

WINKLER MICHAEL L

Form 4

May 14, 2018

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

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

OMB APPROVAL

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(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)
C/O U.S. SILICA HOLDINGS,
INC., 8490 PROGRESS DRIVE,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2018

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

(Street)
FREDERICK, MD 21701

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	03/31/2018		M	13,109 A	45,559	D	
Common Stock	03/31/2018		F(2)	4,171 D	\$ 41,388 25.52	D	
Common Stock	04/01/2018		M	3,088 A	44,476	D	
Common Stock	04/01/2018		F(2)	1,216 D	\$ 43,260 25.52	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. 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	(4)	03/31/2018		M	13,109	(5) (5)	Common Stock	13,109
Restricted Stock Units	(4)	04/01/2018		M	3,088	(6) (6)	Common Stock	3,088

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, SUITE 300 FREDERICK, MD 21701	EVP & Chief Operating Officer

Signatures

/s/ Robert M. Hayward, P.C. by Power of Attorney 05/14/2018

**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 on March 31, 2016.
- (2) Tax withholding on vested restricted stock units.
- (3) Scheduled vesting of restricted stock units grants on April 1, 2017.

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- (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 March 31, 2016 and vesting in three equal installments on the anniversaries of the grant date.
- (6) Restricted Stock Units granted on April 1, 2017 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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