

**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): **March 31, 2021**

**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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name on Each Exchange on Which Registered</u>
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 1.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On March 30, 2021, Richard J. Schnall notified the Board of Directors (the "Board") of SmileDirectClub, Inc. ("the Company"), of his intention to resign as a member of the Board, effective as of March 31, 2021.

(d)

On April 1, 2021, the Board of the Company elected Edward W. Ward, III as a member of the Board, effective immediately. Mr. Ward will become a member of the Audit Committee. Mr. Ward will serve on the Board as a Class I director until the Company's 2023 annual meeting of the stockholders or until his successor is duly elected and qualified or until his earlier death, resignation, or removal.

Upon his appointment to the Board, Mr. Ward will be compensated for his service by an annual grant of Class A restricted stock units ("RSUs") awarded on April 1 of each year, beginning on April 1, 2021. The RSUs will have a grant date fair value of \$300,000.00 which will vest on the first anniversary of the grant date, subject to Mr. Ward's continued service on the Board through the vesting date.

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

A copy of the press release announcing Mr. Ward's appointment to the Board and Mr. Schnall's departure from 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) Exhibit

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 2, 2021, announcing the election of Edward W. Ward, III to the Board of SmileDirectClub, Inc. and the departure of Richard J. Schnall from the Board of SmileDirectClub, Inc.</a>

**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/ Kyle Wailes

Name: Kyle Wailes

Title: Chief Financial Officer

Date: April 1, 2021





## SmileDirectClub Announces Appointment of Ted Ward to Board of Directors

*AdAge Power Player Brings to Company's Board More Than Three Decades of Marketing Expertise as GEICO CMO*

**NASHVILLE, Tenn., April 2, 2021** – [SmileDirectClub](#), Inc. (Nasdaq: SDC), the next generation oral care company with the first medtech platform for teeth straightening, today announced the appointment of Ted Ward as a director on its Board.

Ward is a respected marketing titan with over three decades of experience, most recently at the helm of the marketing team at insurance giant GEICO, where he led the creation of the company's award-winning disruptive marketing campaigns and solidified the brand as an industry innovator in the minds of consumers.

"Ted brings invaluable marketing expertise in guiding a challenger brand to unseat the incumbent market leader, and we look forward to having Ted help SmileDirectClub's award-winning marketing team go even further and faster," said David Katzman, Chief Executive Officer and Chairman of SmileDirectClub. "His experience compliments our Board and will prove beneficial as we continue to educate consumers on the clinically safe and effective treatment SmileDirectClub offers without the 3x markup."

As Ted joins the SmileDirectClub Board, Rick Schnall has resigned his position as a director. The executive management team and the Board of Directors of SmileDirectClub thank Rick for his commitment and service to SmileDirectClub and wish him the best in his future endeavors.

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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, now also offered directly via dentist and orthodontist offices. Through its proprietary technology and vertically integrated model, SmileDirectClub is revolutionizing the oral care industry, offering consumers the ability to get clinically safe and effective treatment but without the 3x markup associated with traditional orthodontics. SmileDirectClub's mission is to democratize access to a smile each and every person loves by making it affordable and convenient for everyone, from clear aligner therapy to premium oral care products. SmileDirectClub is headquartered in Nashville, Tennessee and operates in the U.S., Canada, Australia, New Zealand, United Kingdom, Ireland, Germany, Austria, Spain, Netherlands, Hong Kong, Singapore and Mexico. For more information, please visit [SmileDirectClub.com](#).

**Contact:** SmileDirectClub Media Relations: [Press@SmileDirectClub.com](mailto:Press@SmileDirectClub.com)

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