

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SMART SAND, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1725 Hughes Landing Blvd., Suite 800
The Woodlands, Texas 77380
(Address of Principal Executive Offices) (Zip Code)

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

Smart Sand, Inc. Amended and Restated 2016 Omnibus Incentive Plan
(Full title of the plan)

Charles E. Young
Chief Executive Officer
1725 Hughes Landing Boulevard, Suite 800
The Woodlands, Texas 77380
(281) 231-2660
(Name and address, including zip code, and telephone number, including area code, of agent for
service)

Copies requested to:
Vincent A. Vietti
Fox Rothschild LLP
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648
(609) 896-3600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated Filer Non-accelerated filer Smaller reporting company Emerging Growth Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,088,057(1)	\$1.05(2)	\$2,192,460	\$284.58

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), to the extent additional shares of Common Stock may be issued or issuable as a result of a stock split, stock dividend or other similar transaction while this Registration Statement is in effect, this Registration Statement is hereby deemed to cover all such additional shares of Common Stock.
- (2) Estimated solely in accordance with Rule 457(c) and 457(h) of the Securities Act for purposes of calculating the registration fee, based upon the average of the high and low sales prices of the Common Stock as reported on the Nasdaq Stock Market on June 4, 2020.

EXPLANATORY NOTE

Smart Sand, Inc. (the “Registrant” or the “Company”) has filed this registration statement on Form S-8 (this “Registration Statement”) with the United States Securities and Exchange Commission (the “Commission”) under the United States Securities Act of 1933, as amended (the “Securities Act”), to register an additional 2,088,057 shares of the Company’s Common Stock, \$0.001 par value per share (“Common Stock”), issuable pursuant to awards under the Smart Sand, Inc. Amended and Restated 2016 Omnibus Incentive Plan (the “Amended Plan”). On November 18, 2016, the Company filed a registration statement on Form S-8 (File No. 333-214700) (the “Existing Form S-8”) to register 4,261,623 shares of Common Stock issuable pursuant to awards under the Smart Sand, Inc. Omnibus Incentive Plan (the “2016 Plan” and together with the “Amended Plan,” the “Plan”), and such indeterminate number of shares of Common Stock as may become available under the Plan as a result of the adjustment provisions thereof. The 4,261,623 shares consisted of (i) 3,911,456 shares of Common Stock available for future issuance under the 2016 Plan and (ii) 350,167 shares of Common Stock subject to outstanding awards under the Company’s 2012 Equity Incentive Plan, which could become available for future issuance under the 2016 Plan in the event that such outstanding awards under the 2012 Plan are terminated, expire or lapse for any reason.

Pursuant to General Instruction E to Form S-8, the contents of the Existing Form S-8 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the Existing Form S-8 are presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s annual report on [Form 10-K](#) for the year ended December 31, 2019 (including information specifically incorporated by reference into the Registrant’s annual report on Form 10-K from the Registrant’s definitive proxy statement for the Registrant’s annual meeting of stockholders’ held on June 2, 2020);
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020;
- (c) The Registrant’s Current Report on Form 8-K filed with the Commission on [May 19, 2020](#) and [June 4, 2020](#);
- (d) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-37936) filed with the Commission on October 28, 2016 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed with the Commission by the Registrant (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the time of filing of such documents.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit No.	Description
3.1	<u>Second Amended and Restated Certificate of Incorporation of Smart Sand, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 15, 2016)</u>
3.2	<u>Second Amended and Restated Bylaws of Smart Sand, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on November 15, 2016)</u>
4.1	<u>Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-213692) filed with the SEC on October 18, 2016)</u>
5.1	<u>Opinion of Fox Rothschild LLP Regarding Legality (filed herewith)</u>
23.1	Consent of Fox Rothschild LLP (included as part of Exhibit 5.1)
23.2	<u>Consent of Grant Thornton LLP (filed herewith)</u>
24.1	<u>Power of Attorney (included on signature page hereof)</u>
99.1	<u>Smart Sand, Inc. Amended and Restated 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 4, 2020)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on June 9, 2020.

SMART SAND, INC.

(Registrant)

By: /s/ Lee E. Beckelman
Lee E. Beckelman
Chief Financial Officer

Each person whose signature appears below appoints Charles E. Young and Lee E. Beckelman, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute and substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Charles E. Young</u> Charles E. Young	Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2020
<u>/s/ Lee E. Beckelman</u> Lee E. Beckelman	Chief Financial Officer (Principal Financial Officer)	June 9, 2020
<u>/s/ Susan Neumann</u> Susan Neumann	Vice President of Accounting and Controller (Principal Accounting Officer)	June 9, 2020
<u>/s/ Jose E. Feliciano</u> José E. Feliciano	Director (Co-Chairman of the Board)	June 9, 2020
<u>/s/ Colin Leonard</u> Colin Leonard	Director	June 9, 2020

Signature

Title

Date

/s/ Timothy J. Pawlenty

Timothy J. Pawlenty

Director

June 9, 2020

/s/ Andrew Speaker

Andrew Speaker

Director (Co-Chairman of the Board)

June 9, 2020

/s/ Sharon Spurlin

Sharon Spurlin

Director

June 9, 2020

**FOX ROTHSCHILD LLP
Princeton Pike Corporate Center
997 Lenox Drive
Lawrenceville, NJ 08648-2311**

June 9, 2020

Smart Sand, Inc.
1725 Hughes Landing Boulevard, Suite 800
The Woodlands, TX 77380

Ladies and Gentlemen:

We are acting as counsel to Smart Sand, Inc., a Delaware corporation (the "Company"), in connection with the filing on this date of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission") for the registration of 2,088,057 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share ("Common Stock"), issuable under the Smart Sand, Inc. Amended and Restated 2016 Omnibus Incentive Plan (the "Plan").

We have examined and relied upon the originals, or copies certified or otherwise identified to our satisfaction, of such documents, records, and other information as we deemed relevant and necessary as the basis for the opinion set forth below. In such examination, we have assumed the authenticity of each document submitted to us as an original, the conformity to the original document of each document submitted to us as a certified copy or a photocopy, and the authenticity of the original of each such latter document, the accuracy and completeness of all documents and records reviewed by us, and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

Our opinion herein is expressed solely with respect to the laws of the State of Delaware and is based on these laws as in effect on the date hereof. We express no opinion as to any other law or any matter other than as expressly set forth below, and no opinion as to any other law or matter may be inferred or implied herefrom.

On the basis of our examination mentioned above, subject to the assumptions stated and relying on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares registered pursuant to the Registration Statement have been duly and validly authorized and reserved for issuance and that upon the issuance of such Shares and payment therefore in accordance with the provisions of the Plan and the instruments executed pursuant to the Plan, the Shares will be legally and validly issued, fully paid, and non-assessable.

The opinion expressed herein is rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very Truly Yours,

/s/ Fox Rothschild LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated February 26, 2020, with respect to the consolidated financial statements of Smart Sand, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2019, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

New York, New York
June 9, 2020