SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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*       2. Date of Event Requiring Statement (Month/Day/Year)         09/22/2009		ent 🚺	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ALIGN TECHNOLOGY INC</u> [ ALGN ]				
(Last) (First) (Middle) 2099 PENNSYLVANIA AVENUE, NW			4. Relationship of Reporting Perso (Check all applicable) Director X			5. If Amendment, Date of Original Filed (Month/Day/Year)	
12TH FLOOR (Street)			Officer (give title below)	Other (spe below)		pplicable Line)	t/Group Filing (Check y One Reporting Person
WASHINGTON DC 20006						Form filed b Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock			8,437,132 <sup>(1)</sup>	D			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securit	ty (Instr. 4) Conve or Exe		se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. On August 16, 2009, the Reporting Person entered into a Stock Purchase Agreement with the Issuer in connection with the settlement of certain litigation pursuant to which the Issuer would grant to the Reporting Person at no additional cost 7,586,489 fully paid and nonassessable shares of Issuer common stock (the "Shares"). With respect to the Shares, 5,561,489 were issued to the Reporting Person on August 17, 2009, and the balance of 2,025,000 (the "Second Tranche Shares") are to be issued to the Reporting Person upon receipt of clearance under the Hart-Scott-Rodino Antitrust Improvements Act, as amended (the "HSR Act") and fulfillment of certain other conditions. The waiting period under the HSR Act expired at 11:59 p.m. (EDT) on September 21, 2009. On September 22, 2009 the Issuer issued the Second Tranche Shares to the Reporting Person.

**Remarks:** 

## James F. O'Reilly, Associate General Counsel and Secretary

09/22/2009

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.