

ALIGN TECHNOLOGY INC

Form 4

February 24, 2014

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**02/20/2014**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President and CEO**

**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                    | 02/20/2014                           | 02/20/2014   | M                              |   | 15,625 | A          | \$ 0     | 218,105   | D  |   |
| Common Stock                    | 02/20/2014                           | 02/20/2014   | F                              |   | 8,154  | D          | \$ 53.52 | 209,951   | D  |   |
| Common Stock                    | 02/20/2014                           | 02/20/2014   | M                              |   | 13,750 | A          | \$ 0     | 223,701   | D  |   |
| Common Stock                    | 02/20/2014                           | 02/20/2014   | F                              |   | 7,175  | D          | \$ 53.52 | 216,526   | D  |   |

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

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SEC 1474  
(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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)    | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | M                              |   |  | 15,625 | (2)   | (2)             | Common Stock | 15,625                     |
| Restricted Stock Unit                      | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | M                              |   |  | 13,750 | (3)   | (3)             | Common Stock | 13,750                     |
| Restricted Stock Unit                      | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | A                              |   | 40,000   |        | (4)   | (4)             | Common Stock | 40,000                     |
| Restricted Stock Unit                      | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | A                              |   | 20,000   |        | (5)   | (5)             | Common Stock | 20,000                     |
| Market Stock Unit                          | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | A                              |   | 90,000   |        | (6)   | (6)             | Common Stock | 90,000                     |
| Market Stock Unit                          | \$ 0.0001<br>(1)                                       | 02/20/2014                           | 02/20/2014   | A                              |   | 45,000   |        | (6)   | (6)             | Common Stock | 45,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| PRESCOTT THOMAS M<br>C/O ALIGN TECHNOLOGY INC.<br>2560 ORCHARD PARKWAY<br>SAN JOSE, CA 95131 | X             |           | President and CEO |       |

## Signatures

/s/ Roger E. George Atty-in-Fact for Thomas M,  
Prescott

02/24/2014

\*\*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) Represents par value of ALGN common stock.

1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2014 and shares were delivered to reporting person on that date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2014 and shares were delivered to reporting person on that date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4) 1/4th of the restricted stock unit will become vested on February 20, 2015 and 1/4th of the restricted stock unit will vest annually thereafter. Shares will be delivered to reporting person on each vest date.

(5) 50% of the restricted stock unit will become vested on February 20, 2016 and 50% of the restricted stock unit will vest on February 20, 2017. Shares will be delivered to reporting person on each vest date.

(6) Represents the maximum number of shares which may be issued under the market stock unit. All of the shares which may be issued under the market stock unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).

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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