
**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): June 3, 2013

U.S. Silica Holdings, Inc.

(Exact Name of Registrant as Specified in 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))
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Item 7.01 Regulation FD Disclosure.

On June 3, 2013, U.S. Silica Holdings, Inc. (the "Company") announced a secondary offering of shares of the Company's common stock by Golden Gate Capital. A copy of the press release announcing the secondary offering is attached hereto as Exhibit 99.1. The Company expects to conduct investor presentations in connection with the secondary offering. The Company expects to reaffirm its current guidance ranges during certain of these presentations.

The information in this Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished herewith:

99.1 U.S. Silica Holdings, Inc. press release dated June 3, 2013

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, thereunto duly authorized.

U.S. Silica Holdings, Inc.

/s/ Donald A. Merrill

Name: Donald A. Merrill

Title: Chief Financial Officer

Date: June 3, 2013

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 U.S. Silica Holdings, Inc. press release dated June 3, 2013



News Release

U.S. Silica Announces Secondary Offering by Selling Stockholder

Frederick, MD., June 3, 2013 – U.S. Silica Holdings, Inc. (NYSE: SLCA) today announced that a selling stockholder, GGC USS Holdings, LLC, an affiliate of Golden Gate Capital, has agreed to sell 10,000,000 shares of U.S. Silica common stock in an underwritten offering. The underwriters will be granted a 30-day option to purchase up to an additional 1,500,000 shares of common stock. U.S. Silica will not sell any shares in the offering and will not receive any proceeds from the offering.

Morgan Stanley & Co. LLC, BofA Merrill Lynch, Simmons & Company International, Jefferies LLC and Wells Fargo Securities, LLC are acting as joint book-running managers for the offering.

This offering is being made by means of a prospectus supplement and accompanying base prospectus, copies of which may be obtained by sending a request to: Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd floor, New York, NY 10014, Telephone: 866-718-1649, Email: prospectus@morganstanley.com or BofA Merrill Lynch, Attention: Prospectus Department, 222 Broadway, New York, NY 10038, Email: dg.prospectus_requests@baml.com.

This offering is being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Company's common stock or any other securities, and there shall not be any offer, solicitation or sale of securities mentioned in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such any state or jurisdiction.

About U.S. Silica

U.S. Silica Holdings, Inc., a Delaware corporation, is the second largest domestic producer of commercial silica, a specialized mineral that is a critical input into the oil and gas proppants end market. The company also processes ground and unground silica sand for a variety of industrial and specialty products end markets such as glass, fiberglass, foundry molds, municipal filtration and recreational uses. During its 100-plus year history, U.S. Silica Holdings, Inc. has developed core competencies in mining, processing, logistics and materials science that enable it to produce and cost-effectively deliver over 250 products to customers across these end markets. U.S. Silica Holdings, Inc. is headquartered in Frederick, Maryland.

Cautionary Information Regarding Forward-Looking Statements

Any statements in this press release that are not entirely historical in nature constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that these statements involve risks and uncertainties, are only predictions and may differ materially from actual future events or results. For important information regarding forward-looking statements, please read pages 1 and 2 of the Company's Annual Report on Form 10-K for the year ended Dec. 31, 2012.

U.S. Silica Holdings, Inc.
Michael Lawson
Director of Investor Relations and Corporate Communications
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