

U.S. SILICA HOLDINGS, INC.
 Form 4
 July 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Slobodow Brian

(Last) (First) (Middle)

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

(Street)

FREDERICK, MD 21701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	07/09/2013		M		10,000 (1) A \$ 16.9	10,000	D
Common Stock	07/09/2013		S		10,000 (1) D \$ 22	0	D
Common Stock	07/10/2013		M		5,000 (1) D \$ 16.9	5,000	D
Common Stock	07/10/2013		S		5,000 (1) D \$ 22.5	0	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.9	07/09/2013		M	10,000	<u>(2)</u> 07/12/2021	Common Stock 10,000
Employee Stock Option (right to buy)	\$ 16.9	07/10/2013		M	5,000	<u>(2)</u> 07/12/2021	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Slobodow Brian C/O U.S. SILICA HOLDINGS, INC. 8490 PROGRESS DRIVE, SUITE 300 FREDERICK, MD 21701	X			

Signatures

/s/ Sean J. Klein by Power of Attorney
07/11/2013

__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) Option exercise and sale pursuant to 10b5-1 Plan.

(2) Option grant dated July 12, 2011, as amended, with unvested balance as of January 1, 2013 (options to purchase 89,882 shares) vesting equally over a three year time period beginning January 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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