

U.S. SILICA HOLDINGS, INC.
 Form 3
 September 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Yoxtheimer Adam		(Month/Day/Year)	U.S. SILICA HOLDINGS, INC. [SLCA]	
(Last)	(First)	(Middle)	09/09/2013	
8490 PROGRESS DRIVE,Â SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
FREDERICK,Â MDÂ 21701			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Chief Admin Officer	

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

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yoxtheimer Adam 8490 PROGRESS DRIVE SUITE 300 FREDERICK, MD 21701	Â	Â	Â VP, Chief Admin Officer	Â

Signatures

/s/ Sean J. Klein by Power of Attorney 09/12/2013

__Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

1.Â No securities are beneficially owned.

2.Â Exhibit 24 - Power of Attorney

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. font-size:8pt; font-family:Times New Roman" ALIGN="center">**For**

Withhold

Broker Non-Votes

Richard Stollmeyer

58,201,882 6,994,785 3,963,378

Katherine Blair Christie

58,133,283 7,063,384 3,963,378

Graham Smith

57,275,977 7,920,690 3,963,378

2. Ratification of Appointment of Independent Registered Public Accounting Firm. The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified by the stockholders based on the following results of voting:

			Broker Non-
For	Against	Abstain	Votes
69,044,140	90,774	25,131	0

3. Advisory Vote to Approve Named Executive Officer Compensation. On an advisory basis, the compensation of the Company's named executive officers as set forth in the proxy statement was approved by the stockholders based on the following results of voting:

			Broker Non-
For	Against	Abstain	Votes
61,386,389	3,749,112	61,166	3,963,378

4. Advisory Vote on the Frequency of Future Advisory Stockholder Votes to Approve Named Executive Officer Compensation. On an advisory basis, the stockholders indicated their preference that future advisory stockholder votes to approve the compensation of the Company's named executive officers as disclosed in the proxy statement occur every year based on the following results of voting:

				Broker Non-
One Year	Two Years	Three Years	Abstain	Votes
65,065,329	6,386	18,854	106,098	3,963,378

In accordance with the voting results for this proposal, the board of directors of the Company has determined that the Company will hold future advisory stockholder votes on the compensation of the Company's named executive officers every year until the next required vote on the frequency of such an advisory vote.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MINDBODY, INC.

By: /s/ Kimberly G. Lytikainen
Kimberly G. Lytikainen
Chief Legal Officer and Secretary

Date: May 18, 2018