

U.S. SILICA HOLDINGS, INC.  
 Form 4  
 March 20, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
**WINKLER MICHAEL L**

2. Issuer Name and Ticker or Trading Symbol  
**U.S. SILICA HOLDINGS, INC. [SLCA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/18/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP, Chief Operating Officer**

**C/O U.S. SILICA HOLDINGS, INC., 8490 PROGRESS DRIVE**

(Street)

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

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

**FREDERICK, MD 21701**

(City) (State) (Zip)

**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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock <sup>(1)</sup>     | 03/18/2014                           |  | M                              | 25,409  | A   | \$ 10.33   | 38,285  | D |
| Common Stock <sup>(1)</sup>     | 03/18/2014                           |  | M                              | 38,826  | A   | \$ 16.9  | 77,111  | D |
| Common Stock <sup>(1)</sup>     | 03/18/2014                           |  | S                              | 64,235  | D   | \$ 37  | 12,876  | D |

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

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SEC 1474 (9-02)

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 10.33   | 03/18/2014                           |  | M                              | 25,409  | <sup>(2)</sup>   | 07/12/2021  | Common Stock               | 25,409 |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 16.9  | 03/18/2014                           |  | M                              | 38,826  | <sup>(2)</sup>   | 07/12/2021  | Common Stock               | 38,826 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| WINKLER MICHAEL L<br>C/O U.S. SILICA HOLDINGS, INC.<br>8490 PROGRESS DRIVE<br>FREDERICK, MD 21701 |               |           | VP, Chief Operating Officer |       |

## Signatures

Sean J. Klein, by Power of Attorney 03/20/2014

\*\*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) Exercise and Sale pursuant to 10b5-1 Plan.

(2) Option grant dated July 12, 2011, vesting in four equal installments on the anniversaries of the Grant Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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