SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Merril Donald A	U.S. SILICA HOLDINGS, INC. [SLCA]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2017	EVP & Chief Financial Officer

C/O U.S. SILICA HOLDINGS, INC.

8490 PROGRESS DRIVE

(Street)

FREDERICK   MD   21701

(City)   (State)   (Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
	X Form filed by One Reporting Person / Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2017		M		1,681	A	$57.69[1]	10,679	D	
Common Stock	02/11/2017		F[2]		926	D	$57.69	9,753	D	
Common Stock	02/12/2017		M		2,151	A	$57.69[3]	11,904	D	
Common Stock	02/12/2017		F[2]		1,081	D	$57.69	10,823	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	[4]	02/11/2017		M			1,681	[5]	[5]	Common Stock	1,681	$0.00	0	D	
Restricted Stock Units	[4]	02/12/2017		M			2,151	[6]	[6]	Common Stock	2,151	$0.00	2,151	D	

Explanation of Responses:

1. Scheduled vesting of restricted stock units granted February 11, 2014.
2. Tax withholding on vested restricted stock units.
3. Scheduled vesting of restricted stock units granted February 12, 2015.
4. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.
5. Restricted Stock Units granted on February 11, 2014 and vesting in three equal installments on the anniversary date of the grant.
6. Restricted Stock Units granted on February 12, 2015 and vesting in three equal installments on the anniversaries of the grant date.

Remarks:

/s/ Sean J. Klein by Power of Attorney   02/14/2017

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.