

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

U.S. Silica Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

26-3718801
(IRS Employer Identification No.)

8490 Progress Drive, Suite 300
Frederick, Maryland
(Address of principal executive offices)

21701
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, par value \$0.01 per share	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-175636

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

None
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The description of the common stock, par value \$0.01 per share, of U.S. Silica Holdings, Inc., a Delaware corporation (the "Registrant"), included under the caption "Description of Capital Stock" in the prospectus forming a part of the Registration Statement on Form S-1 originally filed with the Securities and Exchange Commission (the "Commission") on July 18, 2011 (Registration No. 333-175636), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities and Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 31, 2012

U.S. SILICA HOLDINGS, INC.

By: /s/ William A. White

Name: William A. White

Title: Chief Financial Officer