

ASHE PRESCOTT

Form 4

February 08, 2012

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 *
 ASHE PRESCOTT

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)
 02/06/2012

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O GOLDEN GATE PRIVATE
 EQUITY, INC., ONE
 EMBARCADERO CENTER, 39TH
 FLOOR

(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

SAN FRANCISCO, CA 94111

(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 Ownership (Instr. 4)
Common Stock, par value \$0.01	02/06/2012		S	8,804,552	D \$ 15.81	41,176,471	I

See footnotes (1) (2)

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

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 (9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHE PRESCOTT C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111	X	X		

Signatures

/s/ Michele Luburich by Power of Attorney 02/08/2012

**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).

Mr. Ashe is a Managing Director of Golden Gate Capital, a private equity firm and sponsor of GGC USS Holdings, LLC ("Holdings"). Holdings is the direct beneficial owner of 41,176,471 shares of common stock of U.S. Silica Holdings, Inc. The shares beneficially owned directly by Holdings are beneficially owned indirectly by (a) Golden Gate Capital Opportunity Fund, L.P., (b) Golden Gate Capital Opportunity Fund-A, L.P., (c) GGCOF Third-Party Co-Invest, L.P. and (d) GGCOF Co-Invest, L.P. The shares indirectly held by the funds listed in clauses (a) through (c) are beneficially owned indirectly by their general partner, GGC Opportunity Fund Management, L.P. ("Management GP"), and the general partner of Management GP, GGC Opportunity Fund Management GP, Ltd. ("Ultimate GP"). (continued in footnote 2)

The shares indirectly held by the fund listed in clause (d) are beneficially owned indirectly by its general partner, GGCOF Co-Invest Management, L.P. ("GGCOF Management"), the general partner of GGCOF Management, Management GP, and the general partner of (2) Management GP, Ultimate GP. Ultimate GP has voting and dispositive authority over the shares held by Holdings and is governed by its board of directors. Mr. Ashe disclaims beneficial ownership of the shares held by Holdings, except to the extent of his pecuniary interest therein.

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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