
**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): August 15, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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

Effective August 15, 2017, Diane Duren was appointed to serve as an independent director of the Board of Directors of U.S. Silica Holdings, Inc. (“U.S. Silica”) and as an independent member of the Board’s Audit Committee and Compensation Committee.

Ms. Duren will be entitled to certain cash and equity compensation arrangements described in that certain Letter Agreement, effective August 15, 2017, by and between Ms. Duren and U.S. Silica, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. Ms. Duren will also be entitled to enter into U.S. Silica’s standard indemnification agreement for directors.

There are no arrangements or understandings between Ms. Duren and any other persons pursuant to which Ms. Duren was selected as a director. There are no relationships between Ms. Duren and U.S. Silica or its subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K.

A copy of U.S. Silica’s press release announcing the appointment of Ms. Duren 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, effective August 15, 2017, by and between Diane Duren and U.S. Silica.
10.2	Form of Indemnification Agreement (incorporated by reference from Exhibit 10.20 to Amendment No. 5 to U.S. Silica’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 August 17, 2017.

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: August 18, 2017

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

Christine C. Marshall

Senior Vice President, Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

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Diane K. Duren

July 31, 2017

(VIA E-MAIL)

Dear Diane,

On behalf of U.S. Silica Holdings, Inc. (the "Company"), I am 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 our shareholders as we strive to deliver best in class returns while balancing the needs of all our stakeholders. In addition to your normal Board duties, we invite you to also serve as a member of the Audit Committee and Compensation Committee of the Board.

In connection with your service as a director, you will be eligible for equity awards under the Company's Amended and Restated 2011 Incentive Compensation Plan. Upon the commencement of your service on the Board, you will receive the 2017 director equity award of restricted stock units with a fair market value of \$90,000, pro-rated to reflect the time you will serve on the Board between the date of your execution of this letter and the vesting of the award on May 4, 2018. The number of restricted stock units to be granted to you will be determined by dividing the value of the grant by the average closing price of a share of the Company's common stock on the New York Stock Exchange over the thirty (30) trading days immediately preceding the grant date. Future annual equity grants will be determined by the Board based on the recommendation of the Compensation Committee of the Board. In addition to equity compensation, you will be entitled to receive cash compensation of (1) an Annual Retainer of \$60,000, payable in quarterly installments, for your service as a director, (2) an Annual Retainer of \$10,000, payable in quarterly installments, for your service as a member of the Audit Committee, (3) an Annual Retainer of \$10,000, payable in quarterly installments, for your service as a member of the Compensation Committee. You will be reimbursed for reasonable out-of-pocket expenses incurred in connection with your services to the Company in accordance with the Company's established policies. Further, you will be covered by the Company's D&O insurance and given an opportunity to execute the Company's standard director indemnification agreement.

The Board and its committees will meet at least quarterly. 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.

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.

Diane K. Duren

I look forward to receiving your acceptance and I am very excited to have you join our Board.

Sincerely,

U.S. Silica Holdings, Inc.

/s/ Bryan Shinn

Bryan Shinn
Chief Executive Officer

Accepted and agreed to this 15th day of August, 2017

/s/ Diane K. Duren

Diane K. Duren

cc: Charles Shaver, Chairman of the Board
Bryan A. Shinn, President & C. E. O.
Christine Marshall, Senior Vice-President and CLO
David D. Murry, Senior Vice-President and CHRO
Sean Klein, Chief Compliance Officer

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News Release

U.S. Silica Expands Board of Directors with Appointment of Diane K. Duren

Frederick, MD., Aug. 17, 2017 – U.S. Silica Holdings, Inc. (NYSE: SLCA) today announced that it has appointed Diane K. Duren to its Board of Directors. The election of Duren increases the size of the Company’s Board to six members. Ms. Duren will also serve as an independent member of the Audit and Compensation Committees of the Board.

Ms. Duren retired earlier this year from the Union Pacific Railroad, following a 32-year career in which she served in various managerial and leadership roles, most recently as Executive Vice President and Chief Administrative Officer. Prior to joining the UP, Ms. Duren worked as a CPA with the accounting firm of Deloitte, Haskin and Sells in Omaha, NE. She received a Bachelor of Science degree in Business Administration from Creighton University in 1981. Ms. Duren also serves on the Board of Werner Enterprises, Inc. in Omaha.

Commenting on the addition of Ms. Duren to the U.S. Silica board, President and Chief Executive Officer Bryan Shinn said, “I’m pleased to welcome Diane to our Board. She brings diverse functional experience in strategic planning, customer acquisition, sales, marketing, finance, governance, and talent management. Moreover, she has tremendous knowledge and expertise across both the railroad and oilfield service spaces, bringing outstanding business acumen and industry awareness to our Company.”

“We conducted an extensive search for someone who would further strengthen our board’s breadth of talent and background, and we are delighted to have identified such an outstanding individual,” said Charles Shaver, U.S. Silica’s chairman. “I’m confident that Diane is going to make an important and positive impact on our company.”

“I’m delighted to join Bryan and Charlie and the other U.S. Silica board members as this is a very exciting time for the Company,” said Ms. Duren. “I look forward to leveraging my 30 plus years of transportation experience and contributing to their success where I can.”

About U.S. Silica

U.S. Silica Holdings, Inc., a member of the Russell 2000, is a leading producer of commercial silica used in the oil and gas industry, and in a wide range of industrial applications. Over its 117-year history, U.S. Silica has developed core competencies in mining, processing, logistics and materials science that enable it to produce and cost-effectively deliver over 260 products to customers across our end markets. The Company currently operates nine industrial sand production plants and eight oil and gas sand production plants. The Company is headquartered in Frederick, Maryland and also has offices located in Chicago, Illinois and Houston, Texas.

U.S. Silica Holdings, Inc.
Michael Lawson
Vice President of Investor Relations and Corporate Communications
(301) 682-0304
lawsonm@ussilica.com

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