
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): May 10, 2018

U.S. Silica Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35416

(Commission File Number)

26-3718801

(IRS Employer Identification No.)

8490 Progress Drive, Suite 300, Frederick, MD

(Address of principal executive offices)

21701

(Zip Code)

Registrant's telephone number, including area code: (301) 682-0600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2018, U.S. Silica Holdings, Inc. (the “Company”) held its annual meeting of shareholders. The final voting results for the proposals presented at the meeting are set forth below.

1. Election of directors nominated by the Company to serve for a term to expire in 2019 and until their successors are duly elected and qualified:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>
Peter Bernard	52,060,514	939,811	12,276,489
Diane K. Duren	52,814,534	245,317	12,276,489
William J. Kacal	52,548,129	453,411	12,276,489
Charles Shaver	52,422,350	579,844	12,276,489
Bryan A. Shinn	52,889,288	178,974	12,276,489
J. Michael Stice	52,782,348	271,781	12,276,489

Each of the director nominees was elected.

2. Ratification of Grant Thornton LLP as independent registered public accounting firm for 2018:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
64,758,609	523,597	152,511

Grant Thornton LLP was ratified as the Company’s independent registered public accounting firm for 2018.

3. Advisory vote to approve the compensation of the Company’s named executive officers as disclosed in the proxy statement for the 2018 annual meeting of shareholders:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
51,813,345	1,210,320	134,563	12,276,489

The compensation of the Company’s named executive officers was approved.

Item 8.01 Other Events.

On May 10, 2018, the board of directors (the “Board”) of the Company approved and authorized the repurchase of the Company’s common stock up to an aggregate of \$200.0 million. The Company is authorized to repurchase from time to time shares of its outstanding common stock on the open market or in privately negotiated transactions. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. The share repurchase program may be suspended, modified or discontinued at any time and the Company has no obligation to repurchase any amount of its common stock under the program. The company intends to make all repurchases in compliance with applicable regulatory guidelines and to administer the plan in accordance with applicable laws, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	U.S. Silica Holdings, Inc. press release dated May 14, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 14, 2018

U.S. SILICA HOLDINGS, INC.

/s/ Donald A. Merrill

Donald A. Merrill

Executive Vice President, Chief Financial Officer and
Corporate Secretary



U.S. SILICA PROVIDES UPDATE ON CAPITAL ALLOCATION PLAN

Board of Directors Authorizes New \$200 Million Share Repurchase Program

Declares 21st Consecutive Quarterly Cash Dividend

FREDERICK, Md., May 14, 2018 – U.S. Silica Holdings, Inc. (NYSE: SLCA) announced today that its Board of Directors has authorized a new \$200 million share repurchase program and declared the Company’s twenty-first consecutive quarterly cash dividend.

“The new \$200 million repurchase authorization and dividend declaration reflect our commitment to returning capital to our shareholders as part of a balanced capital allocation strategy,” said Bryan Shinn, president and chief executive officer. “As a result of our capacity expansion efforts and the continued strength of our operating performance, we are confident in our ability to deliver strong free cash flow going forward. U.S. Silica is uniquely positioned to redeploy our free cash flow to invest in our growth, manage our leverage and return significant capital to shareholders as we work to deliver long-term value.”

The timing and amount of any repurchases under the new authorization will be determined by management based on market conditions and other considerations.

The quarterly cash dividend of \$0.0625 per common share will be payable on July 6, 2018 to shareholders of record as of the close of business on June 15, 2018.

Forward-looking Statements

Certain statements in this press release are “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and speak only as of this date. Forward-looking statements made include any statement that does not directly relate to any historical or current fact and may include, but are not limited to, statements regarding U.S. Silica’s growth opportunities, strategy, future financial results, forecasts, projections, plans and capital expenditures, and the commercial silica industry. Forward-looking statements are based on our current expectations and assumptions, which may not prove to be accurate. These statements are not guarantees and are subject to risks, uncertainties and changes in circumstances that are difficult to predict. Many factors could cause actual results to differ materially and adversely from these forward-looking statements. Among these factors are: (1) fluctuations in demand for commercial silica; (2) the cyclical nature of our customers’ businesses; (3) operating risks that are beyond our control; (4) federal, state and local legislative and regulatory initiatives relating to hydraulic fracturing; (5) our ability to implement our capacity expansion plans within our current timetable and budget; (6) loss of, or reduction in, business from our largest customers or failure of our customers to pay amounts due to us; (7) increasing costs or a lack of dependability or availability of transportation services or infrastructure; (8) our substantial indebtedness and pension obligations; (9) our ability to attract and retain key personnel and truckload drivers; (10) silica-related health issues and corresponding litigation; (11) seasonal and severe weather conditions; and

(12) extensive and evolving environmental, mining, health and safety, licensing, reclamation, trucking and other regulation (and changes in their enforcement or interpretation). Additional information concerning these and other factors can be found in U.S. Silica's filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

About U.S. Silica

U.S. Silica Holdings, Inc., a member of the Russell 2000, is a leading producer of commercial silica used in the oil and gas industry, and in a wide range of industrial applications. Over its 118-year history, U.S. Silica has developed core competencies in mining, processing, logistics and materials science that enable it to produce and cost-effectively deliver over 260 products to customers across our end markets. The Company currently operates nine industrial sand production plants and eight oil and gas sand production plants. The Company is headquartered in Frederick, Maryland and also has offices located in Chicago, Illinois and Houston, Texas.

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