

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Adams Mark</u> _____ (Last) (First) (Middle) C/O SMART GLOBAL HOLDINGS, 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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2020	
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	08/31/2020		A		225,000 ⁽¹⁾	A	\$0	225,000	D	
Ordinary Shares	08/31/2020		A		125,000 ⁽²⁾	A	\$0	350,000	D	
Ordinary Shares	08/31/2020		A		125,000 ⁽³⁾	A	\$0	475,000	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)		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 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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a grant of 225,000 restricted ordinary shares with restrictions generally lapsing and shares vesting over a period of approximately four years, subject to continued employment as CEO through each vesting date, with (x) 25% vesting on October 20, 2021 and (y) the remainder vesting in approximately equal quarterly installments thereafter.
- Represents a grant of 125,000 restricted ordinary shares with restrictions generally lapsing and shares vesting in four equal tranches of 25% on October 20, 2021 and each of the first three anniversaries of that date, subject to (x) continued employment as CEO through each vesting date, and (y) the closing price of an ordinary share of SMART Global Holdings, Inc. ("SMART") equaling or exceeding 150% of the closing price of an ordinary share of SMART on the grant date for at least 60 consecutive trading days at any time during the one-year period preceding (i) that vesting date or (ii) any subsequent annual vesting date.
- Represents a grant of 125,000 restricted ordinary shares with restrictions generally lapsing and shares vesting in four equal tranches of 25% on October 20, 2021 and each of the first three anniversaries of that date, subject to (x) continued employment as CEO through each vesting date, and (y) the closing price of an ordinary share of SMART equaling or exceeding 200% of the closing price of an ordinary share of SMART on the grant date for at least 60 consecutive trading days at any time during the one-year period preceding (i) that vesting date or (ii) any subsequent annual vesting date.

/s/ Bruce Goldberg as attorney-in-fact for Mark Adams 09/02/2020

** Signature of Reporting Person Date

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

* 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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