
**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 28, 2013

U.S. Silica Holdings, Inc.

(Exact name of registrant as specified in its 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))
-
-

Item 7.01. Regulation FD Disclosure.

On June 28, 2013, U.S. Silica Holdings, Inc. (the "Company") announced that its indirect wholly-owned subsidiary, U.S. Silica Company, launched an initiative for a new senior secured revolving credit and term loan facility that will amend and restate its current term loan facility and replace its asset-based loan facility, resulting in an amended and restated credit facility in an aggregate principal amount of \$425 million. The proposed refinancing, which is subject to market and other conditions, is intended to enhance the Company's financial flexibility by converting the revolving credit facility from an asset-based loan facility to a cash flow facility and extending the term loan maturity date to May 2020 and the revolving loan maturity date to July 2018. The Company's press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. There can be no assurance, however, that the proposed refinancing will be completed or that, if completed, will be on currently expected terms.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated June 28, 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 hereunto duly authorized.

Date: June 28, 2013

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

By: Christine C. Marshall

Title: General Counsel and Secretary

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press release, dated June 28, 2013.



News Release

U.S. Silica Announces Intent to Refinance Existing Senior Secured Facility

Frederick, MD., June 28, 2013 – U.S. Silica Holdings, Inc. (NYSE: SLCA) today announced that it has launched an initiative, subject to market and other conditions, to refinance its current senior debt by entering into a new \$425 million senior secured credit facility, consisting of a \$375 million term loan and a \$50 million revolving credit facility. U.S. Silica currently has a \$255 million senior secured term loan and a \$50 million revolving credit facility. The Company expects the refinancing to close in the third quarter of 2013.

“We believe the current credit market and low interest environment provide us with an opportunity to further enhance our financial flexibility and lower our cost of capital,” said Don Merrill, U.S. Silica Vice President and Chief Financial Officer. “This proposed transaction would complement our long-term strategy with respect to growth opportunities and shareholder-enhancing initiatives,” he added.

About U.S. Silica

U.S. Silica Holdings, Inc., a member of the Russell 2000, 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

Certain statements in this press release are “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and speak only as of this date. Forward-looking statements made include any statement that does not directly relate to any historical or current fact and may include, but are not limited to, statements regarding U.S. Silica’s financing plans. Forward-looking statements are based on our current expectations and assumptions, which may not prove to be accurate. These statements are not guarantees and are subject to risks, uncertainties and changes in circumstances that are difficult to predict. Many factors, such as credit market uncertainty, could cause actual results to differ materially and adversely from these forward-looking statements. Information concerning these factors can be found in U.S. Silica’s filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

U.S. Silica Holdings, Inc.

Michael Lawson

Director of Investor Relations and Corporate Communications

(301) 682-0304

lawsonm@ussilica.com

###