

WINKLER MICHAEL L
 Form 4
 May 14, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WINKLER MICHAEL L

2. Issuer Name and Ticker or Trading Symbol
**U.S. SILICA HOLDINGS, INC.
 [SLCA]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
03/31/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Operating Officer

**C/O U.S. SILICA HOLDINGS,
 INC., 8490 PROGRESS DRIVE,
 SUITE 300**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

FREDERICK, MD 21701

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/31/2018 | | M | | 13,109 | A | (\$1) 45,559 |
| Common Stock | 03/31/2018 | | F(2) | | 4,171 | D | \$ 25.52 41,388 |
| Common Stock | 04/01/2018 | | M | | 3,088 | A | (\$3) 44,476 |
| Common Stock | 04/01/2018 | | F(2) | | 1,216 | D | \$ 25.52 43,260 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (4) | 03/31/2018 | | M | 13,109 | (5) (5) | Common Stock | 13,109 |
| Restricted Stock Units | (4) | 04/01/2018 | | M | 3,088 | (6) (6) | Common Stock | 3,088 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WINKLER MICHAEL L C/O U.S. SILICA HOLDINGS, INC. 8490 PROGRESS DRIVE, SUITE 300 FREDERICK, MD 21701 | | | EVP & Chief Operating Officer | |

Signatures

/s/ Robert M. Hayward, P.C. by Power of Attorney 05/14/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Scheduled vesting of restricted stock units granted on March 31, 2016.
- (2) Tax withholding on vested restricted stock units.
- (3) Scheduled vesting of restricted stock units grants on April 1, 2017.

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- (4) Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting of the unit.
- (5) Restricted Stock Units granted on March 31, 2016 and vesting in three equal installments on the anniversaries of the grant date.
- (6) Restricted Stock Units granted on April 1, 2017 and vesting in three equal installments on the anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.