
**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): March 20, 2014

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.

Effective March 20, 2014, Daniel Avramovich 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.

Mr. Avramovich will be entitled to certain cash and equity compensation arrangements described in that certain Letter Agreement, dated March 20, 2014, by and between Mr. Avramovich 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. Mr. Avramovich will also be entitled to enter into U.S. Silica’s standard indemnification agreement for directors.

There are no arrangements or understandings between Mr. Avramovich and any other persons pursuant to which Mr. Avramovich was selected as a director. There are no relationships between Mr. Avramovich 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 Mr. Avramovich 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 March 20, 2014, by and between Daniel Avramovich 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 March 20, 2014.

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: March 21, 2014

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

Christine C. Marshall
General Counsel and Corporate Secretary

EXHIBIT INDEX

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Dan Avramovich
Pacer International, Inc.
6805 Perimeter Drive
Dublin, OH 43016

March 20, 2014

(VIA E-MAIL)

Dear Dan,

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 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. Upon the commencement of your service on the Board, you will receive an annual grant of restricted stock units with a fair market value of \$90,000. 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 and Governance 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, 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 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.

I look forward to receiving your acceptance and I am very excited to have you join our Board. Our next in-person meeting is on May 8 in Washington D.C. and the Audit Committee is scheduled to meet by teleconference on April 21.

Sincerely,

U.S. Silica Holdings, Inc.

/s/ Bryan Shinn
Bryan Shinn
Chief Executive Officer

Accepted and agreed to this 20th day
of March, 2014

/s/ Daniel Avramovich
Daniel Avramovich

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



News Release



U.S. Silica Announces New Board Member, Daniel Avramovich

Frederick, Md., Mar. 20, 2014 – U.S. Silica Holdings, Inc. (NYSE: SLCA) announced today that Daniel Avramovich has been appointed to the company's Board of Directors, increasing the board's size to 6 members. Mr. Avramovich will also serve as a member of the audit committee.

Mr. Avramovich brings more than 35 years of senior leadership and extensive experience from all facets of transportation and logistics industry companies including, Deutsche Post DHL/Exel, Union Pacific, Kansas City Southern and Landstar Systems. Mr. Avramovich currently serves as chairman and chief executive officer of Pacer International with executive responsibility for all Pacer International business units. Dan joined Pacer International as the retail intermodal services president in June 2008, where he was responsible for all commercial and operating activities of Pacer's retail door-to-door intermodal service offering. He is a member of the business advisory group for Northwestern University and belongs to numerous industry related organizations. Mr. Avramovich graduated with a Bachelor of Science in business administration from Akron University and a Master of Science in accounting from Kent State University.

Bryan Shinn, U.S. Silica president and chief executive officer said, "Dan brings extensive experience in the transportation and logistics industry including strong relationships with key service providers, significant senior leadership in sales and marketing, industry and technical experience, and a global perspective. We are extremely pleased that Dan is joining our board."

About U.S. Silica

U.S. Silica Holdings, Inc., a member of the Russell 2000, is one of the largest domestic producers 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, Md.

U.S. Silica Holdings, Inc. Contacts

Media Inquiries:

Alison Holder
 Manager of Corporate Communications
 301-682-0326
holder@ussilica.com

Investor Relations Inquiries:

Michael Lawson
 Director of Investor Relations and Corporate Communications
 301-682-030
lawsonm@ussilica.com