

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>  (Last) (First) (Middle) C/O CLEARLAKE CAPITAL GROUP, L.P. 233 WILSHIRE BLVD., SUITE 800  (Street) SANTA MONICA CA 90401  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Smart Sand, Inc. [ SND ]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2018	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	06/11/2018		A		27,924 <sup>(1)(2)</sup>	A	\$0.00	10,849,015	I	See footnotes <sup>(3)(4)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

[Clearlake Capital Partners II GP, L.P.](#)

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(Last) (First) (Middle)

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

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(Street)

SANTA MONICA CA 90401

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CLEARLAKE CAPITAL PARTNERS II \(MASTER\), L.P.](#)

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(Last) (First) (Middle)

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

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(Street)

SANTA MONICA CA 90401

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CCG Operations, LLC](#)

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(Last) (First) (Middle)

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

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(Street)

SANTA MONICA CA 90401

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Eghbali Behdad](#)

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(Last) (First) (Middle)

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

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(Street)

SANTA MONICA CA 90401

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(City) (State) (Zip)

**Explanation of Responses:**

- The shares are held of record by Colin Leonard and Jose E. Feliciano for the benefit of Clearlake Capital Partners II (Master), L.P. ("CCPII").
- Represents shares of restricted stock granted pursuant to the Issuer's 2016 Omnibus Incentive Plan, which vest on the first anniversary of June 11, 2018, the date of grant.
- The shares are owned of record, as follows: (i) 10,821,091 shares by CCPII, (ii) 13,962 shares by Mr. Leonard for the benefit of CCPII and (iii) 13,962 shares by Mr. Feliciano for the benefit of 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"). Mr. Jose E. Feliciano and Mr. Behdad Eghbali are managers of CCG Ops. As a result, each of Mr. Feliciano, Mr. Eghbali, CCG Ops, CCP MM, CCPII GP and CCP may be deemed to share beneficial ownership of the reported shares.
- 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:**

Mr. Feliciano and Mr. Leonard, as representatives of the reporting persons, are directors of Smart Sand, Inc. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization by virtue of their representation on the Board of Directors of Smart Sand, Inc. This Form 4/A amends the original Form 4 filed on June 13, 2018 to include the signatures of all reporting persons and include in footnote (2) the shares held directly by Mr. Feliciano for the benefit of CCPII that were inadvertently excluded from the original Form 4. No other information has been amended by this Form 4/A. On the date hereof, CCP MM filed a separate Form 4 relating to the transaction reported herein.

[Clearlake Capital Partners, LLC, by /s/ Jose E. Feliciano, 06/20/2018 its co-president](#)

Clearlake Capital Partners II  
GP, L.P., by Clearlake Capital  
Partners, LLC, its general 06/20/2018  
partner, by /s/ Jose E.  
Feliciano, its co-president  
Clearlake Capital Partners II  
(Master), L.P., by Clearlake  
Capital Partners II GP, L.P., its  
general partner, by Clearlake 06/20/2018  
Capital Partners, LLC, its  
general partner, by /s/ Jose E.  
Feliciano, its co-president  
CCG Operations, LLC, by /s/ 06/20/2018  
Jose E. Feliciano, its manager  
/s/ Behdad Eghbali 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 4 (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.

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