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

FORM S-1
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)

1400
(Primary Standard Industrial
Classification Code Number)

45-2809926
(I.R.S. Employer
Identification Number)

**24 Waterway Avenue, Suite 350
The Woodlands, Texas 77380
(281) 231-2660**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Charles E. Young
Chief Executive Officer
24 Waterway Avenue, Suite 350
The Woodlands, Texas 77380
(281) 231-2660

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ryan J. Maierson
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, Texas 77002
(713) 546-5400

Alan Beck
Julian J. Seiguer
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
(713) 758-2222

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-215554

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	1,092,500	\$17.50	\$19,118,750	\$2,216

- (1) Represents only the additional number of shares of common stock being registered and includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-215554).
- (2) Based on the public offering price.
- (3) The Registrant has previously paid \$11,590 for the registration of \$100,000,000 of proposed maximum aggregate offering price in the filing of the Registration Statement on January 13, 2017 (File No. 333-215554). The Registrant certifies to the Securities and Exchange Commission that it has instructed its bank to pay the Commission the filing fee set forth above for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on February 2, 2017), that it will not revoke such instructions, and that it has sufficient funds in such account to cover the amount of such filing fee.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This registration statement is being filed with respect to the registration of additional shares of common stock of Smart Sand, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-215554), initially filed by Smart Sand, Inc. with the Securities and Exchange Commission on January 13, 2017, as amended by Amendment No. 1 thereto filed on February 1, 2017, Amendment No. 2 thereto filed on February 1, 2017, and which was declared effective on February 1, 2017, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

Information Not Required in Prospectus

Item 16. Exhibits

All exhibits previously filed or incorporated by reference in the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-215554), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

Exhibit number	Description
5.1*	Opinion of Latham & Watkins LLP as to the legality of the securities being registered
23.1*	Consent of Grant Thornton LLP
23.2*	Consent of John T. Boyd Company
23.3*	Consent of Stim-Lab Inc.
23.4*	Consent of Spears & Associates
23.5*	Consent of PropTester, Inc.
23.6*	Consent of Freedonia Group
23.7*	Consent of Latham & Watkins LLP (contained in Exhibit 5.1)
24.1	Powers of Attorney (included on Page II-5 of the Registration Statement on Form S-1 (File No. 333-215554) filed on January 13, 2017)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on February 1, 2017.

Smart Sand, Inc.

By: /s/ Charles E. Young
Charles E. Young
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended this Registration Statement has been signed by the following persons in the capacities indicated on November 3, 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ Charles E. Young</u> Charles E. Young	Chief Executive Officer and Director (Principal Executive Officer)
* <u>Lee E. Beckelman</u>	Chief Financial Officer (Principal Financial Officer)
* <u>Susan Neumann</u>	Vice President of Accounting, Controller and Secretary (Principal Accounting Officer)
* <u>José E. Feliciano</u>	Director (Co-Chairman of the Board)
* <u>Colin Leonard</u>	Director
* <u>Timothy J. Pawlenty</u>	Director
* <u>Andrew Speaker</u>	Director (Co-Chairman of the Board)
* <u>Tracy Robinson</u>	Director
* <u>Sharon Spurlin</u>	Director

* By: /s/ Charles E. Young
Charles E. Young
Attorney-in-fact

EXHIBIT INDEX

All exhibits previously filed or incorporated by reference in the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-215554), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

Exhibit number	Description
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* Filed herewith.

811 Main Street, Suite 3700
Houston, TX 77002
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www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Barcelona	Moscow
Beijing	Munich
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Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

February 1, 2017

Smart Sand, Inc.
24 Waterway Avenue, Suite 350
The Woodlands, Texas 77380

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel to Smart Sand, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of up to 6,842,500 shares of common stock, par value \$0.001 per share (“*Common Stock*”), up to 1,500,000 shares of which are being offered by the Company (the “*Company Shares*”) and up to 5,342,500 shares of which are being offered by certain selling stockholders of the Company (the “*Selling Stockholder Shares*,” and together with the Company Shares, the “*Shares*”). The Shares are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “*Act*”), initially filed with the Securities and Exchange Commission (the “*Commission*”) on January 13, 2017 (Registration No. 333-215554) (as amended, the “*Registration Statement*”). The term “Shares” shall include any additional shares of Common Stock registered by the Company pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When the Company Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the form of underwriting agreement most recently filed as an exhibit to the Registration Statement, the issue and sale of the Company Shares will have been duly authorized by all necessary corporate action of the Company, and the Company Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.
2. The Selling Stockholder Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company's Registration Statement dated and to the reference to our firm in the Prospectus under the heading "Legal Matters." We further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 31, 2016, with respect to the consolidated financial statements of Smart Sand, Inc. and Subsidiaries contained in the Registration Statement on Form S-1, as amended on February 1, 2017 (File No. 333-215554) which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania

February 1, 2017

CONSENT TO BE NAMED IN REGISTRATION STATEMENT

February 1, 2017

Ladies and Gentlemen,

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-1 of Smart Sand, Inc. and the related prospectus that is a part thereof (the "Registration Statement"). We hereby further consent to (i) the use in such Registration Statement of information contained in our reports setting forth the estimates of reserves of Smart Sand, Inc. as of June 30, 2016 (relating to reserves at the Oakdale facility) and August 26, 2014 (relating to reserves at the Hixon facility) and (ii) the reference to us under the heading "Experts" in such Registration Statement.

Respectfully submitted,

JOHN T. BOYD COMPANY

By: /s/ Ronald L. Lewis

Name: Ronald L. Lewis

Title: Managing Director and COO

CONSENT TO BE NAMED IN REGISTRATION STATEMENT

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-1 of Smart Sand, Inc. and the related prospectus that is a part thereof (the "Registration Statement"). We hereby further consent to (i) the use in such Registration Statement of information contained in our reports summarizing the results of crush strength testing performed by us and (ii) the reference to us under the heading "Experts" in such Registration Statement.

Very truly yours,

/s/ Nick Moore

Name: Nick Moore

Title: Lab Manager

February 1, 2017
Duncan, OK
Stim-Lab, Inc.

CONSENT TO BE NAMED IN REGISTRATION STATEMENT

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-1 of Smart Sand, Inc. and the related prospectus that is a part thereof. We hereby further consent to the use in such Registration Statement and prospectus of information contained in our "Hydraulic Fracturing Market 2005-2017" and our "Drilling and Production Outlook" reports published in the fourth quarter 2016 and December 2016, respectively.

Spears & Associates

/s/ Katie Bewley

Name: Katie Bewley

Title: Director of Client Relations

February 1, 2017

CONSENT TO BE NAMED IN REGISTRATION STATEMENT

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-1 of Smart Sand, Inc. and the related prospectus that is a part thereof. We hereby further consent to the use in such Registration Statement and prospectus of information contained in our "2015 Proppant Market Report" published in March 2016.

PropTester, Inc.

/s/ Michelle Stribling

Name: Michelle Stribling

Title: Sales and Marketing Manager

February 1, 2017

CONSENT TO BE NAMED IN REGISTRATION STATEMENT

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-1 of Smart Sand, Inc. and the related prospectus that is a part thereof. We hereby further consent to the use in such Registration Statement and prospectus of information contained in our Industry Study #3302, "Proppants in North America" published in September 2015.

Very truly yours,

Freedonia Group

/s/ Corinne Gangloff

Name: Corinne Gangloff

Title: Media Relations Director

February 1, 2017