U.S. SILICA HOLDINGS, INC.

Form 4

December 13, 2013

FORM	1 4 UNITED STATE	S SECURITIES AND EXCHANGE	COMMISSION	OMB APPROVAL OMB 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Washington, D.C. 20549 Number: Expires: Expires: Estimated average burden hours per response 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 l	Responses)					
1. Name and A Shinn Bryan	Address of Reporting Person * 1 Adair	2. Issuer Name and Ticker or Trading Symbol U.S. SILICA HOLDINGS, INC.	Issuer	Reporting Person(s) to		
		[SLCA]	(Check all applicable)			
	(First) (Middle) ILICA HOLDINGS, PROGRESS DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2013	_X Director _X Officer (give below)	10% Owner title Other (specify below) ident & CEO		
FREDERIC	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by O Form filed by Mo	int/Group Filing(Check ne Reporting Person ore than One Reporting		
(City)	(State) (Zip)	Table I. Non Donivative Committee A	Person	on Donoffsially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Execution any	on Date, if Transactioror Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or	(A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock, par value \$0.01		Code V Amount (D) P	17,285	D		
Common Stock, par value \$0.01	12/11/2013	S 4,517,582 D \$	4.7 0	See footnote (1)		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Shinn Bryan Adair						
C/O U.S. SILICA HOLDINGS, INC.	X		President			
8490 PROGRESS DRIVE	Λ					
FREDERICK, MD 21701						

Signatures

/s/ Sean J. Klein by Power of Attorney 12/13/2013

**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).

Mr. Shinn has a beneficial ownership interest in GGC USS Holdings, LLC, which was the direct beneficial owner of shares of common stock of U.S. Silica Holdings, Inc. Mr. Shinn does not have voting or dispositive power over shares that were held by Holdings. Mr.

Shinn disclaims beneficial ownership over the shares that had been 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.

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