

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>GGC Opportunity Fund Management GP, Ltd.</u> (Last) (First) (Middle) C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2012	3. Issuer Name and Ticker or Trading Symbol <u>U.S. SILICA HOLDINGS, INC. [SLCA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	49,981,023	I	See Footnotes. ⁽¹⁾⁽²⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
GGC Opportunity Fund Management GP, Ltd.
 (Last) (First) (Middle)
 C/O GOLDEN GATE PRIVATE EQUITY, INC.
 ONE EMBARCADERO CENTER, 39TH FLOOR
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GGC Opportunity Fund Management, L.P.
 (Last) (First) (Middle)
 C/O GOLDEN GATE PRIVATE EQUITY, INC.
 ONE EMBARCADERO CENTER, 39TH FLOOR
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GGCOF Co-Invest Management, L.P.
 (Last) (First) (Middle)
 C/O GOLDEN GATE PRIVATE EQUITY, INC.

ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

GOLDEN GATE CAPITAL OPPORTUNITY FUND, L.P.

(Last)

(First)

(Middle)

C/O GOLDEN GATE PRIVATE EQUITY, INC.
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

GOLDEN GATE CAPITAL OPPORTUNITY FUND-A, L.P.

(Last)

(First)

(Middle)

C/O GOLDEN GATE PRIVATE EQUITY, INC.
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

GGCOF THIRD-PARTY CO-INVEST, L.P.

(Last)

(First)

(Middle)

C/O GOLDEN GATE PRIVATE EQUITY, INC.
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

GGCOF CO-INVEST, L.P.

(Last)

(First)

(Middle)

C/O GOLDEN GATE PRIVATE EQUITY, INC.
ONE EMBARCADERO CENTER, 39TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

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(Zip)

Explanation of Responses:

1. GGC USS Holdings, LLC ("Holdings") is the direct beneficial owner of 49,981,023 shares of common stock of U.S. Silica Holdings, Inc. The shares beneficially owned directly by Holdings are beneficially owned indirectly by (a) Golden Gate Capital Opportunity Fund, L.P., (b) Golden Gate Capital Opportunity Fund-A, L.P., (c) GGCOF Third-Party Co-Invest, L.P. and (d) GGCOF Co-Invest, L.P. The shares indirectly held by the funds listed in clauses (a) through (c) are beneficially owned indirectly by their general partner, GGC Opportunity Fund Management, L.P. ("Management GP"), and the general partner of Management GP, GGC Opportunity Fund Management GP, Ltd. ("Ultimate GP"). The shares indirectly held by the fund listed in clause (d) are beneficially owned indirectly by its general partner, GGCOF Co-Invest Management, L.P. ("GGCOF Management"), the general partner of GGCOF Management, Management GP, and the general partner of Management GP, Ultimate GP. (Continued in Footnote 2)

2. Ultimate GP has voting and dispositive authority over the shares held by Holdings and is governed by its board of directors.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Michele Luburich by Power of Attorney 01/31/2012

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints each of James I. Manion, Alan Jacobs, Robert M. Hayward, P.C. and Michele Luburich, signing singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of U.S. Silica Holdings, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any of the attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his discretion, deems necessary or desirable;

(3) neither the Company nor any of the attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each of such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31 day of January 2012.

GOLDEN GATE CAPITAL OPPORTUNITY FUND, L.P.
GOLDEN GATE CAPITAL OPPORTUNITY FUND-A, L.P.
GGCOF THIRD-PARTY CO-INVEST, L.P.

By: GGC Opportunity Fund Management, L.P.
Its: General Partner

By: GGC Opportunity Fund Management GP, Ltd.
Its: General Partner

By: /s/ David C. Dominik

Name: David C. Dominik
Its: Managing Member

GGC OPPORTUNITY FUND MANAGEMENT, L.P.

By: GGC Opportunity Fund Management GP, Ltd.
Its: General Partner

By: /s/ David C. Dominik

Name: David C. Dominik
Its: Managing Member

GGC OPPORTUNITY FUND MANAGEMENT GP, LTD.

By: /s/ David C. Dominik

Name: David C. Dominik
Its: Managing Member

GGCOF CO-INVEST, L.P.

By: GGC Co-Invest Management, L.P.
Its: General Partner

By: GGC Opportunity Fund Management, L.P.
Its: General Partner

By: GGC Opportunity Fund Management GP, Ltd.
Its: General Partner

By: /s/ David C. Dominik

Name: David C. Dominik
Its: Managing Member

GGCOF CO-INVEST MANAGEMENT, L.P.

By: GGC Opportunity Fund Management, L.P.
Its: General Partner

By: GGC Opportunity Fund Management GP, Ltd.
Its: General Partner

By: /s/ David C. Dominik

Name: David C. Dominik
Its: Managing Member