

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Marshall Christine C</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 X Officer (give title below) Other (specify below) <u>SVP, CLO &amp; Corp Secy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2017</u>	
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	03/31/2017		M		3,839	A	\$47.99 <sup>(1)</sup>	8,025	D	
Common Stock	03/31/2017		F <sup>(2)</sup>		1,386	D	\$47.99	6,639	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
Restricted Stock Units	<sup>(3)</sup>	03/31/2017		M			3,839	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	3,839	\$0.00	7,676	D	
Restricted Stock Units	<sup>(3)</sup>	04/01/2017		A		4,497		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	4,497	\$0.00	4,497	D	

**Explanation of Responses:**

- Scheduled vesting of restricted stock units granted March 31, 2016.
- Tax withholding on vested restricted stock units.
- Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.
- Restricted Stock Units granted March 31, 2016 and vesting in three equal installments on the anniversary date of the grant.
- One-third of the restricted stock units are scheduled to vest on each of April 1, 2018, April 1, 2019 and April 1, 2020.

**Remarks:**

/s/ Sean J. Klein by Power of Attorney      04/04/2017

\*\* 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.

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