
**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): August 29, 2012

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.

A copy of material that will be used in investor presentations delivered by representatives of U.S. Silica Holdings, Inc. (the "Company") from time to time beginning on August 29, 2012 and ending August 30, 2012, is furnished as Exhibit No. 99.1 to this Form 8-K. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

The Company will be reaffirming its full year 2012 guidance during these presentations.

Item 9.01 Financial Statements and Exhibits.

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

99.1 Investor Presentation Material

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/ WILLIAM A. WHITE

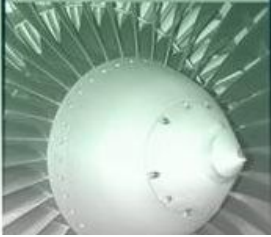
Name: William A. White

Title: Chief Financial Officer

Date: August 29, 2012

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation Material



U.S. Silica

Investor Presentation
August 2012

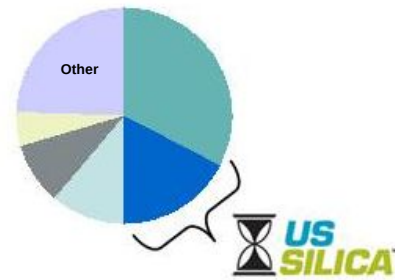
This presentation contains forward-looking statements that reflect, when made, our current views with respect to current events and financial performance. Such forward-looking statements are subject to many risks, uncertainties and factors relating to our operations and business environment, which may cause our actual results to be materially different from any future results, express or implied, by such forward-looking statements. All statements that address future operating, financial or business performance or our strategies or expectations are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “potential,” “outlook” or “continue,” and other comparable terminology. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, those discussed in our filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except to the extent required by law.

This presentation includes certain non-GAAP financial measures, including Adjusted EBITDA and Total Segment Contribution Margin. These measures should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP and may differ from similarly titled measures used by others. For a reconciliation of such measures to the most directly comparable GAAP term, please see Appendix A to this presentation.

Company Profile

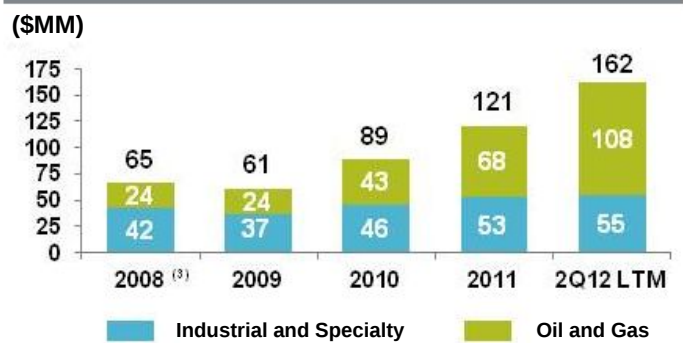
- Leading industrial minerals supplier
- Over 200 products and 1,400 customers
 - Oil & Gas Proppants: Frac sand
 - Industrial & Specialty: Glass, coatings, foundry
- 13 facilities, many over 100 years old
 - Flagship Ottawa site home of 'Ottawa White'
- 313 million tons of high quality reserves
- 6.7 million tons sold in 2Q12 LTM
- 2Q12 LTM revenues of \$364 million and 2Q12 LTM adjusted EBITDA of \$124 million ⁽¹⁾

Commercial Silica Market Share



Source: Company Estimates

Segment Contribution Margin ^{(1) (2)}



(1) See Appendix A for reconciliations to GAAP
 (2) Totals may not equal segments due to rounding
 (3) Includes combined results for our predecessors

Rapid Demand Growth

- Shale drilling has revolutionized U.S. energy supply
- Proppant volume demand growing faster than shale drilling activity

Supply is Constrained

- Large API spec reserves and permission to operate are barriers to *entry*
- Complex logistics and access to industrial end markets are requirements for a low cost structure and *success*

Sustainable Competitive Advantages

- 146 million tons of API spec frac sand reserves
- Integrated supply chain with access to all major shale basins
- Significant cost advantage due to heritage infrastructure

Line of Site Organic Growth

- Transforming the ISP segment by growing our specialty and performance products
- New resin coated sand ("RCS") facility targeted for 1Q 2013
- Additional Greenfield raw sand facility targeted for 2Q 2013

Technology Enabled

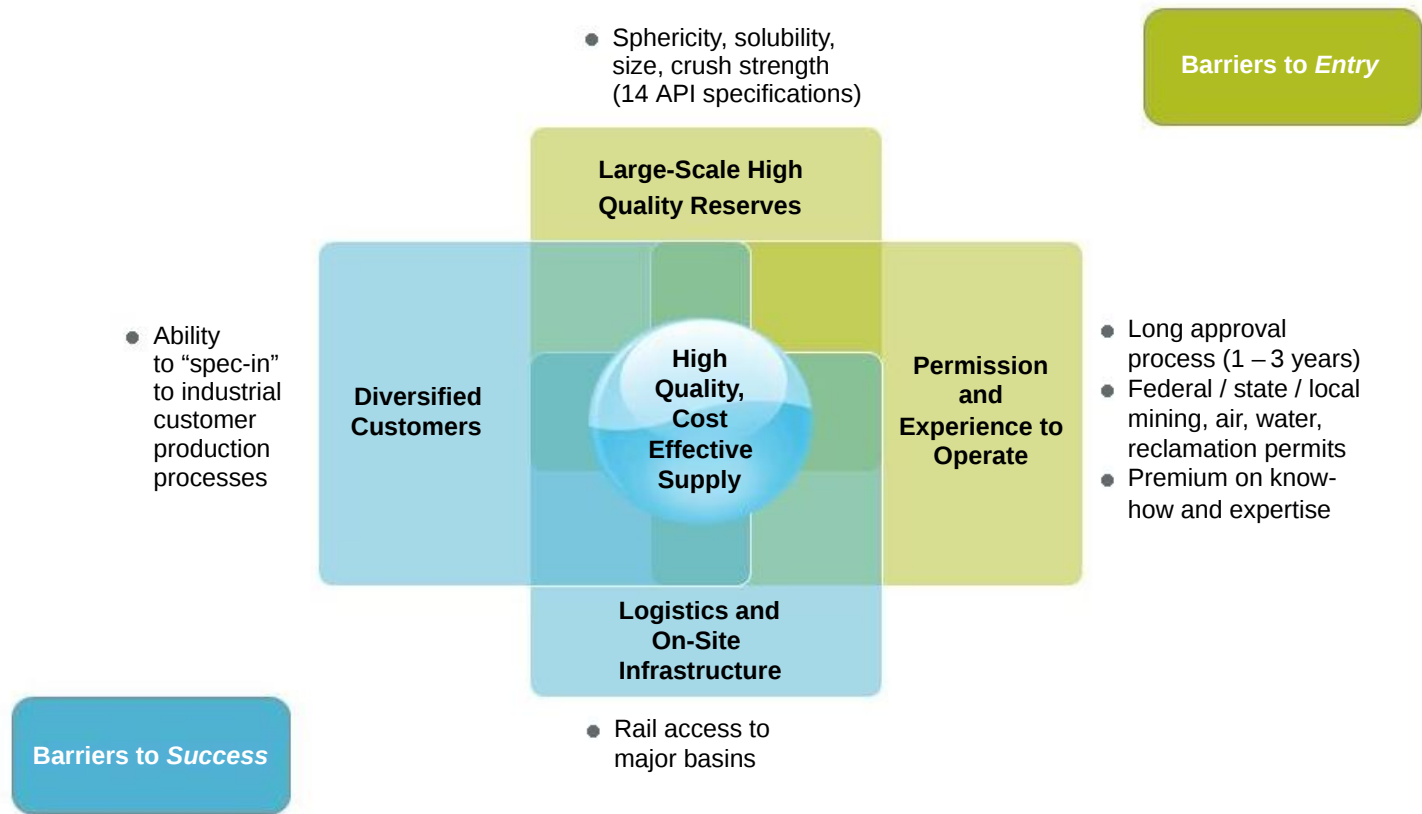
$$\text{Horizontal Rig Count} \times \text{Wells per Rig} \times \text{Lateral Length} \times \text{Stages per Lateral} \times \text{Proppant per Stage} = \text{Proppant Demand}$$

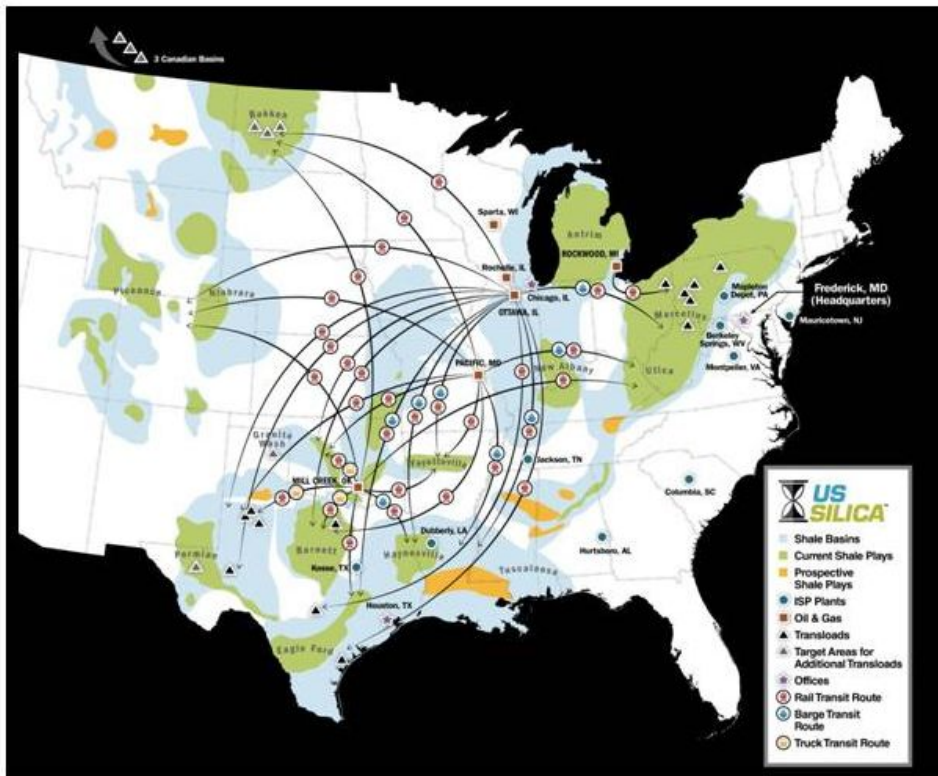


Growth Drivers

- Proppant growth has recently outpaced rig count growth due to technological advances
- For example, proppant volumes grew 31% in 2011 versus prior year while horizontal rig count grew 21%⁽¹⁾
- Wells drilled per rig increased as operators found new efficiencies
- Laterals grew longer and stages increased as fracturing technology advanced
- Proppant per stage grew denser as operators experimented with new well designs

(1) The Freedonia Group, Inc. –Well Stimulation Materials, March 2012 and World Well Stimulation Materials, April 2011





Transportation Assets

- Railroad access on BNSF, Union Pacific, CN, and CSX
- Barge access
- 13 in-basin transloads
- 6 to 8 new transloads being added in key basins

U.S. Silica Advantages

- Scale
- Reliability
- Flexibility
- Cost effectiveness

Right Product, Right Place, Right Time



What is a transload?

- Rail terminal located in the basin
- Proppant is unloaded from railcars and stored until it can be transferred to trucks for delivery to the wellhead
- Includes storage silos, equipment for loading/unloading and local staff

Our design offers key advantages

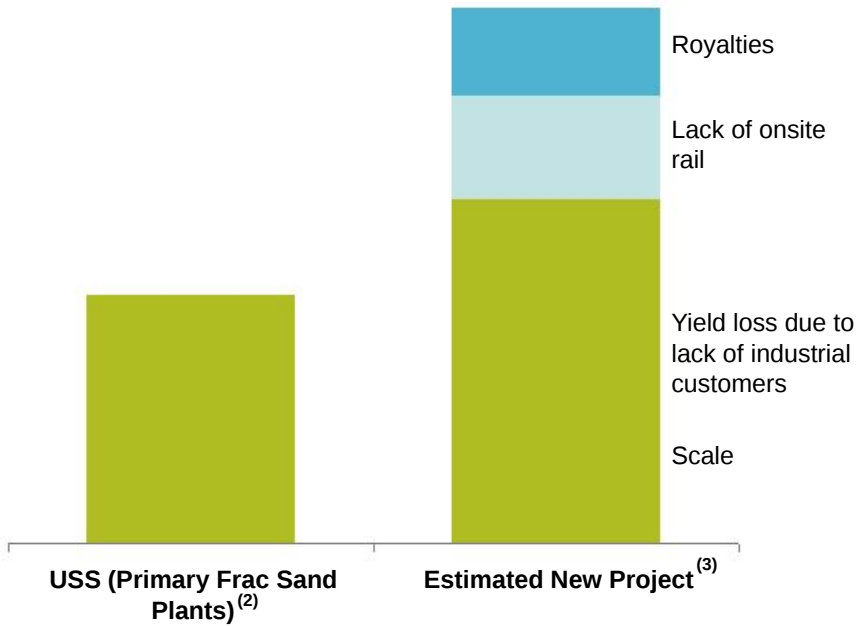
- Dedicated storage allows us to control quality further into the supply chain
- Vertical silos, gravity fed loadout and automated billing drive a 6-8 minute turnaround time for trucks
- Track length allows unit train deliveries which are both faster and more cost effective
- Large storage capacity creates an inventory buffer between plant and well-head which reduces disruptions and enables high margin 'spot sales'

Structural Cost Advantage Within Industry

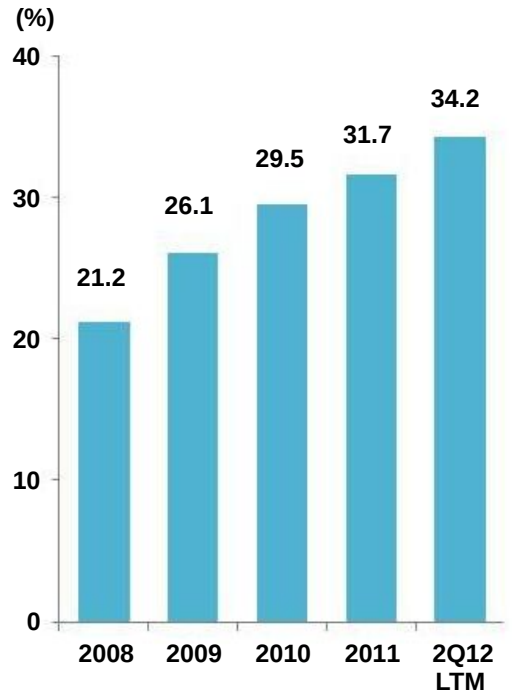


U.S. Silica Primary Frac Plants vs. New Project

Plant Production Cost Per Ton ⁽¹⁾



Adjusted EBITDA Margin ⁽⁴⁾








Source: Company Estimates

(1) Excludes delivery costs

(2) Represents the U.S. Silica four principal plants used for frac sand, and excludes the other facilities, which have higher plant production costs

(3) Assumes new projects are built for frac sand product

(4) See Appendix A for reconciliation to GAAP

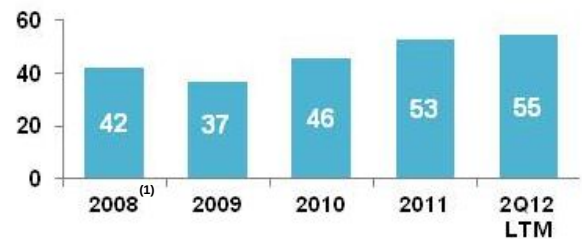
End Market		Applications	USS market position
Glass		Smartphones, tablets, containers, automotive glass, fiberglass	#1 or #2 supplier
Building Products		Mortars and grouts, specialty cements, roofing shingles, insulation	#1 or #2 supplier
Foundry		Molds for high temperature castings and metal casting products	#3 supplier
Chemicals		Silicon-based chemicals used in food processing, detergents and polymer additives	#1 or #2 supplier
Fillers and Extenders		Performance coatings: architectural, industrial and traffic paints, EMC and silicone rubber	#1 or #2 supplier in strategic markets

Drivers of Stability

- USS's multiple plants provide supply redundancy and low transportation costs for customers
- Often a single source supplier
- Spec'd in to customer formulas due to unique silica characteristics
- Low customer turnover

Stable and Growing Profitability

(Segment Contribution Margin, in SMM)



(1) Includes combined results for our predecessors

Transforming the ISP Segment



Invest in Talent

- New VP/GM
- Market Development team
- Technical Sales capability

Enhance R&D

- New Technical Director
- Product Development capability
- State-of-the-art lab
- Customer technical support

Implement New Technology

- Specialty deposits
- Enhanced processing
- Investing in new production capability for specialized applications

\$s per ton

Growing our Specialty and Performance Products

\$s per pound

- Whole Grain
- Bulk

Characteristics

- Ground
- High Purity
- Functional surfaces
- Specialty packaging

- Automotive Glass
- Industrial Paints
- Roofing Shingles

Uses

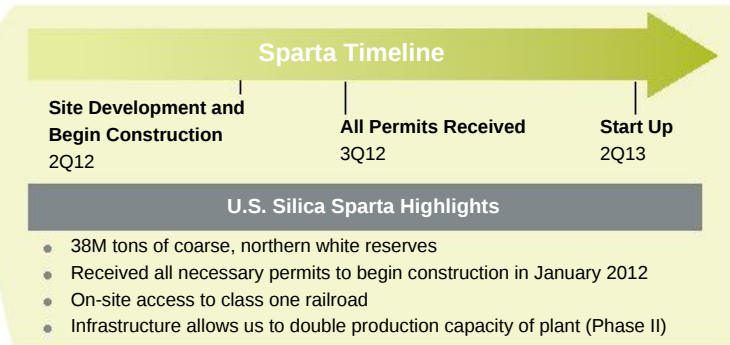
- High end electronics
- Polymers
- Specialty coatings

- ~300 miles

Shipping radius

- Global

Initiatives	Description
1Q 2013: Rochelle Resin-Coated Proppant (RCS)	<ul style="list-style-type: none"> ● Phase I Capacity: 200 k tons ● Phase I Capital: \$42-\$44 million
2Q 2013: Sparta Greenfield Mine	<ul style="list-style-type: none"> ● Phase I Capacity: 750-850 k tons ● Phase I Capital: \$50-\$60 million
Potential Future Initiatives (2013+)	<ul style="list-style-type: none"> ● Phase II of resin coating expansion ● Phase II of Sparta Greenfield project ● Additional Wisconsin Greenfield projects ● International growth



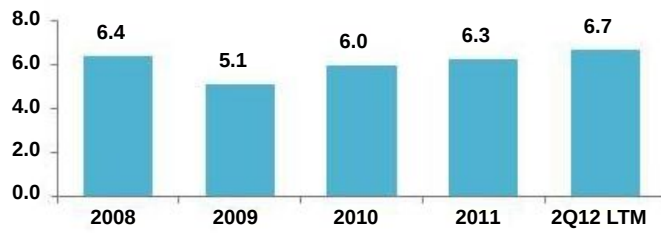
Combined RCS & Sparta EBITDA: Expect annualized run rate of \$40MM exiting 2013, ramping up to a run rate of \$65MM exiting 2014. Expect combined EBITDA contribution of \$50-60MM in 2014.

Historical Financial Summary



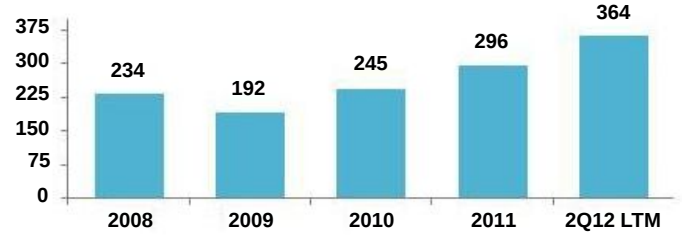
Volume

(MM Tons)



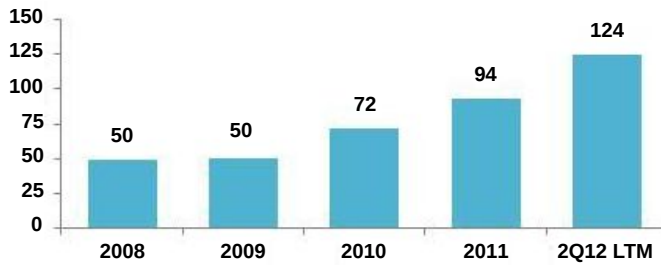
Revenue

(\$MM)



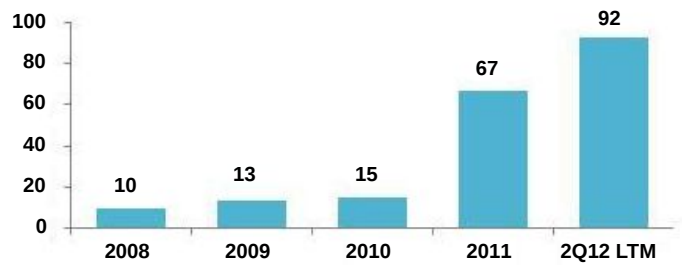
Adjusted EBITDA ⁽¹⁾

(\$MM)



Capital Expenditures

(\$MM)

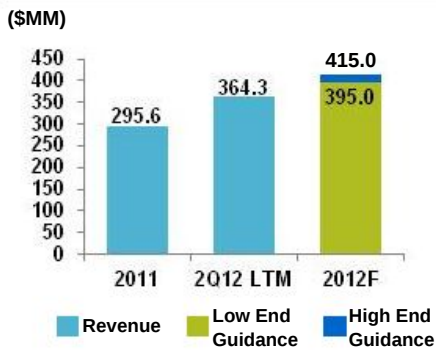


(1) See Appendix A for GAAP reconciliation

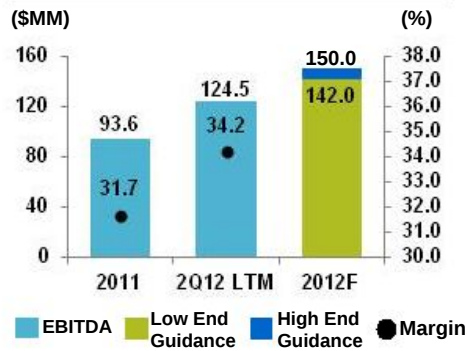
2012 Performance and Momentum



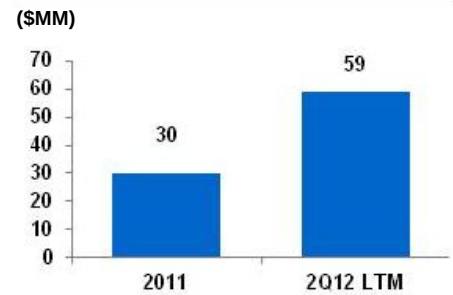
Revenue ⁽¹⁾



Adjusted EBITDA and Margin ^{(1) (2)}



Net Income



Today

- Revenue growth with mix shift to higher margin oil and gas segment
- Strong EBITDA growth and expanding margins
- Sharply accelerating net income growth



Momentum

- 55%+ expansion in oil and gas capacity (19%+ expansion in total capacity)
- Continued mix shift to oil and gas with contribution margins >60%
- RCS start up in 1Q 2013
- Sparta start up in 2Q 2013

(1) No guidance has been provided for 2012 FY Adjusted EBITDA Margin
 (2) See Appendix A for GAAP reconciliation

Strong Balance Sheet to Fund Growth Initiatives

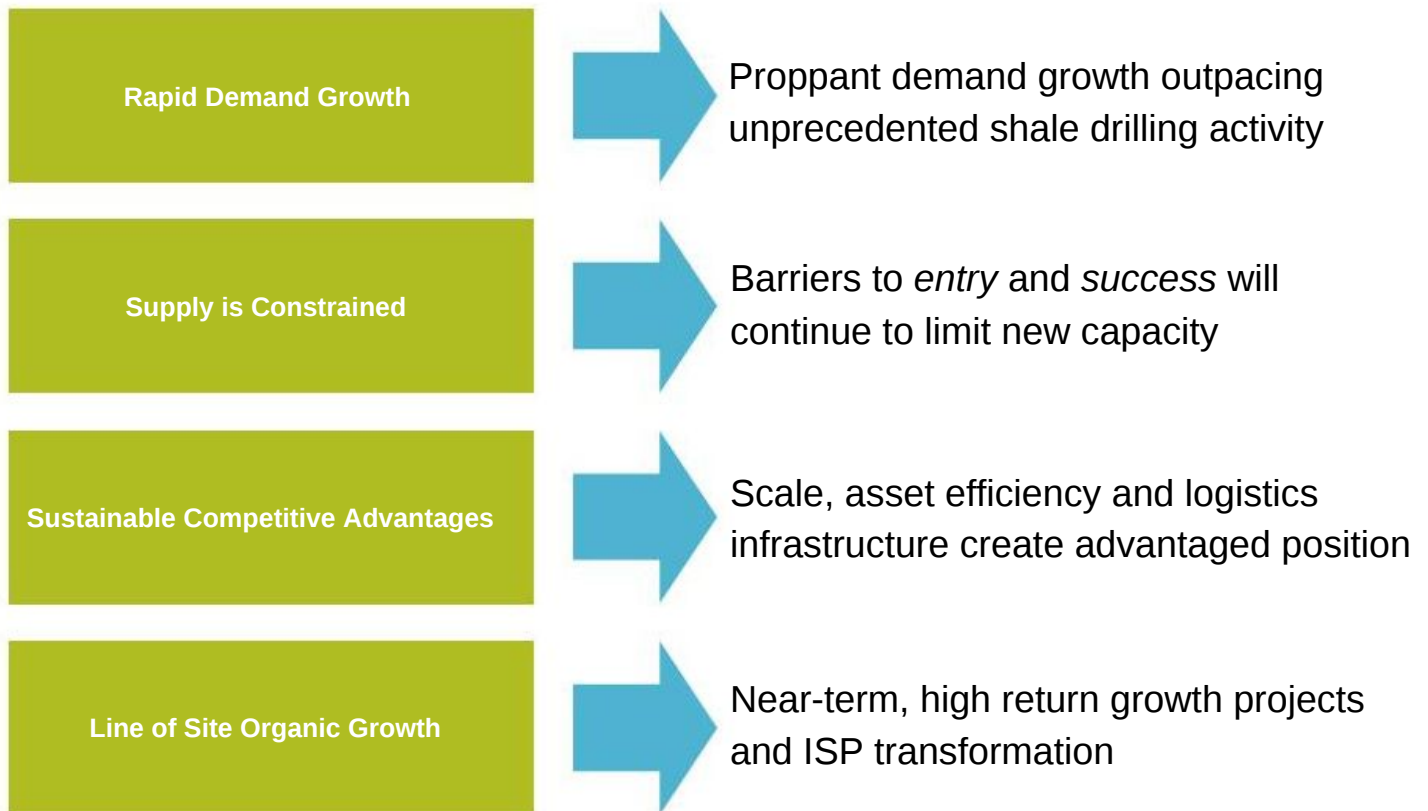


Summary Capitalization (US\$ in thousands)

	6/30/2012	12/31/2011
Cash and Cash Equivalents	\$ 102,625	\$ 59,199
Asset-Based Revolving Line-of-Credit	–	–
Term Loan Facility	257,400	257,857
Other Borrowings	3,932	3,932
Total Debt	261,332	261,789
Net Debt	158,707	203,433
Leverage (Debt/Adj EBITDA) ⁽¹⁾	2.1x	2.8x
Net Leverage (Net Debt/Adj EBITDA) ⁽¹⁾	1.3x	2.2x

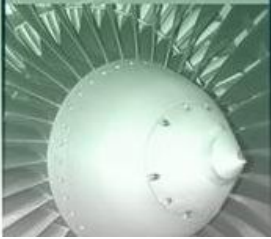
- \$24.0MM capacity under asset-based revolving line-of-credit
- Total liquidity of ~\$126.6MM for growth initiatives as of June 30, 2012

(1) Leverage and Net Leverage as of June 30, 2012 is calculated using LTM Adj EBITDA as of the reporting date





Appendix A



Reconciliation (Adjusted EBITDA to Net Income)



Reconciliation of Adjusted EBITDA		
US\$ in thousands	Three Months Ended June 30, 2012	LTM June 30, 2012
Net Income	19,451	58,951
Total Interest Expense, Net of Interest Income	3,383	14,835
Provisions of Taxes (Benefit)	7,287	17,360
Total Depreciation, Depletion and Amortization Expenses	5,974	22,610
EBITDA	36,095	113,756
Non-Cash Deductions, Losses and Charges ⁽¹⁾	-	(526)
Non-Recurring Expenses (Income) ⁽²⁾	-	(2,467)
Transaction Expenses ⁽³⁾	-	156
Permitted Management Fees and Expenses ⁽⁴⁾	-	8,937
Non-Cash Incentive Compensation ⁽⁵⁾	493	2,234
Post-Employment Expenses (Excluding Service Costs) ⁽⁶⁾	404	1,442
Other Adjustments Allowable Under Existing Credit Agreements ⁽⁷⁾	120	1,277
Adjusted EBITDA	37,112	124,497

See following page for explanation of adjustments to EBITDA

Reconciliation (Adjusted EBITDA to Net Income)



- (1) Includes non-cash deductions, losses and charges arising from adjustments to estimates of a future litigation liability.
- (2) Includes the gain on the sale of assets and non-recurring expenses related to a former insurer's liquidation.
- (3) Includes fees and expenses related to the January 27, 2012 amendment of our Term Loan Facility and Revolving Line-of-Credit.
- (4) Includes fees and expenses paid to Golden Gate Capital for ongoing consulting and management services provided pursuant to an Advisory Agreement entered into in connection with the Golden Gate Capital Acquisition; this Advisory Agreement was terminated in connection with our IPO.
- (5) Includes vesting of incentive equity compensation issued to our employees.
- (6) Includes net pension costs and net post-retirement costs relating to pension and other post-retirement benefit obligations during the applicable period, but in each case excluding the service costs relating to benefits earned during such period.
- (7) Reflects miscellaneous adjustments permitted under our existing credit agreements, including such items as expenses related to reviewing growth initiatives and potential acquisitions.

Segment Contribution Margin

The Company organizes its business into two reportable segments, Oil & Gas Proppants and Industrial & Specialty Products, based on end markets. The reportable segments are consistent with how management views the markets served by the Company and the financial information reviewed by the chief operating decision maker. The Company manages its Oil & Gas Proppants and Industrial & Specialty Products businesses as components of an enterprise for which separate information is available and is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assess performance.

An operating segment's performance is primarily evaluated based on segment contribution margin, which excludes certain corporate costs not associated with the operations of the segment. These corporate costs are separately stated and include costs that are related to functional areas such as operations management, corporate purchasing, accounting, treasury, information technology, legal and human resources. The Company believes that segment contribution margin, as defined above, is an appropriate measure for evaluating the operating performance of its segments. However, this measure should be considered in addition to, not a substitute for, or superior to, income from operations or other measures of financial performance prepared in accordance with generally accepted accounting principles. For a reconciliation of segment contribution margin to its most directly comparable GAAP financial measure, see Note T to our financial statements in our Quarterly Report a Form 10-Q for quarter ended June 30, 2012.

Adjusted EBITDA

Adjusted EBITDA is not a measure of our financial performance or liquidity under GAAP and should not be considered as an alternative to net income as a measure of operating performance, cash flows from operating activities as a measure of liquidity or any other performance measure derived in accordance with GAAP. Additionally, Adjusted EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized, and excludes certain non-recurring charges that may recur in the future. Management compensates for these limitations by relying primarily on our GAAP results and by using Adjusted EBITDA only as a supplement. Our measure of Adjusted EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.