

Murry David D.
Form 4
April 02, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Murry David D.

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)
03/31/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CHRO

C/O U.S. SILICA HOLDINGS, INC., 24275 KATY FREEWAY, SUITE 600

(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

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)
				(A) or (D)	Price		
Common Stock	03/31/2019		M ⁽¹⁾	2,223 A	\$ 0	26,954	D
Common Stock	03/31/2019		F ⁽²⁾	1,069 D	\$ 17.36	25,885	D
Common Stock	04/01/2019		M ⁽³⁾	652 A	\$ 0	26,537	D
Common Stock	04/01/2019		F ⁽²⁾	313 D	\$ 17.25	26,224	D
	04/01/2019		M ⁽⁴⁾	1,236 A	\$ 0	27,460	D

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Common
Stock

Common Stock 04/01/2019 F(2) 594 D \$
17.25 26,866 D

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

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SEC 1474
(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. Price or Value of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	(5)	03/31/2019		M	2,223	(6)	(6)	Common Stock	2,223	\$
Restricted Stock Units	(5)	04/01/2019		M	652	(7)	(7)	Common Stock	652	\$
Restricted Stock Units	(5)	04/01/2019		M	1,236	(8)	(8)	Common Stock	1,236	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murry David D. C/O U.S. SILICA HOLDINGS, INC. 24275 KATY FREEWAY, SUITE 600 KATY, TX 77494			SVP & CHRO	

Signatures

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

04/02/2019

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