

ALIGN TECHNOLOGY INC  
Form 10-K/A  
July 25, 2002

---

---

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

---

**FORM 10-K/A**

---

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

**For the fiscal year ended December 31, 2001**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission file number: 0-32259

**Align Technology, Inc.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**94-3267295**

(I.R.S. Employer Identification Number)

**851 Martin Avenue**  
**Santa Clara, California 95050**

(Address of Principal Executive Offices including Zip Code)

**(408) 470-1000**

(Registrant's Telephone Number, Including Area Code)

Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

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

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$0.0001 par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

The aggregate market value of voting stock held by non-affiliates of the registrant as of March 18, 2002 was \$238,192,119. This calculation does not reflect a determination that persons are affiliates for any other purpose.

On March 18, 2002, 48,119,620 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2001 annual stockholders' meeting to be held on May 16, 2002 are incorporated by reference into Part III of this annual report on Form 10-K.

---

---

Exhibit 10.16 attached to this Form 10-K/A is the subject of a Confidential Treatment Request by the registrant to the Securities and Exchange Commission ("SEC"). A redacted version of the Exhibit was originally filed with Align's Annual Report on Form 10-K on March 27, 2002 and is hereby amended in connection with comments received from the SEC. The Exclusive Marketing Agreement contained in this Exhibit was terminated by Align on April 9, 2002.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8- K.

(a) Financial Statement Schedules and Exhibits

1. Financial Statement Schedules

None.

2. Exhibits

Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

Exhibits submitted with the Annual Report on Form 10-K/A as filed with the Securities and Exchange Commission and those incorporated by reference to other filings are listed below.

Exhibit Number	Description of Document
3.1*	Amended and Restated Certificate of Incorporation of registrant.
3.2*	Amended and Restated Bylaws of registrant.
4.1*	Form of Specimen Common Stock Certificate.
10.1*	Amended and Restated Investors' Rights Agreement, among registrant and certain of its stockholders, dated September 16, 2000.
10.2*+	Employment Agreement between registrant and Stephen Bonelli, dated November 6, 2000.
10.3*	Lease and License Agreement by and between Pakistan Services Ltd. and registrant for its manufacturing space in Pakistan located at Pearl Continental, Pavilion 44, Lahore, Pakistan, dated March 4, 1999.
10.4*	Lease Agreement by and between James Lindsay and registrant, dated June 20, 2000, for office space located at 881 Martin Avenue, Santa Clara, CA.
10.5*	Sublease Agreement by and between GW Com, Inc. and registrant, dated July 2000, for office space located at 851 Martin Avenue, Santa Clara, CA.
10.6*	Lease Agreement by and between registrant and Saadia Kahwar Khan Chishti for manufacturing space in Pakistan located at the Bhallah House, Bhalla Stop, Multan Road, Lahore, Pakistan dated September 1, 2000.
10.7*	Shelter Services Agreement between registrant and Elamex, S.A. de C.V. dated February 16, 2000.
10.8*	Joint Development Agreement by and between registrant and 3D Systems dated September 9, 1999.
10.9*	Loan and Security Agreement by and between Comdisco Inc. and registrant, dated April 12, 1999.
10.10*	Secured Promissory Note Agreement by and between Comdisco Inc. and registrant, dated April 12, 2000.
10.11*	Warrant Agreement, dated April 12, 1999, by and between Comdisco and registrant.
10.12*	Warrant Agreement, dated January 7, 2000, by and between Comdisco and registrant.
10.13*+	Registrant's 2001 Stock Incentive Plan.
10.14*+	Registrant's Employee Stock Purchase Plan.

Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

- 10.15\* Form of Indemnification Agreement by and between registrant and its Board of Directors.
- 10.16^ Exclusive Marketing Agreement, dated October 18, 2001, by and between Discus Dental Impressions, Inc. and registrant
- 10.17\*\* Separation Agreement, dated August 16, 2001, between the registrant and Kenneth M. Vargha.
- 21.1\* Subsidiaries of the registrant.
- 23.1\*\* Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 24.1\*\* Power of Attorney (see signature page).

---

\* Incorporated herein by reference to the corresponding exhibit to Registrant's Form S-1, as amended, filed with the Securities and Exchange Commission on November 14, 2000 (File No. 333-49932).

\*\* Incorporated herein by reference to the corresponding exhibit to Registrant's Form 10-K filed with the Securities and Exchange Commission on March 27, 2002 (File No. 0-32259).

+ Management contract or compensatory plan or arrangement filed as an Exhibit to this form pursuant to Items 14(a) and 14(c) of Form 10-K.

^ Portions of this exhibit have been omitted pursuant to a request for confidential treatment. Such omitted confidential information has been designated by asterisks (\*\*\*\*\*) and has been filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, pursuant to an application for confidential treatment.

(b) Reports on Form 8-K

None.

---

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 25, 2002.

ALIGN TECHNOLOGY, INC.  
By: /s/ Thomas M. Prescott  
Thomas M. Prescott  
President and Chief Executive Officer

## Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas M. Prescott</u> Thomas M. Prescott	President, Chief Executive Officer and Director (Principal Executive Officer)	July 25, 2002
<u>/s/ Stephen Bonelli</u> Stephen Bonelli	Chief Financial Officer and Vice President, Finance (Principal Financial Officer and Principal Accounting Officer)	July 25, 2002
<u>                  *</u> Kelsey Wirth	Director	July 25, 2002
<u>                  *</u> Brian Dovey	Director	July 25, 2002
<u>                  *</u> Joseph Lacob	Director	July 25, 2002
<u>                  *</u> H. Kent Bowen	Director	July 25, 2002
* By: <u>/s/ Stephen Bonelli</u> Stephen Bonelli, Attorney-In-Fact	Chief Financial Officer and Vice President, Finance	July 25, 2002

---

### EXHIBIT INDEX

Exhibit Number	Description of Document
3.1*	Amended and Restated Certificate of Incorporation of registrant.
3.2*	Amended and Restated Bylaws of registrant.
4.1*	Form of Specimen Common Stock Certificate.
10.1*	Amended and Restated Investors' Rights Agreement, among registrant and certain of its stockholders, dated September 16, 2000.
10.2*+	Employment Agreement between registrant and Stephen Bonelli, dated November 6, 2000.

Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

- 10.3\* Lease and License Agreement by and between Pakistan Services Ltd. and registrant for its manufacturing space in Pakistan located at Pearl Continental, Pavilion 44, Lahore, Pakistan, dated March 4, 1999.
  - 10.4\* Lease Agreement by and between James Lindsay and registrant, dated June 20, 2000, for office space located at 881 Martin Avenue, Santa Clara, CA.
  - 10.5\* Sublease Agreement by and between GW Com, Inc. and registrant, dated July 2000, for office space located at 851 Martin Avenue, Santa Clara, CA.
  - 10.6\* Lease Agreement by and between registrant and Saadia Kahwar Khan Chishti for manufacturing space in Pakistan located at the Bhallah House, Bhalla Stop, Multan Road, Lahore, Pakistan dated September 1, 2000.
  - 10.7\* Shelter Services Agreement between registrant and Elamex, S.A. de C.V. dated February 16, 2000.
  - 10.8\* Joint Development Agreement by and between registrant and 3D Systems dated September 9, 1999.
  - 10.9\* Loan and Security Agreement by and between Comdisco Inc. and registrant, dated April 12, 1999.
  - 10.10\* Secured Promissory Note Agreement by and between Comdisco Inc. and registrant, dated April 12, 2000.
  - 10.11\* Warrant Agreement, dated April 12, 1999, by and between Comdisco and registrant.
  - 10.12\* Warrant Agreement, dated January 7, 2000, by and between Comdisco and registrant.
  - 10.13\*+ Registrant's 2001 Stock Incentive Plan.
  - 10.14\*+ Registrant's Employee Stock Purchase Plan.
  - 10.15\* Form of Indemnification Agreement by and between registrant and its Board of Directors.
  - 10.16^ Exclusive Marketing Agreement, dated October 18, 2001, by and between Discus Dental Impressions, Inc. and registrant
  - 10.17\*\* Separation Agreement, dated August 16, 2001, between the registrant and Kenneth M. Vargha.
  - 21.1\* Subsidiaries of the registrant.
  - 23.1\*\* Consent of PricewaterhouseCoopers LLP, Independent Accountants.
  - 24.1\*\* Power of Attorney (see signature page).
-

Edgar Filing: ALIGN TECHNOLOGY INC - Form 10-K/A

\* Incorporated herein by reference to the corresponding exhibit to Registrant's Form S-1, as amended, filed with the Securities and Exchange Commission on November 14, 2000 (File No. 333-49932).

\*\* Incorporated herein by reference to the corresponding exhibit to Registrant's Form 10-K filed with the Securities and Exchange Commission on March 27, 2002 (File No. 0-32259).

+ Management contract or compensatory plan or arrangement filed as an Exhibit to this form pursuant to Items 14(a) and 14(c) of Form 10-K.

^ Portions of this exhibit have been omitted pursuant to a request for confidential treatment. Such omitted confidential information has been designated by asterisks (\*\*\*\*\*) and has been filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, pursuant to an application for confidential treatment.