

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Shinn Bryan Adair</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O US SILICA HOLDINGS INC. 24275 KATY FREEWAY, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)								
KATY	TX	77494						
(City)	(State)	(Zip)						

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	07/31/2024		D		1,387,786	D	\$15.5 ⁽¹⁾	327,891	D	
Common Stock	07/31/2024		D		327,891	D	\$15.5 ⁽²⁾	0	D	
Performance-Based Restricted Stock Units	07/31/2024		D		790,392	D	\$15.5 ⁽³⁾⁽⁴⁾	0	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)	\$30.85	07/31/2024		D			72,954	(5)	06/01/2025	Common Stock	72,954	\$15.5 ⁽⁵⁾	0	D	
Employee Stock Option (right to buy)	\$28.7	07/31/2024		D			47,747	(5)	02/12/2025	Common Stock	47,747	\$15.5 ⁽⁵⁾	0	D	
Employee Stock Option (right to buy)	\$49.39	07/31/2024		D			52,300	(5)	11/03/2024	Common Stock	52,300	\$15.5 ⁽⁵⁾	0	D	

Explanation of Responses:

- Represents shares of U.S. Silica Holdings, Inc. (the "Issuer") common stock, par value \$0.01 per share (the "Shares"), disposed of in connection with the Agreement and Plan of Merger, dated as of April 26, 2024 (the "Merger Agreement"), by and among the Issuer, Star Holding LLC and Star Merger Co. In accordance with the Merger Agreement, at the effective time (the "Effective Time") of the merger contemplated thereby (the "Merger"), each Share held by the reporting person was converted into the right to receive \$15.50 per share in cash (the "Merger Consideration"), without interest and subject to any required withholding taxes.
- In accordance with the Merger Agreement, at the Effective Time, each restricted stock unit award (excluding any PSU) issued pursuant to the U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan, as amended and restated from time to time (the "Company Equity Plan") (each an "RSU"), that was outstanding as of immediately prior to the Effective Time vested in full and was cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (x) the number of Shares subject to such RSU immediately prior to the Effective Time multiplied by (y) the Merger Consideration less (z) any applicable taxes required to be withheld with respect to such payment.
- In accordance with the Merger Agreement, at the Effective Time, each performance share unit award issued pursuant to the Company Equity Plan (each, a "PSU") that was outstanding as of immediately prior to the Effective Time vested in full and was cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (x) the number of Shares subject to such PSU multiplied by (y) the Merger Consideration, less (z) any applicable taxes required to be withheld with respect to such payment. Each PSU became fully vested with respect to a number of shares equal to: (x) for each such award granted in 2022, 133% and 134% of the target number of shares covered by the award in the case of Total Shareholder Return PSUs and Adjusted Cash Flow PSUs, respectively, (y) for each such award granted in 2023, 138% and 101% of the target number of shares covered by the award in the case of Total Shareholder Return PSUs and Adjusted Cash Flow PSUs,
- (Continued from footnote 3) respectively and (z) for each such award granted in 2024, 200% and 100% of the target number of shares covered by the award in the case of Total Shareholder Return PSUs and Adjusted Cash Flow PSUs, respectively.
- In accordance with the Merger Agreement, at the Effective Time, each outstanding option to purchase the Shares issued pursuant to the Company Equity Plan (each, a "Company Option") that was outstanding and unexercised immediately prior to the Effective Time was cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (x) the excess, if any, of the Merger Consideration over the per share exercise price of such Company Option, multiplied by (y) the number of Shares covered by such Company Option immediately prior to the Effective Time, less (z) any applicable taxes required to be withheld with respect to such payment.

/s/ Stacy Russell, as Attorney-in-Fact

08/01/2024

** Signature of Reporting Person

Date

* 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.