

ALIGN TECHNOLOGY INC
Form 4
February 24, 2016

FORM 4

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

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRESCOTT THOMAS M

2. Issuer Name **and** Ticker or Trading
Symbol
ALIGN TECHNOLOGY INC
[ALGN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN JOSE, CA 95131

(City) (State) (Zip)

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	02/20/2016	02/20/2016	M		174,125	A	\$ 0 259,242
Common Stock	02/20/2016	02/20/2016	F		83,216	D	\$ 63.29 176,026

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	15,625	(2) (2)	Common Stock 15,625
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	13,750	(3) (3)	Common Stock 13,750
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	10,000	(4) (4)	Common Stock 10,000
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	10,000	(5) (5)	Common Stock 10,000
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	12,250	(6) (6)	Common Stock 12,250
Market Stock Unit	\$ 0.0001 (1)	02/20/2016	02/20/2016	M	112,500	(7) (7)	Common Stock 112,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131	X

Signatures

/s/ Roger E. George Atty-In-Fact for Thomas M. Prescott 02/24/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents par value of ALGN common stock.

(2) 1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016.

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(3) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(5) 1/2 of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/2 of the restricted stock unit will vest on February 20, 2017 and shares will be delivered to reporting person on such vest date.

(6) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(7) Represents the maximum number of shares which may be issued under the market stock unit granted on February 20, 2013.

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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