

---

---

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

---

**FORM 8-K**

---

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

---

**Date of Report (Date of earliest event reported): January 13, 2017**

---

**SMART SAND, INC.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37936**  
(Commission  
File Number)

**45-2809926**  
(I.R.S. Employer  
Identification No.)

**24 Waterway Avenue, Suite 350**  
**The Woodlands, Texas 77380**  
(Address of principal executive offices and zip code)

**(281) 231-2660**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

---

**Item 2.02 Results of Operations and Financial Condition.**

On January 13, 2017, Smart Sand, Inc. (“we”) filed a Registration Statement on Form S-1 (No. 333-215554) that included the following operational and financial results for the quarter ended December 31, 2016.

We sold approximately 274,000 tons of sand in the three months ended December 31, 2016, compared to approximately 229,000 tons of sand sold in the three months ended September 30, 2016, a quarter-over-quarter increase of approximately 20%. During the three months ended December 31, 2016, the average selling price per ton was \$35.09 as compared to \$40.66 for the three months ended September 30, 2016 due to a change in product mix. We recognized shortfall revenue of approximately \$18.4 million for the three months ended December 31, 2016 compared to \$0 for the three months ended September 30, 2016. We are currently in the process of finalizing our financial results for the fourth quarter and full year 2016.

The information in this Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SMART SAND, INC.**

Dated: January 17, 2017

By: /s/ Lee Beckelman  
Lee Beckelman  
Chief Financial Officer