

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>YOUNG CHARLES EDWIN</u> (Last) (First) (Middle) C/O SMART SAND, INC. 24 WATERWAY AVENUE, SUITE 350 (Street) THE WOODLANDS TX 77380 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/08/2016		X		2,600,000	A	\$0.0045	7,406,944	I	BY LLC ⁽¹⁾

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						Title
COMMON STOCK WARRANT (RIGHT TO BUY)	\$0.0045	12/08/2016		X			2,600,000	(2)	09/13/2019	COMMON STOCK	2,600,000	\$0.00	0	I	BY LLC ⁽¹⁾

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1. Name and Address of Reporting Person*		
<u>KEYSTONE CRANBERRY, LLC</u>		
(Last)	(First)	(Middle)
C/O SMART SAND, INC.		
24 WATERWAY AVENUE, SUITE 350		
(Street)		
THE	TX	77380
WOODLANDS		
(City) (State) (Zip)		

Explanation of Responses:

1. Mr. Young holds 83% of the membership interests in Keystone Cranberry, LLC ("Keystone"), is the sole managing member and has sole voting and investment power over the shares held by Keystone. Mr. Young disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.
2. The warrant is exercisable on or after the date immediately following the 20th consecutive trading day on which the Issuer's common stock is actively traded on a national securities exchange and the aggregate market value of the common stock is at least \$300 million for each of the 20 trading days.

Remarks:

<u>/s/ Charles Edwin Young</u>	<u>12/08/2016</u>
<u>/s/ Charles Edwin Young,</u>	
<u>Managing Member of</u>	<u>12/08/2016</u>
<u>Keystone Cranberry, LLC</u>	

** 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.

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.