

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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) <u>C/O SMART SAND, INC.</u> <u>24 WATERWAY AVENUE, SUITE 350</u> (Street) <u>THE</u> <u>WOODLANDS</u> <u>TX</u> <u>77380</u> (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) <u>CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2017</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	03/30/2017		A		40,600 ⁽¹⁾	A	\$0.00	40,600	D	
COMMON STOCK								5,842,700	I	BY LLC ⁽²⁾

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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

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

KEYSTONE CRANBERRY, LLC

(Last) (First) (Middle)

C/O SMART SAND, INC.
24 WATERWAY AVENUE, SUITE 350

(Street)

THE
WOODLANDS TX 77380

(City) (State) (Zip)

Explanation of Responses:

1. Represents 40,600 shares of Restricted Stock granted to the Reporting Person on March 30, 2017 under the Issuer's 2017 Long Term Incentive Award Plan, which vest in four equal annual installments on each of the next four anniversaries of the grant date, subject to the Reporting Person's continued employment with or service to the Issuer through the applicable vesting date.
2. 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.

Remarks:/s/Charles Edwin Young 04/03/2017/s/ Charles Edwin Young,
Managing Member of 04/03/2017
Keystone Cranberry, LLC

** 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.