
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 1, 2019

SMART GLOBAL HOLDINGS, INC.

(Exact name of Registrant as Specified in Its Charter)

Cayman Islands
(State of incorporation or organization)
c/o Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman
(Address of principal executive offices)

001-38102
(Commission File No.)

98-1013909
(I.R.S. Employer Identification Number)

KY1 -1104
Cayman Islands

(Zip Code)

Registrant's telephone number, including area code: (510) 623-1231

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 1, 2019, the Board of Directors (the “Board”) of SMART Global Holdings, Inc., a Cayman Islands exempted company (“SGH”), appointed Maximiliane Straub to the Board, effective April 1, 2019. Ms. Straub has also been appointed to serve on the Audit Committee of the Board.

Ms. Straub’s non-employee director compensation will include annual cash retainers of \$60,000 for Board service and \$10,000 for committee service. She will receive a grant of restricted stock units with a value of approximately \$220,000 based on the closing price of ordinary shares of SGH on the most recent trading date prior to appointment, vesting in two installments through January 2021.

A copy of the press release announcing Ms. Straub’s appointment is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Financial Statements and Exhibits

Item 9.01

Exhibit No.	Description of Exhibit
99.1	Press Release entitled “SMART Global Holdings Appoints Maximiliane Straub As Newest Independent Member of its Board of Directors” issued by SMART Global Holdings, Inc. on April 1, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SMART Global Holdings, Inc.

Date: April 2, 2019

By: /s/ Bruce Goldberg
Bruce Goldberg
Vice President, Chief Legal Officer and Chief
Compliance Officer



Press Release
FOR IMMEDIATE RELEASE

SMART Global Holdings Appoints Maximiliane Straub as the Newest Independent Member to its Board of Directors

NEWARK, CA – April 1, 2019 – SMART Global Holdings, Inc. ("SMART") (NASDAQ: SGH), the parent company of [SMART Modular Technologies, Inc.](#), today announced the appointment to its Board of Directors and its Audit Committee of Maximiliane Straub. Ms. Straub has been with the Robert Bosch companies for over 25 years and currently serves as the Chief Financial Officer of Bosch LLC, as Executive Vice President of Finance, Controlling and Administration of Bosch North America, and as a Member of the Board of Management Bosch North America. Prior to joining Bosch, Ms. Straub held several financial positions within the semiconductor division of Siemens and Siemens/Matsushita.

"We are very pleased to have Max join our board and we look forward to her contributions," said Ajay Shah, Chairman of the Board and CEO of SMART. "As we look to diversify our businesses, Ms. Straub's extensive background in industrial technology, automotive components, IoT, M&A and post merger integration, her financial and operational expertise and her extensive experience with North American and European businesses will be of tremendous value to our board and to our shareholders, customers and suppliers."

Ms. Straub is involved in developing technology and innovation and guides internal startups through the Bosch Startup Platform. She also mentors external startups through Bosch's partnerships with 1871 and TechStars, and was instrumental in shaping Bosch's North American strategy for diversity and inclusion, corporate social responsibility and innovation.

Ms. Straub currently serves as the Chair of the Board of Directors of Inforum, a professional organization focused on creating strategic connections to help advance professional women. In 2010 and 2015, Ms. Straub was recognized by Automotive News as one of the 'Top 100 Women in the Auto Industry.' She is a guest lecturer for the University of Michigan Ross School of Business program, "Ascending to the C-Suite: From Theory to Practice."

With the recent resignation from our board by Iain MacKenzie who will continue to serve SGH in an advisory role, and the appointment of Ms. Straub, the board of SMART Global Holdings now has five independent and four non-independent members.

About SMART Global Holdings

The SMART family of companies are global leaders in specialty memory, storage and hybrid solutions serving the electronics industry with standard and custom products for over 25 years. SMART delivers components, modules and solutions to a broad customer base, including OEMs in computing, networking, communications, storage, mobile and industrial markets. With the addition of Penguin Computing and the creation of a new business unit, SMART Specialty Compute & Storage Solutions (SCSS), SMART has expanded its serviceable markets into areas requiring specialized computing



platforms in artificial intelligence and machine learning, advanced modeling and high performance computing. Customers rely on SMART as a strategic supplier with custom designs, product quality, technical support, a global footprint, and the ability to provide locally manufactured products in multiple geographies.

See www.smartgh.com, www.smartm.com, www.smarth.com, www.smartsscs.com and www.penguincomputing.com for more information.

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