shares of Common Stock. José Enrique Feliciano is the record owner of 4,997 shares of restricted stock. Colin Leonard is the record owner of 4,997 shares of restricted stock. The shares of restricted stock held of record by José Enrique Feliciano and Colin Leonard are held for the benefit of Clearlake Capital Partners II (Master), L.P.

Clearlake Capital Partners II (Master), L.P.'s general partner is Clearlake Capital Partners II GP, L.P. Clearlake Capital Partners II GP, L.P.'s general partner is Clearlake Capital Partners, LLC. Clearlake Capital Partners, LLC's managing member is CCG Operations, LLC. José Enrique Feliciano and Behdad Eghbali are managers of CCG Operations, LLC. As a result, each of the foregoing Reporting Persons may be deemed to share voting and dispositive power with respect to the shares of Common Stock held of record by Clearlake Capital Partners II (Master), L.P. and the shares of restricted stock held of record by José Enrique Feliciano and Colin Leonard.

Each of the Reporting Persons expressly disclaims beneficial ownership of any shares of Smart Sand, Inc., except for Clearlake Capital Partners II (Master), L.P., for the shares of Common Stock which it holds of record and for shares of restricted stock held for its benefit.

(b) *Percent of class:*

CCG Operations, LLC: 26.4%
Clearlake Capital Partners, LLC: 26.4%
Clearlake Capital Partners II GP, L.P.: 26.4%
Clearlake Capital Partners II (Master), L.P.: 26.4%
José Enrique Feliciano: 26.4%
Behdad Eghbali: 26.4%
Colin Leonard: 0.0001%

These percentages are calculated using the 40,948,884 shares of Common Stock outstanding as of December 31, 2017 based upon information provided by the issuer to the Reporting Persons on January 16, 2018.

(c) *Number of shares as to which such person has:*

(i) Sole power to vote or to direct the vote:

0 shares for each Reporting Person

(ii) Shared power to vote or to direct the vote:

CCG Operations, LLC: 10,821,091 shares
Clearlake Capital Partners, LLC: 10,821,091 shares
Clearlake Capital Partners II GP, L.P.: 10,821,091 shares
Clearlake Capital Partners II (Master), L.P.: 10,821,091 shares
José Enrique Feliciano: 10,821,091 shares
Behdad Eghbali: 10,821,091 shares
Colin Leonard: 4,997 shares

(iii) Sole power to dispose or to direct the disposition of:

0 shares for each reporting person

(iv) Shared power to dispose or to direct the disposition of:

CCG Operations, LLC: 10,821,091 shares
Clearlake Capital Partners, LLC: 10,821,091 shares
Clearlake Capital Partners II GP, L.P.: 10,821,091 shares
Clearlake Capital Partners II (Master), L.P.: 10,821,091 shares
José Enrique Feliciano: 10,821,091 shares
Behdad Eghbali: 10,821,091 shares
Colin Leonard: 4,997 shares

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 14, 2018.

CCG OPERATIONS, LLC

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS, LLC

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS II GP, L.P.

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS II (MASTER), L.P.

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

JOSÉ E. FELICIANO

By: /s/ Fred Ebrahemi
Attorney-in-Fact

BEHDAD EGHBALI

By: /s/ Fred Ebrahemi
Attorney-in-Fact

COLIN LEONARD

By: /s/ Fred Ebrahemi
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.

- 1 Joint Filing Agreement, dated February 14, 2018
- 2 Power of Attorney of Colin Leonard

JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13G to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 14th of February, 2018.

CCG OPERATIONS, LLC

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS, LLC

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS II GP, L.P.

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

CLEARLAKE CAPITAL PARTNERS II (MASTER), L.P.

By: /s/ Fred Ebrahemi
Name: Fred Ebrahemi
Attorney-in-Fact

JOSÉ E. FELICIANO

By: /s/ Fred Ebrahemi
Attorney-in-Fact

BEHDAD EGHBALI

By: /s/ Fred Ebrahemi

Attorney-in-Fact

COLIN LEONARD

By: /s/ Fred Ebrahemi

Attorney-in-Fact

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Fred Ebrahemi as the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of shares of common stock of Smart Sand, Inc., a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"); (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D and Schedule 13G, and timely file such forms with the United States Securities and Exchange Commission and any stock exchange in which the common stock of the Company is listed on or approved for quotation in, if any; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to these Powers of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in his discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 14th day of February, 2018.

COLIN LEONARD

/s/ Colin Leonard