

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Marten Alan</u>  (Last) (First) (Middle) C/O SMART MODULAR TECHNOLOGIES, INC. 39870 EUREKA DRIVE  (Street) NEWARK CA 94560  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMART Global Holdings, Inc. [ SGH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Chief Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Ordinary Shares	05/15/2018		M		7,633 <sup>(1)</sup>	A	\$2.64	95,299	D	
Ordinary Shares	05/15/2018		M		8,000 <sup>(1)</sup>	A	\$2.64	103,299	D	
Ordinary Shares	05/15/2018		S		6,953	D	\$44.96 <sup>(2)</sup>	96,346	D	
Ordinary Shares	05/15/2018		S		8,680	D	\$45.81 <sup>(3)</sup>	87,666	D	

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (right to buy)	\$2.64	05/15/2018		M			7,633	(4)	09/29/2019	Ordinary Shares	7,633	\$0	0	D	
Employee Stock Options (right to buy)	\$2.64	05/15/2018		M			8,000	(4)	09/27/2020	Ordinary Shares	8,000	\$0	12,000	D	

**Explanation of Responses:**

- The sales were effective pursuant to a Rule 10b5-1 Plan adopted by the reporting person on 10/24/2017.
- The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$44.38 to \$45.35. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$45.38 to \$46.34. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- Fully vested and exercisable.

/s/ Bruce Goldberg as attorney-in-fact for Alan Marten 05/17/2018

\*\* Signature of Reporting Person Date

\* 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).

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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