

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Katzman Steven B.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O SMILEDIRECTCLUB, INC.</u></p> <p><u>414 UNION STREET</u></p> <hr/> <p>(Street)</p> <p><u>NASHVILLE TN 37219</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>SmileDirectClub, Inc. [ SDC ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/13/2019</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;"><b>COO and Director</b></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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			

**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
SDC Financial Common Units	(1)	09/13/2019		A <sup>(2)</sup>		69,714		(3)	(3)	Class A Common Stock	69,714	(2)	69,714	D	
SDC Financial Common Units	(1)	09/13/2019		A <sup>(4)</sup>		4,132,139		(3)	(3)	Class A Common Stock	4,132,139	(4)	4,201,853	D	
SDC Financial Common Units	(1)	09/13/2019		A <sup>(5)</sup>		2,754,759		(5)	(5)	Class A Common Stock	2,754,759	(5)	2,754,759	D	
SDC Financial Common Units	(1)	09/16/2019		D <sup>(6)</sup>		663,584		(2)	(2)	Class A Common Stock	663,584	\$21.85	3,538,269	D	
Restricted Stock Units	(7)	09/16/2019		A		43,478		(8)	09/16/2029	Class A Common Stock	43,478	\$0.00	43,478	D	
Options	\$23	09/16/2019		A		130,434		(8)	09/16/2029	Class A Common Stock	130,434	\$0.00	130,434	D	

**Explanation of Responses:**

- 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.
- 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.
- These units can be exchanged at any time as described in footnote 1.
- In the Reorganization, vested profits interests in SDC Financial previously awarded to the reporting person were replaced by Common Units and corresponding shares of Class B common stock.
- In the Reorganization, unvested profits interests in SDC Financial previously awarded to the reporting person were replaced by unvested Common Units and corresponding unvested shares of Class B common stock. These Common Units and shares of Class B common stock will vest in equal monthly installments over 24 months following September 16, 2019, provided that the reporting person continues to provide services to the Issuer and SDC Financial.
- 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.
- Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's Class A common stock.
- These Restricted Stock Units and Options will vest on September 16, 2022, provided that the reporting person continues to provide services to the Issuer and SDC Financial.

**Remarks:**

/s/ Steven 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).

\*\* 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.

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