

ALIGN TECHNOLOGY INC

Form 4

February 20, 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

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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O ALIGN TECHNOLOGY  
INC, 2560 ORCHARD PARKWAY

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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                    | 02/18/2014                           | 02/18/2014                                         | M                              |                                                                   | 15,000 | A          | \$ 0                                                                                          | 186,995                                                  | D                                                     |
| Common Stock                    | 02/18/2014                           | 02/18/2014                                         | F                              |                                                                   | 7,827  | D          | \$ 55.32                                                                                      | 179,168                                                  | D                                                     |
| Common Stock                    | 02/18/2014                           | 02/18/2014                                         | M                              |                                                                   | 33,750 | A          | \$ 0                                                                                          | 212,918                                                  | D                                                     |
| Common Stock                    | 02/18/2014                           | 02/18/2014                                         | F                              |                                                                   | 17,611 | D          | \$ 55.32                                                                                      | 195,307                                                  | D                                                     |
| Common Stock                    | 02/19/2014                           | 02/19/2014                                         | M                              |                                                                   | 15,000 | A          | \$ 0                                                                                          | 210,307                                                  | D                                                     |

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Common Stock      02/19/2014      02/19/2014      F      7,827      D      \$ 53.8      202,480      D

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 required to respond unless the form displays a currently valid OMB control number.**

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)                                       | 02/18/2014                           | 02/18/2014                                         | M                              |                                                                                         | 15,000                                                   |     | (2)                                                           | 02/18/2014      | Common Stock | 15,000                     |
| Market Stock Unit                          | \$ 0.0001<br>(1)                                       | 02/18/2014                           | 02/18/2014                                         | M                              |                                                                                         | 33,750                                                   |     | (3)                                                           | 02/18/2014      | Common Stock | 33,750                     |
| Restricted Stock Unit                      | \$ 0.0001<br>(1)                                       | 02/19/2014                           | 02/19/2014                                         | M                              |                                                                                         | 15,000                                                   |     | (4)                                                           | 02/19/2014      | Common Stock | 15,000                     |

## 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

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

02/20/2014

\_\_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
- (2) 1/3rd of the restricted stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.
- (3) 50% of the market stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.
- (4) 1/4th of the restricted stock unit granted on February 19, 2010 became vested on February 19, 2014 and shares were delivered to reporting person on such vest date.

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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