SEC Form 4

FORM 4

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

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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KATZMAN DAVID B	**SmileDirectClub, Inc.** [SDC]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
C/O SMILEDIRECTCLUB, INC.	09/13/2019	CEO and Chairman
414 UNION STREET		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NASHVILLE TN 37219		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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			
Class A Common Stock	09/16/2019		P		37,000	A	$18.496	37,000	I	By spouse

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
SDC Financial Common Units	(1)	09/13/2019		A (2)		218,338		(3)	(3)	Class A Common Stock	218,338	(2)	218,338	I	By David Katzman Revocable Trust
SDC Financial Common Units	(1)	09/13/2019		A (2)		95,842,891		(3)	(3)	Class A Common Stock	95,842,891	(2)	95,842,891	I	By DBK Investments LLC
SDC Financial Common Units	(1)	09/13/2019		A (2)		679,712		(3)	(3)	Class A Common Stock	679,712	(2)	679,712	I	By spouse
SDC Financial Common Units	(1)	09/16/2019		D (4)			16,927	(2)	(2)	Class A Common Stock	16,927	$21.85	201,411	I	By David Katzman Revocable Trust
SDC Financial Common Units	(1)	09/16/2019		D (4)			8,981,880	(2)	(2)	Class A Common Stock	8,981,880	$21.85	86,861,011	I	By DBK Investments LLC
SDC Financial Common Units	(1)	09/16/2019		D (4)			63,698	(2)	(2)	Class A Common Stock	63,698	$21.85	616,014	I	By spouse
Restricted Stock Units	(5)	09/16/2019		A		108,695		(6)	09/16/2029	Class A Common Stock	108,695	$0.00	108,695	D	
Options	$23	09/16/2019		A		326,086		(6)	09/16/2029	Class A Common Stock	326,086	$0.00	326,086	D	

Explanation of Responses:

1. Pursuant to the terms of the Seventh Amended and Restated Limited Liability Company Agreement of SDC Financial, LLC, a Delaware limited liability company ("SDC Financial"), the reporting person may exchange all or a portion of its Common Units (as defined below) in SDC Financial (with automatic cancellation of an equal number of shares of non-economic Class B common stock of the Issuer's ("Class B common stock") for shares of Class A common stock of the Issuer's ("Class A common stock") on a one-for-one basis, subject to customary adjustments, or, at the option of the disinterested members of the board of directors of the Issuer, cash (based on the then-market value of the shares of Class A common stock). The Class B common stock initially entitles holders to ten votes per share and will vote as a single class with the Class A common stock, but has no economic rights, and is subject to forfeiture upon exchange of the reporting person's Common Units.

2. In the reorganization of SDC Financial and the creation of the Issuer as a public holding company for SDC Financial (the "Reorganization"), all previous membership interests in SDC Financial were replaced by a single class of common membership interests in SDC Financial ("Common Units"), and shares of Class B common stock of the Issuer were issued for no consideration to the reporting person in a number equal to the number of Common Units issued.

3. These units can be exchanged at any time as described in footnote 1.

4. On September 16, 2019, in connection with the closing of the Issuer's initial public offering, the Issuer redeemed these Common Units and shares of Class B common stock at a redemption price of $21.85 per Common Unit and corresponding share of Class B common stock.

5. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's Class A common stock.

6. These Restricted Stock Units and Options will vest in equal annual installments over three years from September 16, 2019, provided that the reporting person continues to provide services to the Issuer and SDC Financial.

Remarks:

/s/ David Katzman	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).