

<b>OMB APPROVAL</b>	
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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>Feliciano Jose Enrique</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) <u>03/30/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/03/2017</u>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	03/30/2017		A		4,997 <sup>(1)(2)</sup>	A	\$0.00	10,816,094	I	See footnote <sup>(3)(4)</sup>
Common Stock, par value \$0.001 per share	03/30/2017		A		4,997 <sup>(2)(5)</sup>	A	\$0.00	4,997 <sup>(4)(5)</sup>	D	

**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					

**Explanation of Responses:**

- The shares are held of record by Colin Leonard for the benefit of Clearlake Capital Partners II (Master), L.P. ("CCPII"), of which Mr. Feliciano is co-manager of the managing member of the ultimate general partner.
- Represents shares of restricted stock granted pursuant to Smart Sand, Inc.'s 2016 Long-Term Incentive Plan, which vest on the first anniversary of March 30, 2017, the date of grant. The original Form 4 filed on April 3, 2017 incorrectly stated that the vesting period of the restricted stock was four years. No other information has been amended by this Form 4/A.
- The shares are owned of record as follows: (i) 10,811,097 shares by CCPII and (ii) 4,997 shares by Mr. Leonard 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 CCG Operations, LLC. ("CCG Ops"). Mr. 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.
- Mr. Feliciano expressly disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- The shares are held of record by Mr. Feliciano for the benefit of CCPII.

**Remarks:**

/s/ Jose E. Feliciano 04/21/2017

\*\* 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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