

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) **April 29, 2011**

Align Technology

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-32259
(Commission File Number)

94-3267295
(IRS Employer Identification No.)

2560 Orchard Parkway, San Jose, California
(Address of principal executive offices)

95131
(Zip Code)

Registrant's telephone number, including area code: **(408) 470-1000**

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:

- 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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On April 29, 2011, Align Technology, Inc. ("Align") completed the previously announced acquisition of Cadent Holdings, Inc. ("Cadent") pursuant to the Agreement and Plan of Merger (the "Merger Agreement") announced by Align on March 29, 2011. Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, Align acquired Cadent by means of a merger of Cadent with a wholly owned subsidiary of Align, with Cadent continuing as the surviving corporation and a wholly owned subsidiary of Align (the "Merger").

As a result of the Merger, and without any action on the part of any holder of any shares of Cadent capital stock, each share of Cadent capital stock outstanding immediately prior to the closing of the Merger was converted into a right to receive a cash payment determined in accordance with the liquidation provisions of Cadent's certificate of incorporation. All vested and unvested Cadent stock options were cancelled without consideration. All warrants to purchase Cadent capital stock, to the extent not exercised prior to the closing of the Merger, were cancelled in consideration for the right to receive an amount in cash for each share of Cadent capital stock that could have been purchased under such warrant equal to the difference between the per share consideration that such class of Cadent capital stock was entitled to receive in the Merger and the per share exercise price of such warrant.

The total merger consideration used to determine the price per share payable in cash for outstanding Cadent capital stock was an amount equal to approximately \$177.4 million, which is an amount equal to \$190.0 million (i) minus the estimated amount of any unpaid Cadent transaction expenses incurred in connection with the Merger as of the closing of the Merger or expected to be incurred after the closing of the Merger and (ii) minus certain amounts that were paid by Align to Cadent prior to the execution of the Merger Agreement. In addition to the adjustments described in (i) and (ii) above, the \$190.0 million was also adjusted, on a dollar-for-dollar basis downwards, based on the extent to which Cadent's aggregate indebtedness, net of cash, was greater than zero. Approximately \$26.5 million of the total merger consideration otherwise payable in the Merger to holders of Cadent capital stock is being held in escrow as security for indemnification claims under the Merger Agreement and for the payment of the expenses of Shareholder Representative Services LLC, which was appointed as the securityholder representative for purposes of escrow and indemnification matters as set forth in the Merger Agreement.

The foregoing description of the transactions consummated pursuant to the Merger Agreement is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to Align's Current Report on Form 8-K filed on April 1, 2011 and is incorporated herein by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses to be acquired.

Any financial statements will be filed by amendment to this Current Report on Form 8-K within seventy-one (71) calendar days from the date that this Current Report on Form 8-K must be filed.

(b) Pro form financial information.

Any pro forma financial information will be filed by amendment to this Current Report on Form 8-K within seventy-one (71) calendar days from the date that this Current Report on Form 8-K must be filed.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of March 29, 2011, by and among Align Technology, Inc., Bliss Acquisition Corporation, Cadent Holdings, Inc., U.S. Bank National Association as escrow agent and Shareholder Representative Services LLC as securityholder representative (incorporated by reference to Align's Current Report on Form 8-K filed on April 1, 2011).
99.1	Press Release dated May 2, 2011.

SIGNATURE

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.

Align Technology

(Registrant)

/s/ **ROGER E. GEORGE**

May 2, 2011

(Date)

Roger E. George
*Vice President, Legal & Corporate Affairs,
General Counsel and Corporate Secretary*

EXHIBIT INDEX

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99.1	Press Release dated May 2, 2011.

Align Technology Completes Acquisition of Intra-Oral Scanning Leader Cadent

SAN JOSE, Calif., May 2, 2011 (GLOBE NEWSWIRE) -- Align Technology, Inc. (Nasdaq:ALGN) today announced that it has completed the acquisition of privately-held Cadent Holdings, Inc. (Cadent), a leading provider of 3D digital scanning solutions for orthodontics and dentistry, and makers of the iTero™ and OrthoCAD® iOC™ scanning systems.

The acquisition of Cadent positions Align as a leader in one of the best growth opportunities in dentistry and medical devices today. Intra-oral scanning is a critical part of enabling new digital technologies and procedures in dental practices including CAD/CAM for restorative dentistry or in-office restorations. Cadent strengthens Align's ability to drive adoption of Invisalign by integrating Invisalign treatment more fully with mainstream chair-side tools and procedures in doctors' practices. The combination of the two companies will help accelerate the use of intra-oral scanning in the dental industry by leveraging Align's global sales reach, extensive professional and consumer marketing capabilities, and base of over 55 thousand ClinCheck® software users.

"Align is committed to supporting and building on the technology and products that have made Cadent one of the emerging leaders in intra-oral scanning. That commitment includes continued support of an open system approach that gives doctors and laboratories maximum flexibility, and continued investment in tools that aid and improve restorative, implant, and orthodontic procedures," said Thomas M. Prescott, Align Technology president and chief executive officer. "We will continue to invest in Cadent products and look forward to combining our technology and expertise with Cadent's to deliver innovative new tools to our customers."

Cadent president and chief executive officer, Timothy Mack, has been appointed senior vice president of business development, reporting directly to Mr. Prescott. Mr. Mack is responsible for creating and developing business partnerships in dentistry and extending Align's technology with distributors and lab partners.

Align plans to maintain all Cadent products and services which includes the iTero digital impression system, OrthoCAD iOC orthodontic digital impression system, OrthoCAD iCast™, OrthoCAD iQ™, and OrthoCAD iRecord™. As part of an ongoing program to evaluate interoperability of intra-oral scanning systems for future use with Invisalign treatment, Align is in final interoperability beta tests with Cadent's intra-oral scanning systems and continues to expect to announce interoperability in the second quarter of 2011.

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 teens. Align Technology was founded in March 1997 and received FDA clearance to market Invisalign in 1998. The Invisalign product family includes Invisalign, Invisalign Teen, Invisalign Assist, Invisalign Express, and Vivera Retainers.

To learn more about Invisalign or to find an Invisalign trained doctor in your area, please visit www.invisalign.com.

Cadent Holdings, Inc. is a subsidiary of Align Technology and is a leading provider of 3D digital scanning solutions for orthodontics and dentistry. The Cadent family of products includes iTero and OrthoCAD iOC scanning systems, OrthoCADiCast, OrthoCAD iQ and OrthoCAD iRecord. For additional information, please visit www.cadentinc.com.

Forward-Looking Statement

This news release, contains forward-looking statements, including statements regarding the combination strengthening Align's ability to drive adoption, helping to accelerate the use of intra-oral scanning and creating a significant opportunity to create growth and build value, the industry trend of digital imaging solutions becoming more widely used in dental practices, and the expectations with regard to announcement of interoperability in the second quarter of 2011. 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 that Align does not successfully combine and integrate the business, operations and products of Cadent with those of Align in a timely and cost efficient manner, and risks that the anticipated financial and operating benefits of the transaction are not realized. 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, 2010, which was filed with the Securities and Exchange Commission on February 24, 2011. Align undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

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