

U.S. SILICA HOLDINGS, INC.
 Form 4
 February 13, 2015

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 *
 Yoxtheimer Adam

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)
 8490 PROGRESS DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Chief Admin Officer

FREDERICK, MD 21701

(City) (State) (Zip)

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

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	02/11/2015 ⁽¹⁾		M		765	A	\$ 0
Common Stock	02/11/2015		F ⁽²⁾		319	D	\$ 28.7

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	02/11/2015		M	765	(4) (4)	Common Stock 765
Employee Stock Option (Right to buy)	\$ 28.7	02/12/2015		A	3,083	(5) 02/12/2025	Common Stock 3,083
Restricted Stock Units	(3)	02/12/2015		A	1,233	(6) (6)	Common Stock 1,233

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yoxtheimer Adam 8490 PROGRESS DRIVE SUITE 300 FREDERICK, MD 21701			VP, Chief Admin Officer	

Signatures

/s/ Sean J. Klein by Power of Attorney
02/13/2015

__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.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.

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- (4) Restricted Stock Units granted on February 11, 2014 and vesting in three equal installments on the anniversary date of the grant.
- (5) Option grant dated February 12, 2015, vesting in three equal annual installments on the anniversaries of the grant date.
- (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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