

U.S. SILICA HOLDINGS, INC.  
 Form 4  
 March 18, 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 \*  
 Marshall Christine C

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)  
 03/14/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel & Corp Secy

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/14/2014 <sup>(1)</sup>            |  | M                              |   | 601   | A  | \$ 0 <sup>(1)</sup> 601           |
| Common Stock                    | 03/14/2014                           |  | F <sup>(2)</sup>               |   | 197   | D  | \$ 35.26 404                      |
| Common Stock <sup>(3)</sup>     | 03/18/2014                           |  | M                              |   | 12,500  | A  | \$ 14.65 12,904                   |
| Common Stock                    | 03/18/2014                           |  | S                              |   | 12,500  | D  | \$ 37 404                         |

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

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SEC 1474  
(9-02)

**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                      | Amount or Number of Shares |
| Restricted Stock Units                     | (4)  | 03/14/2014                           |  | M                              | 601   | (5)  | (5)   | Common Stock               | 601                        |
| Employee Stock Option (right to buy) (3)   | \$ 14.65   | 03/18/2014                           |  | M                              | 12,500  | (6)  | 11/15/2022  | Common Stock               | 12,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Marshall Christine C<br>C/O U.S. SILICA HOLDINGS, INC.<br>8490 PROGRESS DRIVE<br>FREDERICK, MD 21701 |               |           | General Counsel & Corp Secy |       |

## Signatures

Sean J. Klein, by Power of Attorney  
03/18/2014

\*\*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) Scheduled vesting of one-third of restricted stock units granted May 17, 2013.

(2) Tax withholding on vested restricted stock units.

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- (3) Option exercise and sale pursuant to 10b5-1 Plan.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.
- (5) Restricted Stock Units granted on May 17, 2013 and vesting in three equal installments each on March 14, 2014, March 14, 2015, and March 14, 2016.
- (6) Option grant dated November 15, 2012, 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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