

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>CCP MM, LLC</u>  (Last) (First) (Middle) <u>C/O CLEARLAKE CAPITAL GROUP, L.P.</u> <u>233 WILSHIRE BLVD., SUITE 800</u>  (Street) <u>SANTA MONICA CA 90401</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/25/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Smart Sand, Inc. [ SND ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	10,821,091 <sup>(1)</sup>	I	See footnotes <sup>(2)(3)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- The shares are owned 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 CCP MM, LLC ("CCP MM"). CCP MM'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, CCP MM and CCP may be deemed to share beneficial ownership of the reported shares.
- On May 25, 2018, CCP MM became the managing member of CCG Ops. CCP MM expressly disclaims beneficial ownership of the reported shares except to the extent of its pecuniary interest therein.

**Remarks:**

Mr. Feliciano and Colin Leonard, as representatives of the reporting person, are directors of Smart Sand, Inc. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting person is deemed a director by deputization by virtue of its representation on the Board of Directors of Smart Sand, Inc.

CCP MM, LLC, by /s/ Behdad Eghbali, its co-president 06/20/2018

\*\* 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 5 (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.**