

---

---

**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): October 8, 2013**

---

**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))
- 
-

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

Effective October 8, 2013, J. Mike Stice 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 Compensation and Governance Committee.

Mr. Stice will be entitled to certain cash and equity compensation arrangements described in that certain Letter Agreement, dated October 8, 2013, by and between Mr. Stice 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. Stice will also be entitled to enter into U.S. Silica’s standard indemnification agreement for directors.

There are no arrangements or understandings between Mr. Stice and any other persons pursuant to which Mr. Stice was selected as a director. There are no relationships between Mr. Stice 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. Stice 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 October 8, 2013, by and between J. Mike Stice 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 October 10, 2013.

**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: October 11, 2013

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

Christine C. Marshall

General Counsel and Corporate Secretary

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
10.1	Letter Agreement, dated October 8, 2013, by and between J. Mike Stice 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 October 10, 2013.



September 29, 2013

(VIA E-MAIL)

Mr. J. Michael Stice

Dear Mike,

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 Compensation 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, 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 March 14, 2014. The number of restricted stock units to be granted to you will be determined by dividing the pro-rated 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 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.

I look forward to receiving your acceptance and I am very excited to have you join our Board. Our next meeting is on October 24<sup>th</sup> in New York City.

Sincerely,

U.S. Silica Holdings, Inc.

/s/ Bryan Shinn

Bryan Shinn

Chief Executive Officer

Accepted and agreed to this 8th day of  
October, 2013

/s/ J. Michael Stice

J. Michael Stice

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  
James I. Manion, Deputy General Counsel  
Sean Klein, Chief Compliance Officer



News Release

### **U.S. Silica Expands Board of Directors with Appointment of J. Mike Stice**

Frederick, MD., Oct. 10, 2013 – U.S. Silica Holdings, Inc. (NYSE: SLCA) today announced that it has appointed J. Mike Stice to its Board of Directors. The election of Stice increases the size of the Company’s Board to eight members. Stice will also serve as an independent member of the Compensation and Governance Committee of the Board.

For the last four years, Mike has been Chief Executive Officer of Access Midstream Partners, L.P., a midstream energy company MLP based in Oklahoma City, OK. Prior to his current assignment, he served as Senior Vice President – Natural Gas Products and subsequently President and Chief Operating Officer of Chesapeake Midstream Development, L.P., a wholly-owned subsidiary of Chesapeake Energy Corporation. Prior to joining Chesapeake, Stice spent 27 years with ConocoPhillips and its predecessor companies in a variety of key leadership roles.

Stice received a Bachelor of Science degree in Chemical Engineering from the University of Oklahoma in 1981, a Master of Science degree in Business from Stanford University in 1995 and a Doctorate of Education degree from George Washington University in 2009.

Commenting on the addition of Stice to the U.S. Silica board, President and Chief Executive Officer Bryan Shinn offered, “We are excited to have Mike join our Board. He has tremendous expertise across the oilfield space and he brings outstanding business acumen and industry knowledge to our company.”

“I am honored to join the U.S. Silica board and to have the opportunity to work with this outstanding team,” Stice said. “U.S. Silica has been a leader in the silica sand industry for over 100 years and I look forward to sharing my experiences while helping shape the future direction and growth of this exceptional company.”

#### **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, Maryland.

U.S. Silica Holdings, Inc.  
Michael Lawson  
Director of Investor Relations and Corporate Communications  
(301) 682-0304  
[lawsonm@ussilica.com](mailto:lawsonm@ussilica.com)

###