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 16, 2012

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

Delaware
(State or other jurisdiction of incorporation)

001-35416	26-3718801
(Commission File Number)	(IRS Employer Identification No.)

8490 Progress Drive, Suite 300, Frederick, MD 21701
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (800) 345-6170

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))

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 May 16, 2012 and ending May 18, 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.

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 hereunto duly authorized.

Date: May 16, 2012

U.S. SILICA HOLDINGS, INC.

/s/ William A. White

By: William A. White
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Investor Presentation Material

Exhibit 99.1

U.S. Silica

Investor Presentation
May 2012

Disclaimers

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.

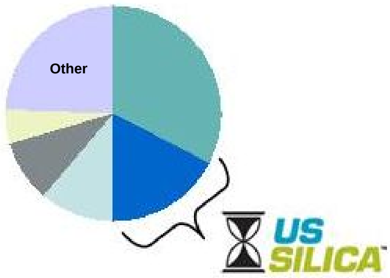
This presentation includes certain non-GAAP financial measures, including Adjusted EBITDA and Total Segment Contribution Margin. For a reconciliation of such measures to the most directly comparable GAAP term, please see Appendix A to this presentation.

U.S. Silica is Attractively Positioned

Company Profile

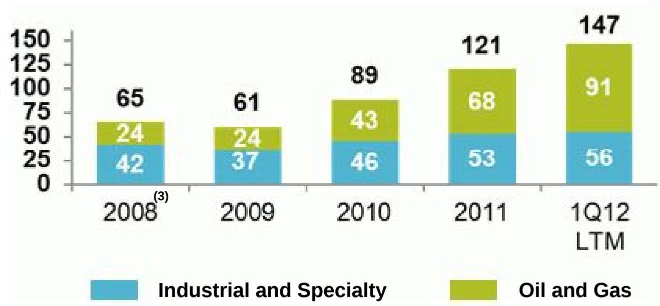
- Leading industrial minerals supplier
- Over 200 products and 1,400 customers
  - Oil & Gas Proppants: Frac sand
  - Industrial & Specialty: Glass, coatings, foundry
- 13 facilities, many over 100 years old
  - Flagship Ottawa site home of 'Ottawa White'
- 315 million tons of high quality reserves
- 6.3 million tons sold in 2011
- LTM revenues of $334 million and LTM adjusted EBITDA of $114 million (1)

Commercial Silica Market Share



Source: Company Estimates

Segment Contribution Margin (2)



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

Leadership and Growth in a Transformative Market

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 industrial end markets are barriers to *success*

Sustainable Competitive Advantages

- 147 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

- 55% projected frac sand capacity growth in 2012, with several take-or-pay contracts
- New resin coated sand ("RCS") facility targeted for 1Q 2013
- Additional greenfield raw sand facility targeted for 2Q 2013

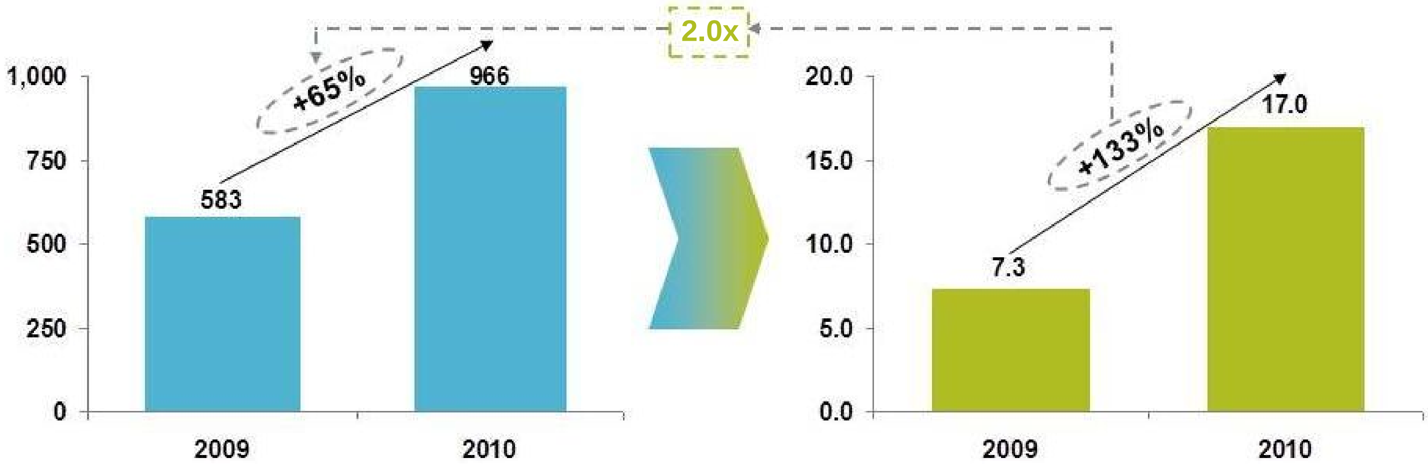
Frac Sand Demand Outstrips Drilling Activity

Technology Enabled

Horizontal Rig Count ✖ Wells per Rig ✖ Lateral Length ✖ Stages per Lateral ✖ Proppant per Stage = Proppant Demand

North America Horizontal Drilling Rig Count | **Oil and Gas Silica Consumption**

Year End Rig Count | **(MM Tons)**



Source: Rig count: Baker Hughes; Consumption: For 2009, USGS, for 2010, internal estimates compiled through consultation with third parties and management

New Projects Face High Hurdles

Barriers to *Entry*

- Sphericity, solubility, size, crush strength (14 API specifications)

Large-Scale High Quality Reserves

- Ability to "spec-in" to industrial customer production processes

Diversified Customers

High Quality, Cost Effective Supply

Permission and Experience to Operate

- Long approval process (1 – 3 years)
- Federal / state / local mining, air, water, reclamation permits
- Premium on know-how and expertise

Logistics and On-Site Infrastructure

- Rail access to major basins

Barriers to *Success*

Irreplaceable Industrial & Specialty Market Position

	Age of Relationship	Logistics Complexity: USS Locations	Logistics Complexity: Customer Locations	Avg. Ship Distance (Mi)
	>90 Years	6	10	266
Owens Corning	>40 Years	5	7	172
Saint-Gobain Glass	>50 Years	5	7	145
PPG	>75 Years	5	7	241
Sherwin Williams	>20 Years	4	11	648
Average	**>55 Years**	**5**	**8**	**243**

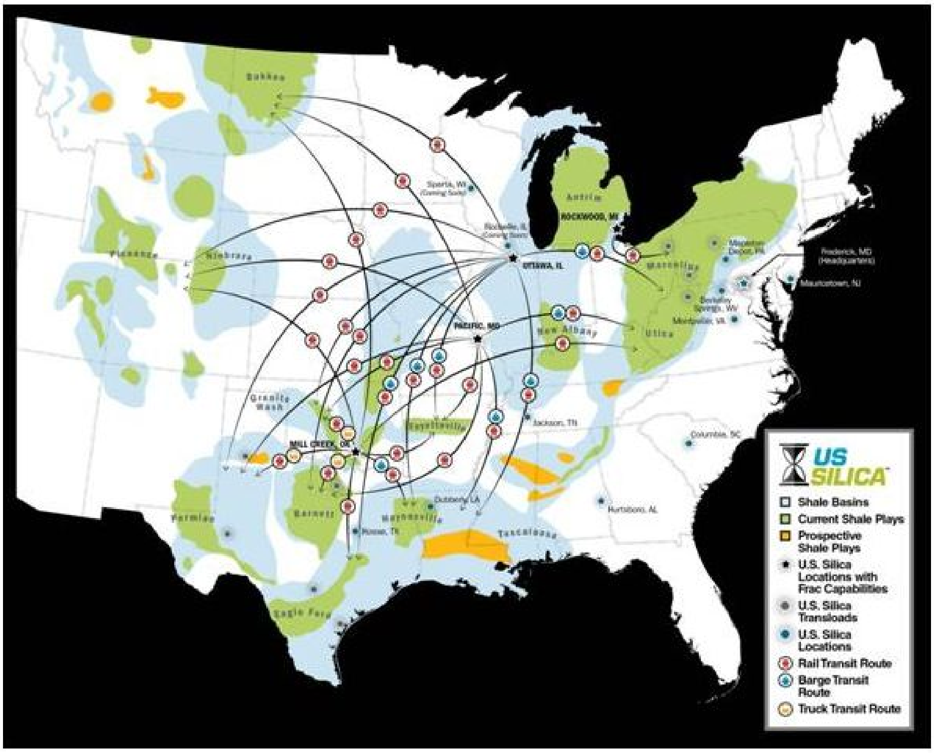
U.S. Silica Advantages

- Supply redundancy
- Low transportation costs
- Single source supplier
- Spec'd in to customer formulas
- Low customer turnover

Growth Drivers

- GDP growth
- Pricing
- New products and innovation
- Geographic expansion

Differentiated Footprint and Logistics Capability



Right Product, Right Place, Right Time

Transportation Assets

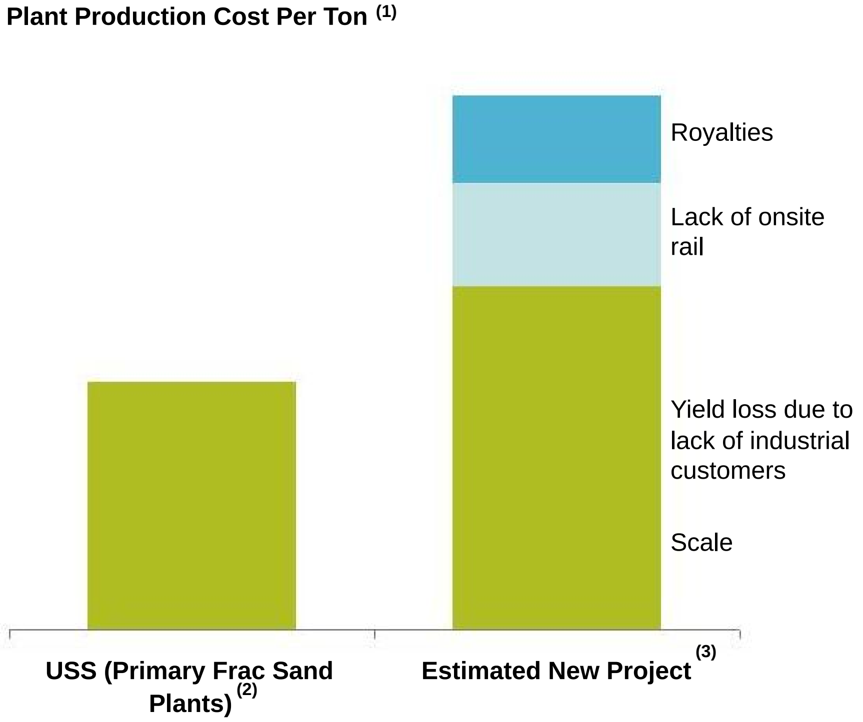
- Railroad access on BNSF, Union Pacific, CN, and CSX
- Barge access
- 13 in-basin transloads

U.S. Silica Advantages

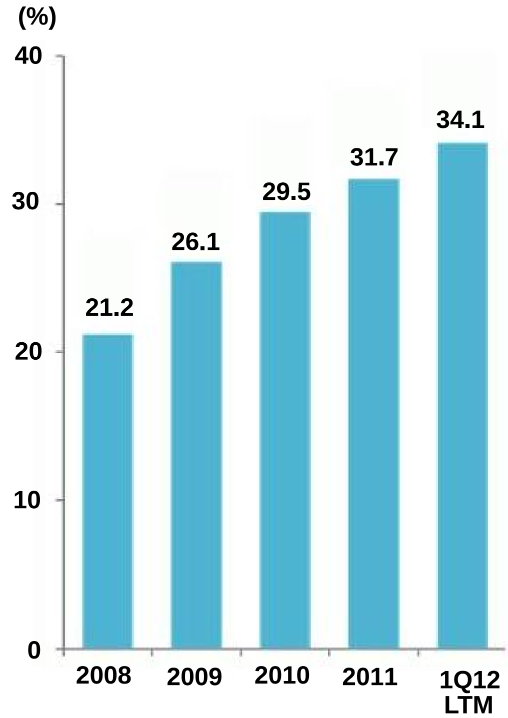
- Scale
- Reliability
- Flexibility
- Cost effectiveness

Structural Cost Advantage Within Industry

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



Adjusted EBITDA Margin



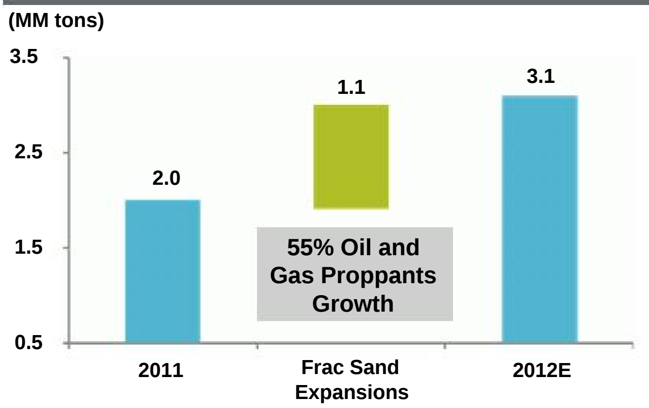
Source: Company Estimates

(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

Line-of-Sight Oil & Gas Organic Growth Elements

U.S. Silica Execution of High Return Frac Projects	
New Frac Sand Tons (MM)	1.1
1Q12 LTM O & G Contribution Margin	$40.28 / ton
1Q12 LTM Implied Additional Contribution Margin (1)	$44MM
Estimated Project Capital Expenditures	~$50-60MM
U.S. Silica Implied Payback Period	***~1.3 Years***

2012E Oil and Gas Proppants Production Growth



Initiatives	Description
2012: Incremental Frac Sand Capacity Expansion	• 1.1 million ton expansion at the Ottawa, IL and Rockwood, MI plants, with several take-or-pay contracts • Construction complete
1Q 2013: Rochelle Resin-Coated Proppant	• Product and process development underway • Startup 1Q13
2Q 2013: Sparta Greenfield Mine	• Construction began 2Q12 • Startup 2Q13 • 38M coarse, northern white reserves
Potential Future Initiatives (2013+)	• Phase II of resin coating expansion • Phase II of Sparta greenfield project • Additional Wisconsin greenfield projects • International growth

(1) Assumes same margin as for existing 1Q12 LTM Oil & Gas. Calculated assuming that the additional capacity had been in place since April 1, 2011 and assuming that all of it was sold and that such capacity achieved the same margins as existing capacity. Actual results could differ materially based on (i) our ability to sell all such capacity at comparable prices and (ii) our ability to achieve comparable margins on such additional capacity. In addition, future results are likely to differ from results in prior periods

Entry into Resin-Coating

Illustrative Project Timeline

Break Ground
4Q11

Site Development and Begin Construction
1Q12

All Permits Received
1Q12

Product Testing
2Q12/3Q12

Start Up
1Q2013

Phase II?
2013 / 2014

U.S. Silica RCS Positioning

- Experienced, best-in-class team
- Access to high quality coarse substrate required for oil and liquid rich basins
- Flexible, vertically integrated production
- Access to two class one railroads and barging for outbound shipping
- Ability to double production capacity of plant

Phase 1 Capacity: 200,000 tons

Phase 1 Capital: $42-$44 million

New Plant in Sparta, Wisconsin

Illustrative Project Timeline

- **Land Acquired** 4Q11
- **Long Lead Time Items Ordered** 1Q12
- **Site Development and Begin Construction** 2Q12
- **All Permits Received** 3Q12
- **Dredge Operation Begins** 3Q12
- **Start Up** 2Q13
- **Phase II** 2013 / 2014

U.S. Silica Sparta Positions

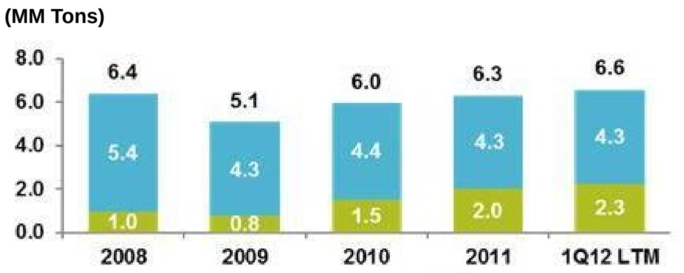
- Experienced, best-in-class management team
- Over 38M tons of coarse, northern white reserves
- Received all necessary permitting to begin construction in January 2012
- Board of Directors approved construction of facility
- Direct access to class one railroad
- Facility designed with scalability to cost effectively increase capacity in the future

Phase 1 Capacity: 750-850 ktons

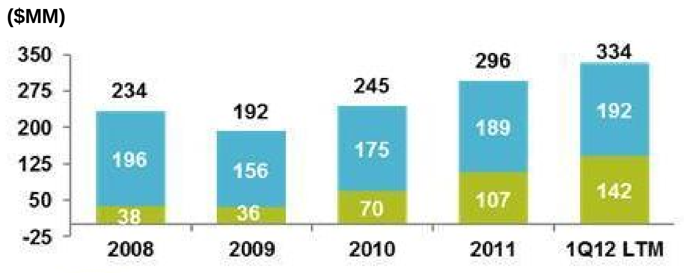
Phase 1 Capital: $50-$60 million

Historical Financial Summary

Volume (1)

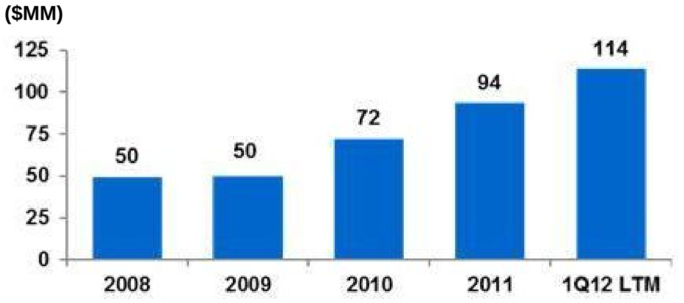


Revenue (1)

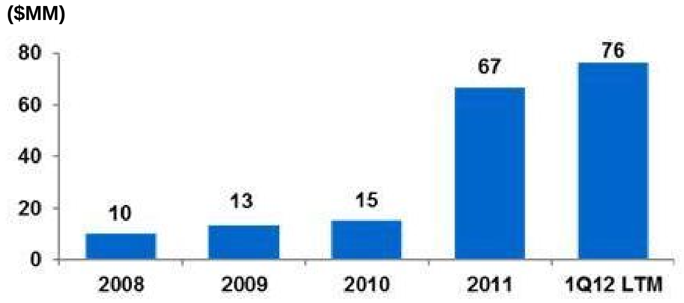


Industrial and Specialty   Oil and Gas

Adjusted EBITDA (2)



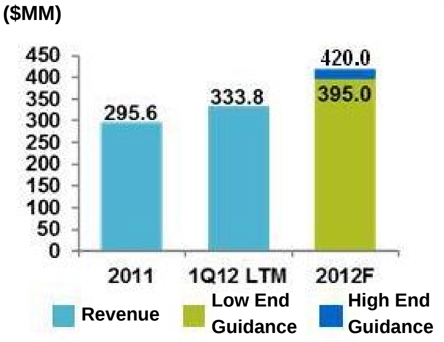
Capital Expenditures

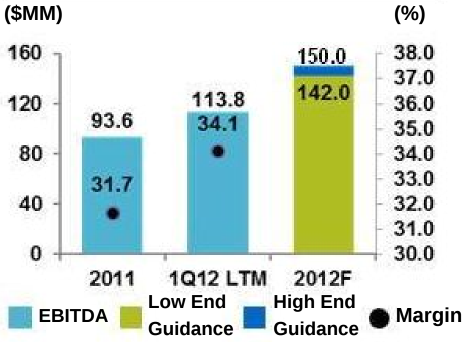


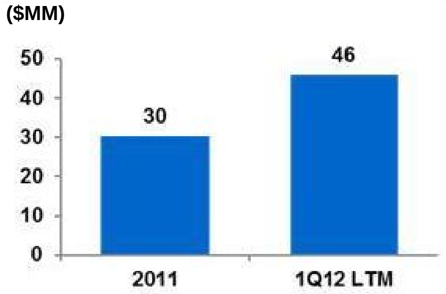
(1) Totals may not equal segments due to rounding
(2) See Appendix A for EBITDA reconciliation

First Quarter 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) Figures presented for 2012 Forecast represents the low end of guidance; no guidance has been provided for 2012 FY Adjusted EBITDA Margin
(2) For full list of adjustments please see EBITDA bridge in Appendix A

Strong Balance Sheet to Fund Growth Initiatives

Summary Capitalization (US$ in thousands)	3/31/2012	12/31/2011
Cash and Cash Equivalents	$ 84,641	$ 59,199
Asset-Based Revolving Line-of-Credit	–	–
Term Loan Facility	258,050	258,700
Other Borrowings	3,932	3,932
Total Debt	261,982	262,632
Net Debt	177,341	203,433
Leverage (Debt/Adj EBITDA) (1)	2.3x	2.8x
Net Leverage (Net Debt/Adj EBITDA) (1)	1.6x	2.2x

(1) Leverage and Net Leverage as of March 31, 2012 is calculated using LTM Adj EBITDA as of the reporting date

- $24.0MM capacity under asset-based revolving line-of-credit
- Total adjusted liquidity of ~$108.6MM for growth initiatives as of March 31, 2012

Leadership and Growth in a Transformative Market

Rapid Demand Growth	Proppant demand growth outpacing unprecedented shale drilling activity
Supply is Constrained	Barriers to *entry* and *success* will continue to limit new capacity
Sustainable Competitive Advantages	Scale, asset efficiency and logistics infrastructure create advantaged position
Line of Site Organic Growth	Near-term, high return growth projects with excellent probability of success

Appendix A

Reconciliation (Adjusted EBITDA to Net Income)

Reconciliation of Adjusted EBITDA $ in thousands	Three Months Ended March 31, 2012	LTM March 31, 2012
Net Income	19,113	45,856
Total Interest Expense, Net of Interest Income	3,763	16,669
Provisions of Taxes (Benefit)	7,032	12,547
Total Depreciation, Depletion and Amortization Expenses	5,978	21,888
EBITDA	**35,886**	**96,960**
Non-Cash Deductions, Losses and Charges (1)	-	(526)
Non-Recurring Expenses (Income) (2)	(439)	(2,467)
Transaction Expenses (3)	156	6,199
Permitted Management Fees and Expenses (4)	-	8,937
Non-Cash Incentive Compensation (5)	654	1,795
Post-Employment Expenses (Excluding Service Costs) (6)	605	1,666
Other Adjustments Allowable Under Existing Credit Agreements (7)	125	1,251
Adjusted EBITDA	**36,987**	**113,815**

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 amendments of our Term Loan Facility and ABL Facility.

(4) Includes fees and expense paid to Golden Gate Capital for ongoing consulting and management services provided pursuant to an Advisory Agreement entered into in connection with Golden Gate Capital Acquisition.

(5) Includes vesting of incentive equity compensation issued to our employees.

(6) Includes costs relating to pension and other post-retirement benefit obligations during the applicable period, but in each case excluding the service cost 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 potential acquisitions and costs associated with relocating the corporate headquarters.

Non-GAAP Financial Performance Measures

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 below 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.

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.