

ALIGN TECHNOLOGY INC
Form SC 13G/A
February 11, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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. 12)

Align Technology, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

016255101

(CUSIP Number)

December 31, 2018

(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).

CUSIP NO. 016255101

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1 NAME OF REPORTING PERSONS

Llura L. Gund, individually and as trustee for the Dionis 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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 140,000
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,274,045
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 140,000
8 SHARED DISPOSITIVE POWER

WITH

1,274,045

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,414,045

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

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

1.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 016255101

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1 NAME 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, the Kelsey Laidlaw Gund Gift Trust and the Grant Gund Descendants Trust and as sole manager of OLK Investments LLC and OLK Brookfield LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 476,228
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 887,775
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 476,228
8 SHARED DISPOSITIVE POWER

WITH

887,775

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,364,003

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

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

1.7%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 016255101

13G/A

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1 NAME 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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 287,666
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,059,973
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 287,666
8 SHARED DISPOSITIVE POWER

WITH

1,059,973

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,347,639

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

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

1.7%

12 TYPE OF REPORTING PERSON

IN

1 NAME 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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 900,942
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,196,045
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 900,942
8 SHARED DISPOSITIVE POWER

WITH

1,196,045

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,096,987

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

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

2.6%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 016255101

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1 NAME 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

(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 1,168,446
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

1,168,446

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,168,446

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

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

1.5%

12 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSONS

Rebecca H. Dent, as trustee for the Grant Gund Trust, the G. Zachary Gund Trust, 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, the G. Zachary Gund Descendants Trust and the Grant Gund Descendants Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 928,000
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,947,748
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 928,000
8 SHARED DISPOSITIVE POWER

WITH

1,947,748

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,875,748

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

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

3.6%

12 TYPE OF REPORTING PERSON

IN

1 NAME 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

(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 78,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

78,000
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,000
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

0.1%

12 TYPE OF REPORTING PERSON

IN

This Amendment No. 12 (Amendment No. 12) 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, the Amendment No. 10 filed on February 9, 2017 and the Amendment No. 11 filed on February 8, 2018 (as so amended, the Schedule 13G). Capitalized terms used but not defined in this Amendment No. 12 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 5,954,629 shares of Common Stock or 7.4% of the outstanding Common Stock of the Issuer based on 79,984,381 shares outstanding as of October 26, 2018 as reported in the Quarterly Report on Form 10-Q of the Issuer for the period ended September 30, 2018. 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 5,954,629 shares of Common Stock, which represents 7.4% of the outstanding Common Stock of the Issuer.

Llura L. Gund may be deemed to have beneficial ownership in the aggregate of 1,414,045 shares of Common Stock, which constitutes 1.8% 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 140,000 shares of Common Stock by virtue of her individual ownership of such shares and may be deemed to have shared power to vote and shared power to dispose of 1,274,045 shares of Common Stock by virtue of her position as co-trustee of certain trusts as listed below:

Dionis Trust (Ms. Gund serves as co-trustee with Gordon Gund)	920,000
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)	42,000
Gordon and Llura Gund Foundation (Ms. Gund serves as co-trustee with Gordon Gund)	276,045

In addition, Llura L. Gund may be deemed to have beneficial ownership of 900,942 shares beneficially owned by her spouse, Gordon Gund, as sole manager of Gund CLAT Investments, LLC, which represent 1.1% 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 1,364,003 shares of Common Stock, which constitutes 1.7% of the outstanding Common Stock of the Issuer. Of these shares, Grant Gund has sole power to vote and sole power to dispose of an aggregate of 476,228 shares of Common Stock by virtue of his individual ownership of 253,166 shares and his position as the sole manager of certain entities listed below and may be deemed to have shared power to vote and shared power to dispose of 887,775 shares of Common Stock by virtue of his position as co-trustee of certain trusts as listed below:

OLK Investments LLC (Mr. Grant Gund serves as sole manager)	197,562
OLK Brookfield LLC (Mr. Grant Gund serves as sole manager)	25,500
Gordon Gund Grant Gund Generation Skipping Trust (Mr. Grant Gund serves as co-trustee with Theodore W. Baker and Rebecca H. Dent)	591,473
Llura Blair Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	50,449
Grant Owen Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	50,150
Kelsey Laidlaw Gund Gift Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	55,496
Grant Gund Descendants Trust (Mr. Grant Gund serves as co-trustee with Rebecca H. Dent)	140,207

G. Zachary Gund may be deemed to have beneficial ownership in the aggregate of 1,347,639 shares of Common Stock, which constitutes 1.7% 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 287,666 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 1,059,973 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)	576,973
G. Zachary Gund Descendants Trust (Mr. G. Zachary Gund serves as co-trustee with Rebecca H. Dent)	480,000
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 2,096,987 shares of Common Stock, which constitutes 2.6% 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 900,942 shares of Common Stock and may be deemed to have shared power to vote and shared power to dispose of 1,196,045 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)	920,000
	276,045

Gordon and Llura Gund Foundation (Mr. Gund serves as co-trustee
with Llura L. Gund)

In addition, he may be deemed to have beneficial ownership of 140,000 shares beneficially owned by Llura L. Gund, his spouse, which represent 0.2% 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 591,473 shares of Common Stock as co-trustee with Grant Gund and Rebecca H. Dent for the Gordon Gund Grant Gund Generation Skipping Trust and 576,973 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 1,168,446 shares of Common Stock, which constitutes 1.5% of the outstanding Common Stock of the Issuer.

Rebecca H. Dent may be deemed to have beneficial ownership in the aggregate of 2,875,748 shares of Common Stock, which constitutes 3.6% of the outstanding Common Stock of the Issuer. Of these shares, Rebecca H. Dent has sole power to vote and sole power to dispose of an aggregate of 928,000 shares of Common Stock by virtue of 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 an aggregate of 1,947,748 shares of Common Stock by virtue of her position as co-trustee for certain trusts as indicated below:

Gordon Gund	Grant Gund Trust (Ms. Dent serves as sole trustee)	470,001
Gordon Gund	G. Zachary Gund Trust (Ms. Dent serves as sole trustee)	457,999
Gordon Gund	Grant Gund Generation Skipping Trust (Ms. Dent serves as co-trustee with Grant Gund and Theodore W. Baker)	591,473
Gordon Gund	G. Zachary Gund Generation Skipping Trust (Ms. Dent serves as co-trustee with G. Zachary Gund and Theodore W. Baker)	576,973
Llura Blair Gund	Gift Trust (Ms. Dent serves as co-trustee with Grant Gund)	50,449
Grant Owen Gund	Gift Trust (Ms. Dent serves as co-trustee with Grant Gund)	50,150
Kelsey Laidlaw Gund	Gift Trust (Ms. Dent serves as co-trustee with Grand Gund)	55,496
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)	480,000
Grant Gund	Descendants Trust (Ms. Dent serves as co-trustee with Grant Gund)	140,207

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 42,000 shares of Common Stock as co-trustee with Llura L. Gund for the Katharine Barrows Dadagian 1998 Trust, for an aggregate beneficial ownership of 78,000 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.

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.

Dated: February 11, 2019

By: /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).