

SMART Technologies Inc.  
Form 8-A12B/A  
May 12, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A/A**  
**Amendment No. 2**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**SMART Technologies Inc.**

**(Exact name of registrant as specified in its charter)**

**Alberta, Canada**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**3636 Research Road N.W.**

**98-0658457**  
**(I.R.S. Employer Identification No.)**

**T2L 1Y1**

**Calgary, Alberta**  
**(Address of principal executive offices)**

**(Postal code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class  
to be registered**  
Common Shares

**Name of each exchange on which  
each class is to be registered**  
The NASDAQ Stock Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-167738

Securities to be registered pursuant to Section 12(g) of the Act: None

## Explanatory Note

On May 6, 2016, the Registrant filed a Certificate of Amendment to its Articles of Incorporation to effect a share consolidation with respect to its authorized and outstanding Common Shares at a ratio of one Common Share for each ten Common Shares outstanding. The Common Shares began trading on a post-consolidation basis on May 12, 2016. The authorized capital stock of the Registrant consists of an unlimited number of Common Shares and Preferred Shares, no par value.

### Item 1. Description of Registrant's Securities to be Registered.

The following is a description of the material terms of the Common Shares of the Registrant. More detailed information regarding the Common Shares is set forth in (i) the Registrant's Articles of Incorporation, as amended, and its Amended and Restated By-laws, copies of which have been filed with the Securities and Exchange Commission (the Commission), as noted in Item 19 of the Registrant's Annual Report on Form 20-F for its fiscal year ended March 31, 2015, and (ii) the Certificate and Articles of Amendment with respect to an amendment of the Registrant's Articles of Incorporation, filed by the Registrant with the Commission on May 6, 2016 as Exhibit 99.2 to a Form 6-K.

- (1) **Dividends; Rights on Liquidation, Dissolution, or Winding-up.** The rights, privileges, restrictions and conditions attaching to the Common Shares are subject to and subordinate to the rights, privileges, restrictions and conditions attaching to any preferred shares that may be issued by the Registrant from time to time ( Preferred Shares ), and the Common Shares will rank pari passu, share for share, as to the right to receive dividends and to receive the remaining property and assets of the Registrant on liquidation, dissolution or winding-up. Subject to the rights of the holders of any then-outstanding Preferred Shares, holders of Common Shares are entitled to receive:
  - (a) such dividends as the Board of Directors of the Registrant determines, in an identical amount per share, at the same time and in the same form (whether in cash or other assets), and
  - (b) in the event of the liquidation, dissolution or winding-up of the Registrant, whether voluntary or involuntary, or any other distribution of assets of the Registrant among its shareholders for the purpose of winding up its affairs, the remaining property and assets of the Registrant, in an identical amount per share, at the same time and in the same form (whether in cash or other asset).
- (2) **Meetings and Voting.** Each holder of Common Shares is entitled to receive notice of, and to attend and vote at, all meetings of shareholders of the Registrant, except meetings at which only holders of another class or series have the right to vote. The Common Shares are entitled to one vote per share, and will not vote separately as a class on any matter except as provided in the Business Corporations Act (Alberta).
- (3) **Conversion.** The Common Shares cannot be converted into any other class of shares of the Registrant.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed herewith because no other securities of the Registrant are registered on The NASDAQ Stock Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 12, 2016

SMART TECHNOLOGIES INC.

By: /s/ Matt Sudak  
Matt Sudak, Vice President, Legal, General  
Counsel and Corporate Secretary