

ALIGN TECHNOLOGY INC

Form 4

February 23, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRESCOTT THOMAS M

2. Issuer Name **and** Ticker or Trading
Symbol
ALIGN TECHNOLOGY INC
[ALGN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN JOSE, CA 95131

(City) (State) (Zip)

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		
Common Stock	02/20/2017	02/20/2017	M		181,000	A	\$ 0	272,253	D
Common Stock	02/20/2017	02/20/2017	F		54,344	D	\$ 101.765	217,909	D
Common Stock	02/21/2017	02/21/2017	S		22,500	D	\$ 101.82 (1)	195,409	D
Common Stock	02/22/2017	02/22/2017	S		44,028	D	\$ 100.76 (2)	151,381	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. De
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Se
				Code	V (A) (D)					(In
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	13,750	(4)	(4)	Common Stock	13,750	
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	10,000	(5)	(5)	Common Stock	10,000	
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	10,000	(6)	(6)	Common Stock	10,000	
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	12,250	(7)	(7)	Common Stock	12,250	
Market Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	45,000	(8)	(8)	Common Stock	45,000	
Market Stock Unit	\$ 0.0001 (3)	02/20/2017	02/20/2017	M	90,000	(9)	(9)	Common Stock	90,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131	X			

Signatures

Roger E. George Atty-In-Fact for Thomas M. Prescott

02/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.58 to \$102.05, inclusive. The reporting person undertakes to provide Align Technology, Inc., any security holder of Align Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.26 to \$101.15, inclusive. The reporting person undertakes to provide Align Technology, Inc., any security holder of Align Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Represents par value of ALGN common stock.
- (3) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017.
- (4) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5) 1/2 of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017.
- (6) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (7) Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on February 21, 2017.
- (8) Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on February 21, 2017.
- (9)

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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