SHAH AJAY B
Form 4
September 01, 2011

FORM 4

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAH AJAY B

(Last) (First) (Middle)

4800 GREAT AMERICA PARKWAY, SUITE 400

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SMART Modular Technologies (WWH), Inc. [SMOD]

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	08/26/2011		D		717,921 (2)	D	$ 9.25 (2)	0	I	See Footnote (3)
Common Stock (1)	08/26/2011		D		10,397 (2)	D	$ 9.25 (2)	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the

SEC 1474 (9-02)

form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of Sh
Restricted Stock Unit	$ 0	08/26/2011		D			5,494	08/26/2011	08/26/2011	Common Stock (1)	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAH AJAY B 4800 GREAT AMERICA PARKWAY, SUITE 400 SANTA CLARA, CA 95054	X			

Signatures

/s/ Trevor A. Dutcher, attorney-in-fact for Ajay Shah	09/01/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) Also referred to as ordinary shares.

(2) Pursuant to the Agreement and Plan of Merger, dated as of April 26, 2011 (the "Merger Agreement"), by and among SMART Modular Technologies (WWH), Inc. (the "Company"), Saleen Holdings, Inc. ("Parent") and Saleen Acquisition, Inc., all ordinary shares were cancelled in exchange for the right to receive an amount per share in cash of $9.25. Pursuant to an agreement with Parent, the reporting person agreed to rollover ordinary shares into Parent shares based on such value of $9.25 per share.

(3) Represents shares of Common Stock held indirectly through trusts and partnerships over which the reporting person may be deemed to exercise voting or dispositive power.

(4) Represents Restricted Stock Units (RSUs) that immediately prior to the merger were accelerated and canceled in exchange for the right to receive an amount in cash equal to (i) the number of shares subject to such RSUs multiplied by (ii) $9.25, pursuant to the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.