

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **May 26, 2022**

SmileDirectClub, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39037
(Commission
File Number)

83-4505317
(IRS Employer
Identification No.)

414 Union Street
Nashville, Tennessee
(Address of Principal Executive Offices)

37219
(Zip Code)

(800) 848-7566
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading symbol	Name on each exchange on which registered
Class A common stock, par value \$.0001 per share	SDC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 26, 2022, the Board of Directors (the “Board”) of SmileDirectClub, Inc. (the “Company”) elected Linda Williams as a member of the Board, effective June 3, 2022, immediately following the Company’s Annual Meeting of Stockholders to be held on that same date. Ms. Williams will serve on the Board as a Class II director until the Company’s 2024 annual meeting of stockholders or until her successor is duly elected and qualified or until her earlier death, resignation, or removal. Ms. Williams will also become a member of the Audit Committee.

Ms. Williams will receive compensation consistent with the Company’s other non-employee directors as described in Exhibit 10.12 to the Company’s Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission on March 1, 2022, except that her initial equity award will have a grant date fair value of \$225,000, and she will also receive a one-time cash payment of \$75,000.

There is no arrangement or understanding between Ms. Williams and any other persons or entities pursuant to which Ms. Williams was appointed as a director, and there are no transactions in which Ms. Williams has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Williams’s appointment to the Board is filed herewith as Exhibit 99.1 and is incorporated herein by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 31, 2022, announcing the election of Linda Williams to the Board of SmileDirectClub, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SMILEDIRECTCLUB, INC.

By: /s/ Troy Crawford

Name: Troy Crawford

Title: Interim Chief Financial Officer, Chief Accounting Officer and
Treasurer

Date: May 31, 2022



SmileDirectClub Announces Appointment of Linda Williams to Board of Directors

Transformational Healthcare Executive Brings Valuable Expertise and Perspective

NASHVILLE, Tenn., May 31, 2022 – [SmileDirectClub](#), Inc. (Nasdaq: SDC), the next generation oral care company with the first medtech platform for teeth straightening, today announced the appointment of Linda Williams as an independent director on its Board of Directors. Her appointment as an independent director will be effective June 3, 2022, immediately following the Company's annual meeting of stockholders to be held on the same date.

Ms. Williams is an accomplished executive who brings extensive business, regulatory, and information security experience in the healthcare and insurance industries. Having served in a number of senior leadership roles, she has a strong track record of creating successful business strategies that build brands while reducing costs and driving growth. Ms. Williams currently serves as the Senior Vice President and Chief Risk and Audit Executive at Blue Cross Blue Shield of Massachusetts where she leads audit efforts and provides oversight of investments and enterprise level business risks including cybersecurity.

"Linda joins the Board at a pivotal stage in SmileDirectClub's trajectory, bringing deep business expertise that can help the Company continue to drive operational execution and reengage growth," said David Katzman, Chief Executive Officer and Chairman of SmileDirectClub. "We welcome her valuable perspective as we continue to address the massive untapped market opportunity before us while focusing on our core growth initiatives, increasing near-term profitability and delivering value for our shareholders."

Ms. Williams currently also serves on the board of the Robert F. Kennedy Children's Action Corps and the Morgan Memorial Goodwill Industries. She holds a bachelors degree from The Johns Hopkins University in Baltimore, Maryland.

Ms. Williams will join the Audit Committee of the SmileDirectClub Board of Directors and increase the Board's representation of diverse communities. Following the appointment, SmileDirectClub's Board will be comprised of eight directors, three of whom will be independent.

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About SmileDirectClub

SmileDirectClub, Inc. (Nasdaq: SDC) ("SmileDirectClub") is an oral care company and creator of the first medtech platform for teeth straightening. Through its cutting-edge telehealth technology and vertically integrated model, SmileDirectClub is revolutionizing the oral care industry. SmileDirectClub's mission is to democratize access to a smile each and every person loves by making it affordable and convenient for everyone. SmileDirectClub is headquartered in Nashville, Tennessee, USA. For more information, please visit [SmileDirectClub.com](#).

Contact: SmileDirectClub Media Relations: Press@SmileDirectClub.com

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