U.S. SILICA HOLDINGS, INC.

Form 4

\$0.01

November 21, 2013

FORM 4 LINITED STATES SECURITIES AND EVOLANCE COMMISSION							OMB APPROVAL				
_	Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
	Check this box if no longer CHANGEG IN DENIENCIAL ON AND CHANGE IN DENIENCIAL ON CHANGE IN DENIENCIAL ON CONTROL ON CHANGE IN DENIENCIAL ON CO						Expires:	January 31,			
	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated a	2005 average		
	Section 16. SECURITIES							burden hours per			
Form 4 Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5			
obligati						_					
may cor	may continue. See Instruction										
See Inst	ruction	30(II) 01 III	e mvesime	it Company .	Acto	1 1940					
1(0).	1(b).										
(Print or Type	Responses)										
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to							son(s) to				
ASHE PRI	ESCOTT	2	Symbol				Issuer				
			U.S. SILICA HOLDINGS, INC.				(Check all applicable)				
		[SL	CA]				(Cilcei	с ин иррисион	-)		
(Last)	(First)	(Middle) 3. Da	te of Earliest	Transaction		-	_X_ Director		Owner		
(Month/Day/Year)						- t	Officer (give to below)	below)	er (specify		
C/O GOLDEN GATE PRIVATE 11/20/2013											
-	QUITY, INC., ONE MBARCADERO CENTER, 39TH										
FLOOR	ADEKO CENTE	X, 39111									
120011	(Street)	(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check					ag(Chaola				
	(Silect)						Applicable Line)				
		1 1100					_X_ Form filed by One Reporting Person				
SAN FRAI	NCISCO, CA 941	.11				- I	Form filed by M Person	ore than One Re	eporting		
(C:t)	(64-4-)	(7:)									
(City)	(State)	(Zip)	Гable I - Non	-Derivative Sec	curitie	s Acqui	ired, Disposed of,	or Beneficial	lly Owned		
1.Title of	2. Transaction Date		3.	3. 4. Securities Acquired (A) Transaction Disposed of (D)			5. Amount of		7. Nature of		
Security (Instr. 3)							Securities Beneficially	Form:	Indirect Beneficial		
(111801. 5)		any (Month/Day/Yea	Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)				Owned		Ownership		
		•					Following	or Indirect	(Instr. 4)		
					(A)		Reported Transaction(s)	(I) (Instr. 4)			
					or	ъ.	(Instr. 3 and 4)	(IIIsu. +)			
Common			Code V	Amount	(D)	Price	Í				
Stock, par				1,196,000		\$			See		
value	11/20/2013		S	(1)	D	30.7	4,526,471	I	footnotes		
00.04									(2) (3)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: U.S. SILICA HOLDINGS, INC. - Form 4

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	d 8.	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amount of	f De	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Se	curity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Ir	nstr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)	nd 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A	4		
									ount		
						Date	Expiration	or T'(1 N			
						Exercisable	sable Date		nber		
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			Shai	res		

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other
Owner

ASHE PRESCOTT C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111

X

Signatures

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

11/21/2013

**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).
- On November 20, 2013, GGC USS Holdings, LLC (?Holdings?) sold an additional 1,196,000 shares in connection with the exercise of (1) the underwriter?s option to purchase additional shares pursuant to the underwriting agreement for the offering of shares that closed on November 14, 2013.
 - Mr. Ashe is a Managing Director of Golden Gate Capital, a private equity firm and sponsor of Holdings. Holdings is the direct beneficial owner of 4,526,471 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 3)
- (3) 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 Management GP, Ultimate GP has voting and dispositive authority over the shares held by Holdings and is governed by its

Reporting Owners 2

Edgar Filing: U.S. SILICA HOLDINGS, INC. - Form 4

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.