
**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): April 28, 2012

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: (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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 1, 2012, the Board of Directors (the "Board") of U.S. Silica Holdings, Inc. (the "Company") announced the appointment of Peter Bernard as an independent member of the Board. Mr. Bernard was also appointed a member of the Audit Committee of the Board, where he will replace Mr. Rajeev Amara.

Mr. Bernard will be entitled to certain cash and equity compensation arrangements described in that certain Letter Agreement, dated April 28, 2012, by and between Mr. Bernard and the Company, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. Mr. Bernard will also be entitled to enter into the Company's standard indemnification agreement for directors.

There are no arrangements or understandings between Mr. Bernard and any other person pursuant to which he was selected to serve on the Board, and there are no relationships between Mr. Bernard and the Company that would require disclosure under Item 404(a) of Regulation S-K.

As a result of Mr. Bernard's appointment, the Board has determined that a majority of the members of the Audit Committee of the Board are "independent" under the standards set forth in Section 303A of the NYSE Listed Company Manual and Rule 10A-3 under the Securities Exchange Act of 1934.

A copy of the Company's press release announcing the appointment of Mr. Bernard is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Letter Agreement, dated April 28, 2012, by and between Peter Bernard and the Company
10.2	Form of Indemnification Agreement (incorporated by reference from Exhibit 10.20 to Amendment No. 5 to the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 29, 2011 (File No. 333-175636))
99.1	Press Release, issued May 1, 2012

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 1, 2012

U.S. SILICA HOLDINGS, INC.

/s/ William A. White

By: William A. White

Title: Chief Financial Officer

EXHIBIT INDEX

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[Letterhead of U.S. Silica Holdings, Inc.]

April 27, 2012

Mr. Peter Bernard
1303 Sherwood Mills Lane
Houston, TX 77043

Dear Peter:

On behalf of U.S. Silica Holdings, Inc. (the "Company"), I am extremely pleased to invite you to become a member of the Company's Board of Directors (the "Board"). We believe that your skills, expertise and knowledge will prove very helpful to the Company and its stockholders. In addition to your normal Board duties, your responsibilities will include serving on the Audit Committee of the Board.

In connection with your service as a director, you will be eligible for equity grants under the Company's 2011 Incentive Compensation Plan (the "2011 Plan"). Upon the commencement of your service on the Board, you will receive a grant of options to purchase 10,000 shares of our common stock at the then-current market price. These options will vest quarterly over a three year period.

In addition to equity compensation, you will be entitled to receive cash compensation of (1) an Annual Retainer of \$70,000, payable in quarterly installments, for your service as a director, and (2) an Annual Retainer of \$10,000, payable in quarterly installments, for your service as a member of the Audit Committee. You will be reimbursed for reasonable out-of-pocket expenses that you incur in connection with your services to the Company in accordance with the Company's established policies. In addition, you will be covered by the Company's D&O insurance and given an opportunity to execute the Company's standard director indemnification agreement.

Our expectation is that the Board will meet at least quarterly. The various committees of the Board will also meet on a schedule to be determined. It is our expectation that you will participate in those meetings in person to the extent possible. We also ask that you make yourself available to participate in various telephonic meetings from time to time.

Please note that this offer is contingent upon your qualification as an independent director under applicable New York Stock Exchange rules.

Your services on the Board will be in accordance with, and subject to, the Company's Bylaws and Certificate of Incorporation, as such may be amended from time to time. By

accepting this offer, you represent to us that (1) you do not know of any conflict that would restrict you from becoming a director of the Company and (2) you will not provide the Company with any documents, records or other confidential information belonging to any other parties.

To accept this offer, please sign below and return the fully executed letter to us. You should keep one copy of this letter for your own records. This letter sets forth the terms of your service with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement, signed by a duly authorized representative of the Company and by you.

We are looking forward to having you join us at the Company. We believe that your past experience will be an asset to the Company and that you will have a positive impact on the organization.

Sincerely,

U.S. Silica Holdings, Inc.

/s/ Brian Slobodow

Brian Slobodow

Chief Administrative Officer

Accepted and agreed to this 28 day of April, 2012

/s/ Peter Bernard

Peter Bernard

U.S. Silica Holdings, Inc. Announces Appointment of Peter Bernard to the Board of Directors

FREDERICK, Md. (May 1, 2012) – U.S. Silica Holdings, Inc. (NYSE: SLCA) today announced the appointment of Mr. Peter Bernard to U.S. Silica’s Board of Directors. The election of Mr. Bernard brings the number of Directors to seven members. Mr. Bernard will also serve as an independent member of the Audit Committee.

Commenting on this appointment, Bryan A. Shinn, U.S. Silica’s President and Chief Executive Officer said, “With our rapidly growing presence and leadership role in supplying proppants to the oil and gas sector, we are delighted to have someone with Peter’s deep oilfield experience and strong industry background join our Board of Directors.”

Mr. Bernard brings to U.S. Silica extensive breadth, depth and expertise in the oil services sector of the energy industry. Mr. Bernard served in various roles of increasing responsibility and seniority at Halliburton from 1985 until 2008, including as a member of the Executive Committee from 2007 until 2008.

Additionally, Mr. Bernard has served as Vice President and Global Account Executive for Royal Dutch Shell, President and CEO of Landmark Graphics and Senior Vice President of Business Development and Marketing, where he was accountable for global contracts and pricing.

Mr. Bernard is currently the Chairman of Zeitecs, a specialized artificial lift technology company, and in addition he serves as Chairman of Tendeka, a Global completions solutions company headquartered in UK. Mr. Bernard received his B.S. degree in Petroleum Engineering from the University of Louisiana at Lafayette.

About U.S. Silica Holdings, Inc.

U.S. Silica Holdings, Inc., a Delaware corporation, 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 and a variety of attractive industrial and specialty products end markets. During its 112-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 200 products to customers across these end markets. U.S. Silica Holdings, Inc. is headquartered in Frederick, Maryland.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include but are not limited to our plans, objectives, expectations and intentions and other statements that contain words such as “expects,” “contemplates,” “anticipates,” “plans,” “intends,” “believes” and variations of such words or similar expressions that predict or indicate future events, or that do not relate to historical matters. These statements are based on our current beliefs or expectations and are inherently subject to significant uncertainties and changes in circumstances, many of which are beyond our control. There can be no assurance that our beliefs or expectations will be achieved. Actual results may differ materially from our beliefs or expectations due to economic, business, competitive, market and regulatory factors.

CONTACT: U.S. Silica Holdings, Inc., Telephone: 855-SILICA-7 (855-745-4227), Email: IR@ussilica.com