

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WINKLER MICHAEL L</u>  (Last) (First) (Middle) <u>C/O U.S. SILICA HOLDINGS, INC.</u> <u>24275 KATY FREEWAY, SUITE 600</u>  (Street) <u>KATY TX 77494</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2019</u>	
		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 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	03/31/2019		M <sup>(1)</sup>		13,108	A	\$0.00	123,659	D	
Common Stock	03/31/2019		F <sup>(2)</sup>		5,157	D	\$17.36	118,502	D	
Common Stock	04/01/2019		M <sup>(3)</sup>		3,088	A	\$0.00	121,590	D	
Common Stock	04/01/2019		F <sup>(2)</sup>		1,215	D	\$17.25	120,375	D	
Common Stock	04/01/2019		M <sup>(4)</sup>		5,604	A	\$0.00	125,979	D	
Common Stock	04/01/2019		F <sup>(2)</sup>		2,205	D	\$17.25	123,774	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(5)	03/31/2019		M		13,108	(6)	(6)	Common Stock	13,108	\$0.00	0	D	
Restricted Stock Units	(5)	04/01/2019		M		3,088	(7)	(7)	Common Stock	3,088	\$0.00	3,087	D	
Restricted Stock Units	(5)	04/01/2019		M		5,604	(8)	(8)	Common Stock	5,604	\$0.00	11,197	D	

**Explanation of Responses:**

- Scheduled vesting of restricted stock units granted on March 31, 2016.
- Represents tax withholding on vested restricted stock units.
- Scheduled vesting of restricted stock units granted on April 1, 2017.
- Scheduled vesting of restricted stock units granted on April 1, 2018.
- Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.
- Restricted Stock Units granted on March 31, 2016 and vesting in three equal installments on the anniversaries of the grant date.
- Restricted Stock Units granted on April 1, 2017 and vesting in three equal installments on the anniversaries of the grant date.
- Restricted Stock Units granted on April 1, 2018 and vesting in three equal installments on the anniversaries of the grant date.

**Remarks:**

/s/ Robert M. Hayward, P.C. by 04/02/2019  
Power of Attorney

\*\* 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.

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.

