

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CD&R Investment Associates X, Ltd.</u> (Last) (First) (Middle) <u>C/O MAPLES CORPORATE SERVICES LIMITED,</u> <u>UGLAND HOUSE, SOUTH CHURCH STREET</u> (Street) <u>GEORGETOWN E9 KY1-1104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SmileDirectClub, Inc. [SDC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/16/2019</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, \$0.0001 par value	09/16/2019		S		2,275,857 ⁽¹⁾	D	\$21.85 ⁽²⁾	26,903,123	I	See Footnote ⁽³⁾

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)		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)					

1. Name and Address of Reporting Person*
CD&R Investment Associates X, Ltd.
 (Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED,
UGLAND HOUSE, SOUTH CHURCH STREET
 (Street)
GEORGETOWN E9 KY1-1104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CD&R SDC HOLDINGS, L.P.
 (Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED,
UGLAND HOUSE, SOUTH CHURCH STREET
 (Street)
GEORGETOWN E9 KY1-1104
 (City) (State) (Zip)

Explanation of Responses:

- Represents shares of Class A common stock of the Registrant (the "Common Stock"), which shares were previously directly held by CD&R SDC Holdings, L.P. ("CD&R SDC") and which shares were purchased by the Registrant with a portion of the net proceeds of the Registrant's initial public offering.
- The shares of Common Stock held by the Registrant were purchased at the public offering price of \$23.00 per share, less the underwriting discount of \$1.15 per share.
- CD&R Investment Associates X, Ltd. ("CD&R SDC GP") is the general partner of CD&R SDC, the direct holder of the Common Stock. CD&R SDC GP, as the general partner of CD&R SDC, may be deemed to beneficially own the shares of Common Stock held by CD&R SDC. Investment and voting decisions with respect to the shares of Common Stock held by CD&R SDC or CD&R SDC GP are made

by an investment committee comprised of more than ten individuals (the "CD&R SDC Investment Committee"). All members of the CD&R SDC Investment Committee disclaim beneficial ownership of the shares of Common Stock held by CD&R SDC. CD&R SDC GP expressly disclaims beneficial ownership of the shares held by CD&R SDC except to the extent of any pecuniary interest therein.

Remarks:

Theresa A. Gore, a Vice
President, Treasurer and
Assistant Secretary of CD&R
Investment Associates X, Ltd. 09/17/2019

Theresa A. Gore, a Vice
President, Treasurer and
Assistant Secretary of the
General Partner of CD&R SDC
Holdings, L.P. 09/17/2019

** 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.