

U.S. SILICA HOLDINGS, INC.
 Form 4
 February 14, 2017

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Operating Officer

(Last) (First) (Middle)
C/O U.S. SILICA HOLDINGS, INC., 8490 PROGRESS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2017

FREDERICK, MD 21701

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

(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 or Price (A) or (D) | | |
| Common Stock | 02/11/2017 | | M | | 1,433 A \$ 57.69 (1) | 20,281 | D |
| Common Stock | 02/11/2017 | | F(2) | | 534 D \$ 57.69 | 19,747 | D |
| Common Stock | 02/12/2017 | | M | | 2,871 A \$ 57.69 (3) | 22,618 | D |
| Common Stock | 02/12/2017 | | F(2) | | 919 D \$ 57.69 | 21,699 | D |

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

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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (4) | 02/11/2017 | | M | 1,433 | (5) (5) | Common Stock | 1,433 |
| Restricted Stock Units | (4) | 02/12/2017 | | M | 2,871 | (6) (6) | Common Stock | 2,871 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WINKLER MICHAEL L
C/O U.S. SILICA HOLDINGS, INC.
8490 PROGRESS DRIVE
FREDERICK, MD 21701

EVP & Chief Operating Officer

Signatures

/s/ Sean J. Klein by Power of Attorney

02/14/2017

**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 restricted stock units granted February 11, 2014.

(2) Tax withholding on vested restricted stock units.

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- (3) Scheduled vesting of restricted stock units granted February 12, 2015.
- (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 February 11, 2014 and vesting in three equal installments on the anniversary date of the grant.
- (6) Restricted Stock Units granted on February 12, 2015 and vesting in three 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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