

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Clearlake Capital Partners, LLC</u> <hr/> (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/03/2016	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) 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) Form filed by One Reporting Person <input checked="" 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	6,486.458 ⁽¹⁾	I	See footnotes ⁽²⁾⁽⁴⁾
Redeemable Series A Preferred Stock	39,632 ⁽³⁾	I	See footnotes ⁽²⁾⁽⁴⁾

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	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Clearlake Capital Partners, LLC</u> <hr/> (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Clearlake Capital Partners II GP, L.P.</u> <hr/> (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>CLEARLAKE CAPITAL PARTNERS II (MASTER), L.P.</u> <hr/> (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800
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(Street)
SANTA MONICA CA 90401

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CCG Operations, LLC](#)

(Last) (First) (Middle)

C/O CLEARLAKE CAPITAL GROUP, L.P.
233 WILSHIRE BLVD., SUITE 800

(Street)
SANTA MONICA CA 90401

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Eghbali Behdad](#)

(Last) (First) (Middle)

C/O CLEARLAKE CAPITAL GROUP, L.P.
233 WILSHIRE BLVD., SUITE 800

(Street)
SANTA MONICA CA 90401

(City) (State) (Zip)

Explanation of Responses:

1. The 6,486,458 shares of common stock are owned of record by Clearlake Capital Partners II (Master), L.P. ("CCPII"). Prior to the closing of Smart Sand, Inc.'s initial public offering, the common stock of Smart Sand, Inc. will split 2,200-for-1, resulting in CCPII owning 14,270,207 shares of common stock.
2. 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 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 and CCP may be deemed to share beneficial ownership of the reported shares of common stock and Preferred Stock.
3. The 39,632 shares of non-convertible Redeemable Series A Preferred Stock (the "Preferred Stock") are owned of record by CCPII. The Preferred Stock will be redeemed for cash immediately upon the closing of Smart Sand, Inc.'s initial public offering.
4. Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of his or its pecuniary interest therein.

Remarks:

[Clearlake Capital Partners, LLC, by /s/ Behdad Eghbali, its co-president](#) 11/03/2016
[Clearlake Capital Partners II GP, L.P., by Clearlake Capital Partners, LLC, its general partner, by /s/ Behdad Eghbali, its co-president](#) 11/03/2016
[Clearlake Capital Partners II \(Master\), L.P., by Clearlake Capital Partners II GP, L.P., its general partner, by Clearlake Capital Partners, LLC, its general partner, by /s/ Behdad Eghbali, its co-president](#) 11/03/2016
[CCG Operations, LLC, by /s/ Behdad Eghbali, its manager](#) 11/03/2016
[/s/ Behdad Eghbali](#) 11/03/2016

** 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.