

Shinn Bryan Adair
Form 4
February 14, 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 *
Shinn Bryan Adair

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2019

(Street)

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

KATY, TX 77494

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

(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)
			Code	V	Amount		
Common Stock	02/12/2019		A ⁽¹⁾		121,999	A	\$ 0 248,242
Common Stock	02/12/2019		A ⁽²⁾		66,579	A	\$ 12.91 314,821
Common Stock	02/12/2019		F ⁽³⁾		26,316	D	\$ 12.91 288,505

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

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shinn Bryan Adair C/O U.S. SILICA HOLDINGS, INC. 8490 PROGRESS DRIVE, SUITE 300 KATY, TX 77494	X		President & CEO	

Signatures

/s/ Robert M. Hayward, P.C. by Power of Attorney
Date: 02/14/2019

**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) Represents restricted stock granted on February 12, 2019 which will vest in three equal installments on the anniversaries of the grant date. On March 31, 2016, the reporting person was granted performance-based restricted stock units subject to vesting based on the attainment of pre-established objective financial goals, business unit performance objectives and individual personal performance objectives. Certain performance criteria for 2018 were met, resulting in vesting of the grant as to 66,579 shares of the issuer's common stock on February 12, 2019.
- (2)
- (3) Represents tax withholding on vested performance-based stock.

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.