

SMART Technologies Inc.  
Form 40-F  
June 22, 2012

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 40-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934.

ANNUAL REPORT PURSUANT TO SECTION 13(a) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: March 31, 2012

Commission File Number: 001-34798

# SMART TECHNOLOGIES INC.

(Exact name of Registrant as specified in its charter)

Alberta, Canada  
(Province or other jurisdiction of)

3577  
(Primary Standard Industrial

Not applicable  
(I.R.S. Employer

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incorporation or organization)

Classification Code Number)  
3636 Research Road N.W.

Identification Number)

Calgary, Alberta Canada T2L 1Y1

(403) 245-0333

(Address and telephone number of Registrant's principal executive offices)

SMART Technologies Corporation

1655 North Fort Myer Dr., Suite 1120

Arlington, VA 22209

(866) 766-6927

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Class A Subordinate Voting Shares	NASDAQ Global Select Market
Class B Shares	Not Listed

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

For Annual Reports indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements



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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

There were 41,981,110 Class A Subordinate Voting Shares, 79,464,195 Class B Shares and no Preferred Shares outstanding as of March 31, 2012.

Indicate by check mark whether the Registrant filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, please indicate the filing number assigned to the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Exchange Act 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 filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

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**ANNUAL INFORMATION FORM; MANAGEMENT'S DISCUSSION AND ANALYSIS AND AUDITED**

**ANNUAL FINANCIAL STATEMENTS**

The Registrant's Annual Information Form for the year ended March 31, 2012 is attached hereto as Exhibit 99.1 (the Annual Information Form ), and is incorporated by reference herein. The Registrant's Management's Discussion and Analysis for the fiscal year ended March 31, 2012, is attached hereto as Exhibit 99.2 (the MD&A ) and is incorporated by reference herein. The Registrant's audited annual financial statements for the fiscal year ended March 31, 2012, together with the auditors reports thereon, are attached hereto as Exhibit 99.3 (the Financial Statements ), and are incorporated by reference herein.

**CERTIFICATIONS AND DISCLOSURE REGARDING CONTROLS AND PROCEDURES**

Certifications. See Exhibits 99.4, 99.5, 99.6, 99.7 and 99.8 to this Annual Report on Form 40-F.

Disclosure Controls and Procedures. The required disclosure is included in the section entitled "Disclosure Controls and Procedures and Internal Controls" "Disclosure Controls and Procedures" contained in the MD&A.

Management's Annual Report on Internal Control Over Financial Reporting and Attestation Report of the Registered Public Accounting Firm. The required disclosure is included in the section entitled "Disclosure Controls and Procedures & Internal Controls" "Management's Report on Internal Control Over Financial Reporting" contained in the MD&A. The attestation report of KPMG LLP ( "KPMG" ) is included in KPMG's report, dated May 17, 2012, to the shareholders of the Registrant, which is included in the Financial Statements.

Changes in Internal Control Over Financial Reporting. During the fiscal year ended March 31, 2012, there were no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

**NOTICES PURSUANT TO REGULATION BTR**

None.

**IDENTIFICATION OF THE AUDIT COMMITTEE**

The Registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the audit committee are: Michael J. Mueller, Robert C. Hagerty and David B. Sutcliffe.

**AUDIT COMMITTEE FINANCIAL EXPERT**

The board of directors of the Registrant has determined that Michael J. Mueller, a member of the Registrant's audit committee, qualifies as an audit committee financial expert for purposes of paragraph (8) of General Instruction B to Form 40-F. The board of directors has further determined that each of Michael J. Mueller, Robert C. Hagerty and David B. Sutcliffe is independent, as that term is defined by NASDAQ's corporate governance standards applicable to the Registrant. The Commission has indicated that the designation of Michael J. Mueller as an

audit committee financial expert does not make him an expert for any purpose, impose any duties, obligations or liabilities on him that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or affect the duties, obligations or liabilities of any other member of the audit committee or the board of directors.

#### **CODE OF ETHICS**

The registrant has adopted a Code of Conduct applicable to all directors and employees of the registrant. The Chief Executive Officer of the registrant ( CEO ) and all senior financial officers, including the Chief Financial Officer and principal accounting officer of the registrant, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Conduct, the registrant has adopted a code of ethics applicable to the CEO and senior financial officers. The full text of the Code of Conduct and the Code of Ethics is available on our website at [www.smarttech.com](http://www.smarttech.com).

#### **ADDITIONAL DISCLOSURE**

Certain disclosure regarding the corporate governance practices of the Registrant, including disclosure of principal accountant fees and services and pre-approval policies and procedures, is included in the Annual Information Form. Disclosure regarding the Registrant's contractual obligations and off-balance sheet arrangements is included in the MD&A.

#### **SUMMARY OF SIGNIFICANT DIFFERENCES FROM NASDAQ CORPORATE GOVERNANCE STANDARDS**

A summary of the significant ways in which our corporate governance practices differ from those required to be followed by U.S. domestic issuers under NASDAQ's corporate governance standards is available on the Registrant's website at [www.smarttech.com](http://www.smarttech.com).

**UNDERTAKING**

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 22, 2012

**SMART TECHNOLOGIES INC.**

By: */s/ G.A. (Drew) Fitch*  
Name: **G.A. (Drew) Fitch**  
Title: **Vice President, Finance and Chief Financial Officer**

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Annual Information Form for the year ended March 31, 2012.
99.2	Management's Discussion and Analysis.
99.3	Consolidated Financial Statements of SMART Technologies Inc., including the Auditors' Reports.
99.4	Consent of Independent Registered Public Accounting Firm.
99.5	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
99.6	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350
99.7	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
99.8	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
101	Interactive Data File