

ALIGN TECHNOLOGY INC

Form 4

February 24, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mack Timothy A

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)  
02/20/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Bus Dev

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)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/20/2016                              | 02/20/2016                                                  | M                                    | 54,837                                                                  | A \$ 0                                                                                                             | 54,968 <sup>(1)</sup>                                                   | D                                                                              |
| Common<br>Stock                       | 02/20/2016                              | 02/20/2016                                                  | F                                    | 26,584                                                                  | D \$ 63.29                                                                                                         | 28,384                                                                  | D                                                                              |
| Common<br>Stock                       | 02/23/2016                              | 02/23/2016                                                  | S                                    | 28,384                                                                  | D \$ 63.245                                                                                                        | 0                                                                       | D                                                                              |

<sup>(2)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. De<br>Se<br>(In |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title              | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit                            | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 2,000                                                          |     | (4)                                                                 | (4)                | Common<br>Stock    | 2,000                               |
| Restricted<br>Stock Unit                            | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 6,412                                                          |     | (5)                                                                 | (5)                | Common<br>Stock    | 6,412                               |
| Restricted<br>Stock Unit                            | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 2,975                                                          |     | (6)                                                                 | (6)                | Common<br>Stock    | 2,975                               |
| Restricted<br>Stock Unit                            | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 3,350                                                          |     | (7)                                                                 | (7)                | Common<br>Stock    | 3,350                               |
| Restricted<br>Stock Unit                            | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 1,625                                                          |     | (8)                                                                 | (8)                | Common<br>Stock    | 1,625                               |
| Market<br>Stock Unit                                | \$ 0.0001<br>(3)                                                   | 02/20/2016                              | 02/20/2016                                                  | M                                    |                                                                                                              | 38,475                                                         |     | (9)                                                                 | (9)                | Common<br>Stock    | 38,475                              |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |             |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                           | Director      | 10% Owner | Officer     | Other |
| Mack Timothy A<br>C/O ALIGN TECHNOLOGY INC.<br>2560 ORCHARD PARKWAY<br>SAN JOSE, CA 95131 |               |           | VP, Bus Dev |       |

## Signatures

/s/ Roger E. George Atty-In-Fact for Timothy A.  
Mack

02/24/2016

\*\*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).

(1) Includes 99 shares issued on July 31, 2015 and 32 shares issued on January 29, 2016 under the ALGN ESPP.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.93 to \$63.50, 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.

(3) Represents par value of ALGN common stock.

(4) 1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016.

(5) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(6) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(7) 1/2 of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/2 of the restricted stock unit will vest on February 20, 2017 and shares will be delivered to reporting person on such vest date.

(8) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(9) Represents the maximum number of shares which may be issued under the market stock unit granted on February 20, 2013.

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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