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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-12

U.S. Silica Holdings, Inc.
(Name of Registrant as Specified in its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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U.S. SILICA HOLDINGS, INC.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717

Your **Vote** Counts!

U.S. SILICA HOLDINGS, INC.

2023 Annual Meeting

Vote by May 10, 2023

11:59 PM ET



You invested in U.S. SILICA HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 11, 2023.**

Get informed before you vote

View the Notice & Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 27, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 11, 2023
9:00 AM CDT

The St. Regis Hotel
1919 Briar Oaks Ln.
Houston, TX 77027

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---------------------|
| 1. Election of Directors Nominees: | |
| 1a. Peter C. Bernard | ☑ For |
| 1b. Diane K. Duren | ☑ For |
| 1c. William J. Kacal | ☑ For |
| 1d. Sandra R. Rogers | ☑ For |
| 1e. Charles W. Shaver | ☑ For |
| 1f. Bryan A. Shinn | ☑ For |
| 2. Advisory vote to approve the compensation of our named executive officers, as disclosed in the proxy statement. | ☑ For |
| 3. Ratification of the appointment of Grant Thornton LLP as our Independent Registered Public Accounting Firm for 2023. | ☑ For |
| 4. Approval of our Fifth Amended and Restated 2011 Incentive Compensation Plan. | ☑ For |

NOTE: The shares represented by the proxy when properly executed will be voted in the manner directed herein by the undersigned Stockholder(s). If no direction is made, the proxy will be voted FOR items 1 through 4. If any other matters properly come before the meeting, the person named in the proxy will vote in their discretion. At the present time, the Board of Directors knows of no other business to be presented at the Annual Meeting.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".