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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 26, 2006

ALIGN TECHNOLOGY, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation)

0-32259

94-3267295

-----  
(Commission File Number)

-----  
(IRS Employer Identification No.)

881 Martin Avenue, Santa Clara, California

95050

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

(408) 470-1000

-----  
(Registrant's Telephone Number, Including Area Code)

Not applicable

-----  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 26, 2006, Align Technology, Inc. ("Align") is issuing a press release and holding a conference call regarding its financial results for its second quarter ended June 30, 2006. The full text of the press release is furnished as Exhibit 99.1 to this Form 8-K.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Align is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of non-GAAP financial measures contained in the attached press release to the comparable GAAP financial measures is contained in the attached press release and a reconciliation of these and certain other non-GAAP financial information provided on the conference call is contained on the Investor Relations section of our website at [investor.aligntech.com](http://investor.aligntech.com).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

EXHIBIT NO. DESCRIPTION



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 26, 2006

ALIGN TECHNOLOGY, INC.

By: /s/ Eldon M. Bullington

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Eldon M. Bullington  
Vice President of Finance and  
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated July 26, 2006 for Align Technology, Inc.

## ALIGN TECHNOLOGY, INC. REPORTS Q2 2006 REVENUES OF \$53.2 MILLION

SANTA CLARA, Calif., July 26 /PRNewswire-FirstCall/ -- Align Technology, Inc. (Nasdaq: ALGN), the inventor of Invisalign(R), a proprietary method of straightening teeth without wires and brackets, today reported financial results for the second quarter of 2006. Total revenues for the second quarter of 2006 were \$53.2 million, compared to \$53.9 million in the second quarter of 2005, a decrease of 1.3 percent.

"We are pleased with our steady progress and results in the second quarter of 2006," stated Thomas M. Prescott, Align Technology's President and CEO. "We continue to develop the Invisalign system, along with the technology and service offerings that will allow us to become a greater part of our customers' practices in the future."

The net loss for the second quarter of 2006, as reported on a GAAP basis, was \$2.6 million, or loss per share of \$0.04. This compares to GAAP net profit of \$538 thousand for the second quarter of 2005, or EPS of \$0.01.

The non-GAAP net loss for the second quarter of 2006 was \$344 thousand, or non-GAAP loss per share of \$0.01. This compares to non-GAAP net profit of \$538 thousand for the second quarter of 2005, or EPS of \$0.01. The reconciliation of the GAAP to non-GAAP measurements for net loss for the second quarter of 2006 is set forth below within Align Technology's financial statements.

As of June 30, 2006, Align had \$69.9 million in cash, cash equivalents, marketable securities, and restricted cash, compared to \$74.4 million as of December 31, 2005.

#### Align Webcast and Conference Call

Align Technology will host a webcast and conference call today, July 26, 2006 at 8:45 a.m. EDT, 5:45 a.m. PDT, to review the second quarter of 2006 results and discuss future operating trends and guidance. To access the webcast, click on "Webcasts & Presentations" on Align Technology's Investor Relations web site at <http://investor.aligntech.com>. To access the conference call, please dial 201-689-8341 approximately fifteen minutes prior to the start of the call. If you are unable to listen to the call, an archived web cast will be available beginning approximately one hour after the call's conclusion and will remain available through 5:30 p.m. EDT on July 25, 2007. Additionally, a telephonic replay of the call can be accessed by dialing 877-660-6853 with account number 292 followed by # and conference number 199386 followed by #. The replay may be accessed from international locations by dialing 201-612-7415 and using the same account and conference numbers referenced above. The telephonic replay will be available through 5:30 p.m. EDT on August 9, 2006.

#### About Align Technology, Inc.

Align Technology designs, manufactures and markets Invisalign, a proprietary method for treating malocclusion, or the misalignment of teeth. Invisalign corrects malocclusion using a series of clear, nearly invisible, removable appliances that gently move teeth to a desired final position. Because it does not rely on the use of metal or ceramic brackets and wires, Invisalign significantly reduces the aesthetic and other limitations associated with braces. Invisalign is appropriate for treating adults and older teens. Align Technology was founded in April 1997 and received FDA clearance to market Invisalign in 1998.

To learn more about Invisalign or to find a certified Invisalign doctor in your area, please visit [www.invisalign.com](http://www.invisalign.com) or call 1-800-INVISIBLE.

#### Forward-Looking Statement

This news release contains forward-looking statements, including statements regarding Align's focus on developing the Invisalign system and the technology and service offerings that Align expects will allow it to become a greater part of its customers' practices. Forward-looking statements contained in this news release relating to expectations about future events or results are based upon information available to Align as of the date hereof. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. As a result, actual results may differ materially and adversely from those expressed in any forward-looking statement. Factors that might cause such a difference include, but are not limited to, risks relating to Align's ability to sustain or increase profitability or revenue growth in future periods while controlling expenses, including expenses related to the OrthoClear litigation, customer demand for Invisalign, acceptance of Invisalign by consumers and dental professionals, Align's third party manufacturing processes and personnel, foreign operational, political and other risks relating to Align's international manufacturing operations, Align's ability to protect its intellectual property rights, competition from manufacturers of traditional braces and new competitors, such as OrthoClear, Align's ability to develop and successfully introduce new products, and the loss of key personnel, including members of its direct sales force. These and other risks are detailed from time to time in Align's periodic

reports filed with the Securities and Exchange Commission, including, but not limited to, its Annual Report on Form 10-K for the fiscal year ended December 31, 2005, which was filed with the Securities and Exchange Commission on March 1, 2006, and its Quarterly Reports on Form 10-Q. Align undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

ALIGN TECHNOLOGY, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

(in thousands, except per share data)	Three Months Ended		Six Months Ended	
	June 30, 2006	June 30, 2005	June 30, 2006	June 30, 2005
Revenues	\$ 53,221	\$ 53,940	\$ 102,129	\$ 105,095
Cost of revenues	16,492	16,620	30,789	32,098
Gross profit	36,729	37,320	71,340	72,997
Operating expenses:				
Sales and marketing	20,641	21,049	40,707	40,183
General and administrative	15,354	9,723	30,418	19,234
Research and development	4,025	5,355	8,719	10,258
Total operating expenses	40,020	36,127	79,844	69,675
Profit (Loss) from operations	(3,291)	1,193	(8,504)	3,322
Interest and other income (expense), net	841	(238)	1,539	(298)
Provision for income taxes	(160)	(417)	(409)	(623)
Net profit (loss)	\$ (2,610)	\$ 538	\$ (7,374)	\$ 2,401
Net profit (loss) per share				
- basic	\$ (0.04)	\$ 0.01	\$ (0.12)	\$ 0.04
- diluted	\$ (0.04)	\$ 0.01	\$ (0.12)	\$ 0.04
Shares used in computing net profit (loss) per share				
- basic	62,966	61,484	62,743	61,367
- diluted	62,966	62,953	62,743	62,939

ALIGN TECHNOLOGY, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(unaudited)

(in thousands)	June 30, 2006	December 31, 2005
----- ASSETS		
Current assets:		
Cash and cash equivalents	\$ 57,486	\$ 74,219
Restricted cash	159	150
Marketable securities, short-term	12,268	--
Accounts receivable, net	32,790	29,305
Inventories, net	2,733	2,930
Other current assets	6,487	4,982
Total current assets	111,923	111,586
Property and equipment, net	26,610	26,427
Other long-term assets	3,224	4,097
Total assets	\$ 141,757	\$ 142,110
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 4,813	\$ 2,489
Accrued liabilities	26,600	29,372
Deferred revenue	13,250	16,747
Total current liabilities	44,663	48,608
Other long term liabilities	379	64
Total liabilities	45,042	48,672
Total stockholders' equity	96,715	93,438
Total liabilities and stockholders' equity	\$ 141,757	\$ 142,110

ALIGN TECHNOLOGY, INC.  
NON-GAAP CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

Use of Non-GAAP Financial Information

To supplement our condensed consolidated financial statements presented on a GAAP basis, we use non-GAAP measures of gross profit, profit (loss) from operations, net profit (loss) and certain expenses (including sales and marketing, general and administrative and research and development), which exclude stock-based compensation to allow for a better comparison of results in the current period to those in prior periods that did not include FAS 123(R) stock-based compensation. We believe the non-GAAP measures that exclude stock-based compensation enhance the comparability of results against prior periods. In addition, we use these non-GAAP financial measures for internal management purposes, when publicly providing our business outlook and as a means to evaluate period-to-period comparisons. These non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, financial measures prepared in accordance with GAAP.

(in thousands, except per share data)	Three Months Ended June 30, 2006			Three Months Ended June 30, 2005		
	Reported	Adjust- ments(a)	Non GAAP	Reported	Adjust- ments(a)	Non GAAP
Revenues	\$ 53,221	\$ --	\$ 53,221	\$ 53,940	\$ --	\$ 53,940
Cost of revenues	16,492	(181)	16,311	16,620	--	16,620
Gross profit	36,729	181	36,910	37,320	--	37,320
Operating expenses:						
Sales and marketing	20,641	(732)	19,909	21,049	--	21,049
General and administrative	15,354	(1,029)	14,325	9,723	--	9,723
Research and development	4,025	(324)	3,701	5,355	--	5,355
Total operating expenses	40,020	(2,085)	37,935	36,127	--	36,127
Profit (Loss) from operations	(3,291)	2,266	(1,025)	1,193	--	1,193
Interest and other income (expense), net	841	--	841	(238)	--	(238)
Provision for income taxes	(160)	--	(160)	(417)	--	(417)
Net profit (loss)	\$ (2,610)	\$ 2,266	\$ (344)	\$ 538	\$ --	\$ 538
Net profit (loss) per share						
- basic	\$ (0.04)		\$ (0.01)	\$ 0.01		\$ 0.01
- diluted	\$ (0.04)		\$ (0.01)	\$ 0.01		\$ 0.01
Shares used in computing net profit (loss) per share						
- basic	62,966		62,966	61,484		61,484
- diluted	62,966		62,966	62,953		62,953

(a) Non cash stock-based compensation included in cost of sales and operating expenses.



ALIGN TECHNOLOGY, INC.  
NON-GAAP CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

Use of Non-GAAP Financial Information

To supplement our condensed consolidated financial statements presented on a GAAP basis, we use non-GAAP measures of gross profit, profit (loss) from operations, net profit (loss) and certain expenses (including sales and marketing, general and administrative and research and development), which exclude stock-based compensation to allow for a better comparison of results in the current period to those in prior periods that did not include FAS 123(R) stock-based compensation. We believe the non-GAAP measures that exclude stock-based compensation enhance the comparability of results against prior periods. In addition, we use these non-GAAP financial measures for internal management purposes, when publicly providing our business outlook and as a means to evaluate period-to-period comparisons. These non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, financial measures prepared in accordance with GAAP.

(in thousands, except per share data)	Six Months Ended June 30, 2006			Six Months Ended June 30, 2005		
	Reported	Adjustments(a)	Non GAAP	Reported	Adjustments(a)	Non GAAP
Revenues	\$ 102,129	\$ --	\$ 102,129	\$ 105,095	\$ --	\$ 105,095
Cost of revenues	30,789	(329)	30,460	32,098	--	32,098
Gross profit	71,340	329	71,669	72,997	--	72,997
Operating expenses:						
Sales and marketing	40,707	(1,411)	39,296	40,183	(6)	40,177
General and administrative	30,418	(2,117)	28,301	19,234	(6)	19,228
Research and development	8,719	(614)	8,105	10,258	--	10,258
Total operating expenses	79,844	(4,142)	75,702	69,675	(12)	69,663
Profit (Loss) from operations	(8,504)	4,471	(4,033)	3,322	12	3,334
Interest and other income (expense), net	1,539	--	1,539	(298)	--	(298)
Provision for income taxes	(409)	--	(409)	(623)	--	(623)
Net profit (loss)	\$ (7,374)	\$ 4,471	\$ (2,903)	\$ 2,401	\$ 12	\$ 2,413
Net profit (loss) per share						
- basic	\$ (0.12)		\$ (0.05)	\$ 0.04		\$ 0.04
- diluted	\$ (0.12)		\$ (0.05)	\$ 0.04		\$ 0.04
Shares used in computing net profit(loss) per share						
- basic	62,743		62,743	61,367		61,367
- diluted	62,743		62,743	62,939		62,939

(a) Non cash stock-based compensation included in cost of sales and operating expenses

ALIGN TECHNOLOGY, INC.  
FACT SHEET

The following information highlights business metrics for Align's second quarter of 2006. For prior quarter information, please refer to the Investor Relations website at <http://investor.aligntech.com>.

(rounded to the nearest hundred, except in utilization)

Cases Delivered	2Q 2006
U.S. Orthodontists - Full	10,400
U.S. Orthodontists - Invisalign Express	3,700
U.S. GP dentists - Full	13,000
U.S. GP dentists - Invisalign Express	6,500
International - Full	4,800
International - Invisalign Express	200
Total Cases Delivered	38,700

Doctors Trained	2Q 2006	Cumulative Total
U.S. Orthodontists	--	7,900
U.S. GP dentists	1,000	19,900
International	300	10,200
Total Doctors Trained	1,300	38,000

Total Submitting Doctors	2Q 2006
U.S. Orthodontists	2,900
U.S. GP dentists	7,800
International	1,800
Total Submitting Doctors	12,500

Doctor Utilization*	2Q 2006
U.S. Orthodontists	4.95
U.S. GP dentists	2.58
International	2.86

\* Doctor Utilization = # of cases / # of doctors cases are shipped to

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SOURCE Align Technology, Inc.

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(ALGN)