

Beard Simon
Form 4
February 22, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Beard Simon

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)
02/20/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP and Mngng Director, EMEA

C/O ALIGN TECHNOLOGY INC., 2820 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2019 | | M | 16,825 | A \$ 0 | 21,552 | D |
| Common Stock | 02/20/2019 | | F | 7,909 | D \$ 253.79 | 13,643 | D |

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

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SEC 1474 (9-02)

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 Share |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | M | 2,125 | (2) (2) | Common Stock 2,125 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | M | 1,500 | (3) (3) | Common Stock 1,500 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | M | 450 | (4) (4) | Common Stock 450 |
| Market Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | M | 12,750 | (5) (5) | Common Stock 12,750 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | A | 2,232 | (6) (6) | Common Stock 2,232 |
| Market Stock Unit | \$ 0.0001 (1) | 02/20/2019 | | A | 11,163 | (7) (7) | Common Stock 11,163 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Beard Simon C/O ALIGN TECHNOLOGY INC. 2820 ORCHARD PARKWAY SAN JOSE, CA 95131 | | | SVP and Mngng Director, EMEA | |

Signatures

Roger E. George Atty-in-Fact for Simon Beard 02/22/2019

**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.
- 1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

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- 1/4th of the restricted stock unit granted on February 20, 2017 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will vest annually and shares will be delivered to reporting person on each vest date.
- (3)
- 1/4th of the restricted stock unit granted on February 20, 2018 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will vest annually and shares will be delivered to reporting person on each vest date.
- (4)
- The market stock unit granted on February 20, 2016 became vested on February 20, 2019 and shares will be delivered to reporting person on such vest date.
- (5)
- 1/4th of the restricted stock unit granted on February 20, 2019 will become vested on February 20, 2020 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will vest annually and shares will be delivered to reporting person on each vest date.
- (6)
- Represents the maximum number of shares which may be issued under the market stock unit. All of the shares which may be issued under the market stock unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).
- (7)

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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