

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GGC Opportunity Fund Management GP, Ltd.</u>  (Last) (First) (Middle) <u>C/O GOLDEN GATE PRIVATE EQUITY, INC.</u> <u>ONE EMBARCADERO CENTER, 39TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>U.S. SILICA HOLDINGS, INC. [ SLCA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	11/14/2013		S		11,853,589	D	\$30.7	5,722,471	I	See footnotes <sup>(1)(2)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
GGC Opportunity Fund Management GP, Ltd.  
 (Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GGC Opportunity Fund Management, L.P.  
 (Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GGCOF Co-Invest Management, L.P.

(Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GOLDEN GATE CAPITAL OPPORTUNITY FUND, L.P.

(Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GOLDEN GATE CAPITAL OPPORTUNITY FUND-A, L.P.

(Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GGCOF THIRD-PARTY CO-INVEST, L.P.

(Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GGCOF CO-INVEST, L.P.

(Last) (First) (Middle)  
C/O GOLDEN GATE PRIVATE EQUITY, INC.  
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

1. GGC USS Holdings, LLC ("Holdings") is the direct beneficial owner of 5,722,471 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"). (continue in footnote 2)

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 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.

/s/ Robert M. Hayward, P.C. by 11/18/2013  
Power of Attorney

\*\* Signature of Reporting Person Date

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

\* 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).**

**Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**