

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Tedrow Jason Leroy</u> (Last) (First) (Middle) C/O U.S. SILICA HOLDINGS, INC. 8490 PROGRESS DRIVE (Street) FREDERICK MD 21701 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>U.S. SILICA HOLDINGS, INC. [SLCA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, Supply Chain |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/02/2014 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/02/2014 | | M | | 5,000 | A | \$17.05 | 20,633 | D | |
| Common Stock | 05/02/2014 | | S | | 5,000 | D | \$46.79 ⁽¹⁾ | 15,633 | D | |
| Common Stock | 05/05/2014 | | M | | 1,353 | A | \$17.05 | 16,986 | D | |
| Common Stock | 05/05/2014 | | M | | 3,647 | A | \$24 | 20,633 | D | |
| Common Stock | 05/05/2014 | | S | | 5,000 | D | \$46.85 | 15,633 | 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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (right to buy) | \$17.05 | 05/02/2014 | | M | | | 5,000 | (2) | 02/06/2022 | Common Stock | 5,000 | \$0.00 | 14,057 | D | |
| Employee Stock Option (right to buy) | \$17.05 | 05/05/2014 | | M | | | 1,353 | (2) | 02/06/2022 | Common Stock | 1,353 | \$0.00 | 12,704 | D | |
| Employee Stock Option (right to buy) | \$24 | 05/05/2014 | | M | | | 3,647 | (2) | 02/06/2022 | Common Stock | 3,647 | \$0.00 | 18,604 | D | |

Explanation of Responses:

- 1. Weighted average share price ranging from \$46.79-46.82
- 2. Option grant dated 2/6/2012, vesting in four equal installments over a four year time period beginning 2/6/2013.

Remarks:

Sean J. Klein by Power of Attorney 05/06/2014

** 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.