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

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**Schedule 13G/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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**Smart Sand, Inc.**  
(Name of Issuer)

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

**83191H107**  
(CUSIP Number)

**December 31, 2020**  
(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).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Clearlake Capital Group, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 10,920,445
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 10,920,445
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,920,445	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IA, PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> José Enrique Feliciano	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 10,920,445
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
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<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Behdad Eghbali	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 10,920,445
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 10,920,445
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,920,445	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

**Item 1(a). Name of Issuer:**

Smart Sand, Inc. (the "Issuer")

**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 Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Clearlake Capital Group, L.P. ("Clearlake Capital Group");
- ii) José Enrique Feliciano ("Mr. Feliciano"); and
- iii) Behdad Eghbali ("Mr. Eghbali")

This Statement relates to the Shares (as defined herein) held for the account of Capital Partners II (Master), L.P., a Delaware limited partnership ("Clearlake Capital Partners II"). Clearlake Capital Group, L.P. serves as the investment adviser and general partner to Clearlake Capital Partners II. Mr. Feliciano and Mr. Eghbali are Managing Partners of Clearlake Capital 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:**

- i) Clearlake Capital Group is a Delaware limited partnership;
- ii) Mr. Feliciano is a citizen of the United States of America; and
- iii) Mr. Eghbali is a citizen of the United States of America

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

Common Stock, \$0.001 par value (the "Shares")

**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:**

This Item 3 is not applicable.

**Item 4. Ownership.****(a) *Amount beneficially owned:***

As of December 31, 2020, each of the Reporting Persons may be deemed the beneficial owner of 10,920,445 Shares.

**(b) *Percent of class:***

As of December 31, 2020, each of the Reporting Persons may be deemed the beneficial owner of 25.1% of the Shares outstanding. (There were 43,517,901 Shares outstanding as of November 2, 2020 based upon the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2020.)

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

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 10,920,445
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 10,920,445

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

This Item 5 is not applicable.

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

See disclosure in Items 2 and 4 hereof. Clearlake Capital Partners II is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement that may be deemed to be beneficially owned by the Reporting Persons.

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

See disclosure in Item 2 hereof.

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

This Item 8 is not applicable.

**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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**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 8, 2021

CLEARLAKE CAPITAL GROUP, L.P.

By: /s/ John Cannon  
Name: John Cannon  
Attorney-in-Fact

JOSÉ E. FELICIANO

By: /s/ John Cannon  
Attorney-in-Fact  
BEHDAD EGHBALI

By: /s/ John Cannon  
Attorney-in-Fact

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EXHIBIT INDEX

**Exhibit No.**

[1](#) Joint Filing Agreement, dated February 8, 2021

[2](#) Power of Attorney of Reporting Persons

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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 8th of February, 2021

CLEARLAKE CAPITAL GROUP, L.P.

By: /s/ John Cannon  
Name: John Cannon  
Attorney-in-Fact

JOSÉ E. FELICIANO

By: /s/ John Cannon  
Attorney-in-Fact  
BEHDAD EGHBALI

By: /s/ John Cannon  
Attorney-in-Fact

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## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John Cannon 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 8th day of February, 2021

CLEARLAKE CAPITAL GROUP, L.P.

By: /s/ José E. Feliciano

Name: José E. Feliciano

By: /s/ Behdad Eghbali

Name: Behdad Eghbali

JOSÉ E. FELICIANO

By: /s/ José E. Feliciano

BEHDAD EGHBALI

By: /s/ Behdad Eghbali