
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

U.S. Silica Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-3718801
(I.R.S. Employer
Identification No.)

24275 Katy Freeway, Suite 600
Katy, Texas
(Address of Principal Executive Offices)

77494
(Zip Code)

U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan
(Full title of the plan)

Stacy Russell
Senior Vice President, General Counsel & Corporate Secretary
U.S. Silica Holdings, Inc.
24275 Katy Freeway, Suite 600
Katy, Texas 77494
(Name and address of agent for service)

(281) 258-2170
(Telephone number, including area code, of agent for service)

Copy to:

G. Scott Lesmes
Morrison & Foerster LLP
2100 L Street NW, Suite 900
Washington, D.C. 20037
(202) 887-1563

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by U.S. Silica Holdings, Inc. (the “Company”), in accordance with General Instruction E to Form S-8, to register 3,000,000 additional shares of common stock for issuance under the Fourth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan, as amended (the “Plan”), as approved by the Company’s shareholders on May 12, 2022. The contents of the Company’s Registration Statement on Form S-8 (No. 333-179480) filed with the Securities and Exchange Commission (the “Commission”) on February 10, 2012, the Registration Statement on Form S-8 (No. 333-204062) filed with the Commission on May 11, 2015, the Registration Statement on Form S-8 (No. 333-238198) filed with the Commission on May 12, 2020, and the Registration Statement on Form S-8 (No. 333-256389) filed with the Commission on May 21, 2021 each relating to the Plan, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which are on file with the Commission, are incorporated herein by reference:

1. The Registrant’s Annual Report on [Form 10-K](#) for the Registrant’s fiscal year ended December 31, 2021;
2. The Registrant’s Quarterly Report on [Form 10-Q](#) for the Registrant’s quarter ended March 31, 2022;
3. The Registrant’s Current Report on [Form 8-K/A](#) filed on March 22, 2022 and the Current Report on [Form 8-K](#) filed on May 13, 2022; and
4. The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on January 31, 2012, including any amendment or report filed for the purpose of updating that description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information, unless otherwise indicated therein) after the date of this Registration Statement, but prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Our Commission File Number is 001-35416. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
3.1	<u>Third Amended and Restated Certificate of Incorporation of U.S. Silica Holdings, Inc., effective May 4, 2017 (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 10, 2017 (File No. 001-35416))</u>
3.2	<u>Third Amended and Restated Bylaws of U.S. Silica Holdings, Inc., effective May 4, 2017 (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on May 10, 2017 (File No. 001-35416))</u>
5.1	<u>Opinion of Morrison & Foerster LLP</u>
10.1	<u>Fourth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan (incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2022 (File No. 001-35416))</u>
23.1	<u>Consent of Grant Thornton LLP</u>
23.2	<u>Consent of Morrison & Foerster LLP (included in Exhibit 5.1)</u>
23.3	<u>Consent of Qualified Person</u>
23.4	<u>Consent of Qualified Person</u>
23.5	<u>Consent of Qualified Person</u>
24.1	<u>Powers of Attorney (included on signature page hereto)</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Katy, State of Texas, on May 20, 2022.

U.S. SILICA HOLDINGS, INC.

By: /s/ STACY RUSSELL

Name: Stacy Russell

Title: Senior Vice President, General Counsel &
Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each officer and director of U.S. Silica Holdings, Inc. whose signature appears below hereby severally constitutes and appoints Bryan A. Shinn and Stacy Russell, each of them individually (with full power to each of them to act alone), with full power of substitution and resubstitution, his/her true and lawful attorney-in fact and agent, with full powers to each of them to sign for us, in our names and in the capacities indicated below, the Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any and all amendments to said Registration Statement (including post-effective amendments), granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue of this power of attorney. This power of attorney may be executed in counterparts and all capacities to sign any and all amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 20, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ BRYAN A. SHINN</u> Bryan A. Shinn	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ DONALD A. MERRIL</u> Donald A. Merrill	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ CHARLES W. SHAVER</u> Charles W. Shaver	Chairman of the Board of Directors
<u>/s/ PETER C. BERNARD</u> Peter C. Bernard	Director
<u>/s/ DIANE K. DUREN</u> Diane K. Duren	Director
<u>/s/ WILLIAM J. KACAL</u> William J. Kacal	Director
<u>/s/ SANDRA R. ROGERS</u> Sandra R. Rogers	Director

MORRISON FOERSTER

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SUITE 900
WASHINGTON
DC 20037
TELEPHONE: 202.887.1500
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MORRISON & FOERSTER LLP
AUSTIN, BEIJING, BERLIN, BOSTON,
BRUSSELS, DENVER, HONG KONG,
LONDON, LOS ANGELES, NEW YORK,
PALO ALTO, SAN DIEGO, SAN FRANCISCO,
SHANGHAI, SINGAPORE, TOKYO,
WASHINGTON, D.C.

May 20, 2022

Board of Directors
U.S. Silica Holdings, Inc.
24275 Katy Freeway, Suite 600
Katy, TX 77494

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to U.S. Silica Holdings, Inc., a Delaware corporation (the “Company”), in connection with its registration statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the proposed offering of up to 3,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, all of which Shares may be issued pursuant to awards under the Company’s Fourth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan (the “Plan”).

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion, and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance.

Based upon and subject to the foregoing, it is our opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and nonassessable. The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the Delaware Constitution and reported judicial decisions interpreting those laws, each as currently in effect.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 25, 2022, with respect to the consolidated financial statements and internal control over financial reporting of U.S. Silica Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference to the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

Houston, Texas

May 20, 2022

CONSENT OF QUALIFIED PERSON

I hereby consent to the references to my name as a “qualified person” and to the incorporation by reference of any mineral reserve and other analyses performed by me on behalf of U.S. Silica Holdings, Inc. (the “Company”), which are set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, in this Registration Statement on Form S-8 (the “Registration Statement”) or in any amendment to the foregoing, or to any prospectuses or amendments or supplements thereto.

Date: May 20, 2022

/s/ Thomas O. Mathews

Thomas O. Mathews, PG, REM

President

Westward Environmental, Inc., a Qualified Third-Party Firm

CONSENT OF QUALIFIED PERSON

I hereby consent to the references to my name as a “qualified person” and to the incorporation by reference of any mineral reserve and other analyses performed by me on behalf of U.S. Silica Holdings, Inc. (the “Company”), which are set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, in this Registration Statement on Form S-8 (the “Registration Statement”) or in any amendment to the foregoing, or to any prospectuses or amendments or supplements thereto.

Date: May 20, 2022

/s/ Terrance N. Lackey

Terrance N. Lackey

BSc. Eng, MSc. Eng

Mining Director

U.S. Silica Holdings, Inc.

SME Member # 04312151

CONSENT OF QUALIFIED PERSON

I hereby consent to the references to my name as a “qualified person” and to the incorporation by reference of any mineral reserve and other analyses performed by me on behalf of U.S. Silica Holdings, Inc. (the “Company”), which are set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, in this Registration Statement on Form S-8 (the “Registration Statement”) or in any amendment to the foregoing, or to any prospectuses or amendments or supplements thereto.

Date: May 20, 2022

/s/ Robert D. Archibald

Robert D. Archibald

CEO

Q4 Impact Group

Calculation of Filing Fee Table

Form S-8
(Form Type)

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

Table 1—Newly Registered Securities

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Fee Calculation Rule	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Common stock, \$0.01 par value per share:						
— Fourth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	3,000,000 (2)	\$17.20 (3)	Rule 457(h)	\$51,600,000	\$92.70 per \$1,000,000	\$4,783.32

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock.
- (2) Represents additional shares of common stock reserved for issuance under the Fourth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low sale prices for the Common Stock on the New York Stock Exchange on May 17, 2022.