

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Pacheco Jack A</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>EVP, CFO, COO, Pres SMART Mem</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2020</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	11/06/2020		M		2,100	A	\$24.93	86,272	D	
Ordinary Shares	11/06/2020		S		3,495 ⁽¹⁾	D	\$30.0021 ⁽²⁾	82,777	D	
Ordinary Shares	11/09/2020		M		35,400	A	\$24.93	118,177	D	
Ordinary Shares	11/09/2020		S		49,005 ⁽³⁾	D	\$30.3092 ⁽⁴⁾	69,172	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	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$24.93	11/06/2020		M			2,100	(5)	09/22/2024	Ordinary Shares 2,100	\$0	45,130	D	
Employee Stock Option (right to buy)	\$24.93	11/09/2020		M			35,400	(5)	09/22/2024	Ordinary Shares 35,400	\$0	9,730	D	

Explanation of Responses:

- Includes 2,100 shares sold in connection with a divorce settlement agreement.
- This transaction was executed in multiple trades at prices ranging from \$30.00 to \$30.01. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes 35,400 shares sold in connection with a divorce settlement agreement.
- This transaction was executed in multiple trades at prices ranging from \$30.00 to \$30.99. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The original option vested 25% on September 23, 2015 with the remainder vesting monthly through September 23, 2018.

Remarks:

The transactions reported herein were effected pursuant to a previously established Rule 10b5-1 Plan adopted by the reporting person on 04/10/2020.

/s/ Bruce Goldberg as attorney- 11/10/2020
in-fact for Jack A. Pacheco

** 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.

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 Number.