

**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): October 8, 2020

**SMART GLOBAL HOLDINGS, INC.**  
(Exact name of Registrant as Specified in Its Charter)

Cayman Islands  
(State or Other Jurisdiction  
of Incorporation)

001-38102  
(Commission File Number)

98-1013909  
(IRS Employer  
Identification No.)

c/o Maples Corporate Services Limited  
P.O. Box 309  
Ugland House  
Grand Cayman  
(Address of Principal Executive Offices)

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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary shares, \$0.03 par value per share	SGH	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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 1.01. Entry into a Material Definitive Agreement.**

On October 8, 2020, SMART Modular Technologies, Inc., a California corporation (“Tenant”) and a subsidiary of SMART Global Holdings, Inc., a Cayman Islands exempted company (the “Company”), entered into a Lease Agreement (the “Lease”) with Regency Tasman Holdings, LLC, a Delaware limited liability company (“Landlord”) for 21,365 square feet of office space (the “Leased Premises”) located at 1390 McCarthy Boulevard and 890 Tasman Drive, Milpitas, California (the “Property”). The Leased Premises will serve as the Company’s U.S. corporate headquarters upon the commencement of the Lease.

The term of the Lease commences upon the Landlord’s delivery of the Leased Premises in tenant improvement readiness condition (the “Commencement Date”). The term of the Lease will extend approximately ten years from the Commencement Date, unless earlier terminated in accordance with the Lease.

Tenant will pay an escalating base rent beginning at approximately \$42,000 and increasing to approximately \$55,000 per month over the term of the lease. In addition, Tenant will pay its pro rata portion of operating expenses for the project.

The foregoing description of the terms of the Lease does not purport to be complete and is qualified in its entirety by reference to the full text of the Lease, which will be filed with the Company’s Annual Report on Form 10-K for the fiscal year ended August 30, 2020 or via an amendment to this Current Report on Form 8-K.

The representations, warranties and covenants contained in the Lease were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to the Lease, and may be subject to limitations agreed upon by the contracting parties. Accordingly, the Lease is incorporated herein by reference only to provide investors with information regarding the terms of the Lease, and not to provide investors with any other factual information regarding the Company, Landlord or their business, and should be read in conjunction with the disclosures in the Company’s periodic reports and other filings with the Securities and Exchange Commission.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information included in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 of this Current Report on Form 8-K by reference.

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**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, thereunto duly authorized.

SMART Global Holdings, Inc.

October 14, 2020

By: /s/ Bruce Goldberg

Name: Bruce Goldberg

Title: Vice President, Chief Legal and Compliance Officer

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