

ALIGN TECHNOLOGY INC
Form SC 13G/A
February 08, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULES 13d-1(b), (c), AND (d)

AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. 11)*

Align Technology, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

016255101

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

Llura L. Gund, individually and as trustee for the Dionis Trust, the Gordon Gund Grant Gund Trust, the Gordon Gund G. Zachary Gund Trust, the Anna Barrows Beakey 1998 Trust, the Katharine Barrows Dadagian 1998 Trust, and the Gordon and Llura Gund Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,098,000
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,321,500
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,098,000
8 SHARED DISPOSITIVE POWER
WITH

1,321,500
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,419,500
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.0%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

Grant Gund, individually, and as trustee for the Gordon Gund Grant Gund Generation Skipping Trust, the Llura Blair Gund Gift Trust, the Grant Owen Gund Gift Trust and the Kelsey Laidlaw Gund Gift Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 278,666
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,027,773
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 278,666
8 SHARED DISPOSITIVE POWER

WITH

1,027,773
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,306,439
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

G. Zachary Gund, individually, and as trustee for the Gordon Gund G. Zachary Gund Generation Skipping Trust, the G. Zachary Gund Descendants Trust and the Georgia Swift Gund Gift Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 312,666
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,184,973
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 312,666
8 SHARED DISPOSITIVE POWER

WITH

1,184,973
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,497,639
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.9%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

Gordon Gund, as trustee for the Dionis Trust and the Gordon and Llura Gund Foundation, and as sole manager of Gund CLAT Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,004,509
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,242,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,004,509
8 SHARED DISPOSITIVE POWER

WITH

1,242,000
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,246,509
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

Theodore W. Baker, as trustee for the Gordon Gund G. Zachary Gund Generation Skipping Trust and the
Gordon Gund Grant Gund Generation Skipping Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,228,446
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

1,228,446
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,228,446
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.5%
12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

Rebecca H. Dent, as trustee for the Gordon Gund Grant Gund Generation Skipping Trust, the Gordon Gund G. Zachary Gund Generation Skipping Trust, the Llura Blair Gund Gift Trust, the Grant Owen Gund Gift Trust, the Kelsey Laidlaw Gund Gift Trust, the Georgia Swift Gund Gift Trust and the G. Zachary Gund Descendants Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,212,746
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER
WITH

2,212,746
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,212,746

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS

Gail Barrows, as trustee for the Anna Barrows Beakey 1998 Trust and the Katharine Barrows Dadagian 1998 Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 79,500
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

79,500
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,500
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.1%
TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 11 (Amendment No. 11) amends and supplements the Schedule 13G as originally filed by Llura L. Gund, Grant Gund, G. Zachary Gund, Gordon Gund, Richard T. Watson, Rebecca H. Dent, George Gund III and Gail Barrows on September 25, 2002, the Amendment No. 1 filed on November 25, 2002, the Amendment No. 2 filed on February 17, 2004, the Amendment No. 3 filed on February 14, 2005, the Amendment No. 4 filed on February 7, 2006, the Amendment No. 5 filed on February 14, 2007, the Amendment No. 6 filed on February 13, 2009, the Amendment No. 7 filed on February 13, 2013, the Amendment No. 8 filed on February 14, 2014, the Amendment No. 9 filed on February 9, 2016 and the Amendment No. 10 filed on February 9, 2017 (as so amended, the Schedule 13G). Capitalized terms used but not defined in this Amendment No. 11 have the respective meaning ascribed to them in the Schedule 13G.

Item 2 (a) of the Schedule 13G, Identity and Background, is hereby amended by deleting the last paragraph thereof and inserting the following:

The Reporting Persons, in the aggregate, beneficially own 6,228,087 shares of Common Stock or 7.8% of the outstanding Common Stock of the Issuer based on 80,177,704 shares outstanding as of October 27, 2017 as reported in the Quarterly Report on Form 10-Q of the Issuer for the period ended September 30, 2017. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by any of the Reporting Persons that a group exists within the meaning of the Exchange Act.

Item 4 of the Schedule 13G, Ownership is hereby amended and restated in its entirety as follows:

Pursuant to the Exchange Act and regulations thereunder, the Reporting Persons may be deemed as a group to have acquired beneficial ownership of 6,228,087 shares of Common Stock, which represents 7.8% of the outstanding Common Stock of the Issuer.

Llura L. Gund may be deemed to have beneficial ownership in the aggregate of 2,419,500 shares of Common Stock, which constitutes 3.0% of the outstanding Common Stock of the Issuer. Of these shares, Llura L. Gund has sole power to vote and sole power to dispose of an aggregate of 1,098,000 shares of Common Stock by virtue of her individual ownership of 140,000 shares and her position as the sole trustee of certain trusts as listed below and may be deemed to have shared power to vote and shared power to dispose of 1,321,500 shares of Common Stock by virtue of her position as co-trustee of certain trusts as listed below:

Gordon Gund Grant Gund Trust (Ms. Gund serves as sole trustee)	500,001
Gordon Gund G. Zachary Gund Trust (Ms. Gund serves as sole trustee)	457,999
Dionis Trust (Ms. Gund serves as co-trustee with Gordon Gund)	1,020,000
Anna Barrows Beakey 1998 Trust (Ms. Gund serves as co-trustee with Gail Barrows)	36,000
Katharine Barrows Dadagian 1998 Trust (Ms. Gund serves as co-trustee with Gail Barrows)	43,500
Gordon and Llura Gund Foundation (Ms. Gund serves as co-trustee with Gordon Gund)	222,000

In addition, Llura L. Gund may be deemed to have beneficial ownership of 1,004,509 shares beneficially owned by her spouse, Gordon Gund, as sole manager of Gund CLAT Investments, LLC, which represent 1.3% of the outstanding Common Stock of the Issuer. She disclaims beneficial ownership of these shares.

Grant Gund may be deemed to have beneficial ownership in the aggregate of 1,306,439 shares of Common Stock, which constitutes 1.6% of the outstanding Common Stock of the Issuer. Of these shares, Grant Gund has sole power to vote and sole power to dispose of 278,666 shares of Common Stock by virtue of his individual ownership of such shares and may be deemed to have shared power to vote and shared power to dispose of 1,027,773 shares of Common Stock by virtue of his position as co-trustee of certain trusts as listed below:

Gordon Gund Grant Gund Generation Skipping Trust (Mr. Grant Gund serves as co-trustee with Theodore W. Baker and Rebecca H. Dent)	606,473
Llura Blair Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	118,300
Grant Owen Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	118,000
Kelsey Laidlaw Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	185,000

G. Zachary Gund may be deemed to have beneficial ownership in the aggregate of 1,497,639 shares of Common Stock, which constitutes 1.9% of the outstanding Common Stock of the Issuer. Of these shares, G. Zachary Gund has sole power to vote and sole power to dispose of 312,666 shares of Common Stock by virtue of his individual ownership of such shares and may be deemed to have shared power to vote and shared power to dispose of 1,184,973 shares by virtue of his position as co-trustee for certain trusts as indicated below:

Gordon Gund G. Zachary Gund Generation Skipping Trust (Mr. G. Zachary Gund serves as co-trustee with Theodore W. Baker and Rebecca H. Dent)	601,973
G. Zachary Gund Descendants Trust (Mr. G. Zachary Gund serves as co-trustee with Rebecca H. Dent)	580,000
Georgia Swift Gund Gift Trust (Mr. G. Zachary Gund serves as co-trustee with Rebecca H. Dent)	3,000

Gordon Gund may be deemed to have beneficial ownership of 2,246,509 shares of Common Stock, which constitutes 2.8% of the outstanding Common Stock of the Issuer. Of these shares, Gordon Gund, as sole manager of Gund CLAT Investments, LLC, has sole power to vote and sole power to dispose of 1,004,509 shares of Common Stock and may be deemed to have shared power to vote and shared power to dispose of 1,242,000 shares of Common stock by virtue of his position as co-trustee with Llura L. Gund for certain trusts as indicated below.

Dionis Trust (Mr. Gund serves as co-trustee with Llura L. Gund)	1,020,000
Gordon and Llura Gund Foundation (Mr. Gund serves as co-trustee with Llura L. Gund)	222,000

In addition, he may be deemed to have beneficial ownership of 1,098,000 shares beneficially owned by Llura L. Gund, his spouse, which represent 1.4% of the outstanding Common Stock of the Issuer. He disclaims beneficial ownership of these shares.

Theodore W. Baker, may be deemed to have shared power to vote and shared power to dispose of 606,473 shares of Common Stock as co-trustee with Grant Gund and Rebecca H. Dent for the Gordon Gund Grant Gund Generation Skipping Trust and 601,973 shares of Common Stock as co-trustee with G. Zachary Gund and Rebecca H. Dent for the Gordon Gund G. Zachary Gund Generation Skipping Trust for an aggregate beneficial ownership of 1,208,446 shares of Common Stock, which constitutes 1.5% of the outstanding Common Stock of the Issuer.

Rebecca H. Dent may be deemed to have shared power to vote and shared power to dispose of an aggregate of 2,212,746 shares of Common Stock, which constitutes 2.8% of the outstanding Common Stock of the Issuer, by virtue of her position as co-trustee for certain trusts as indicated below:

Gordon Gund Grant Gund Generation Skipping Trust (Ms. Dent serves as co-trustee with Grant Gund and Theodore W. Baker)	606,473
Gordon Gund G. Zachary Gund Generation Skipping Trust (Ms. Dent serves as co-trustee with G. Zachary Gund and Theodore W. Baker)	601,973
Llura Blair Gund Gift Trust (Ms. Dent serves as co-trustee with Grant Gund)	118,300
Grant Owen Gund Gift Trust (Ms. Dent serves as co-trustee with Grant Gund)	118,000
Kelsey Laidlaw Gund Gift Trust (Ms. Dent serves as co-trustee with Grand Gund)	185,000
Georgia Swift Gund Gift Trust (Ms. Dent serves as co-trustee with G. Zachary Gund)	3,000
G. Zachary Gund Descendants Trust (Ms. Dent serves as co-trustee with G. Zachary Gund)	580,000

Gail Barrows, may be deemed to have shared power to vote and shared power to dispose of 36,000 shares of Common Stock as co-trustee with Llura L. Gund for the Anna Barrows Beakey 1998 Trust and 43,500 shares of Common Stock as co-trustee with Llura L. Gund for the Katharine Barrows Dadagian 1998 Trust, for an aggregate beneficial ownership of 79,500 shares of Common Stock, which constitutes 0.1% of the outstanding Common Stock of the Issuer.

Item 10. Certifications. (See Instructions)

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2018

/s/ Catherine Bird
Name: Catherine Bird
For Herself and as Attorney-in-Fact for the
Reporting Persons

* The Power of Attorney authorizing Catherine Bird to act on behalf of the Reporting Persons was attached to the Schedule 13G as Exhibit A.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).