

WINKLER MICHAEL L

Form 4

April 02, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
C/O U.S. SILICA HOLDINGS,
INC., 24275 KATY FREEWAY,
SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2019

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2019		M ⁽¹⁾		13,108	A	\$ 0	123,659	D	
Common Stock	03/31/2019		F ⁽²⁾		5,157	D	\$ 17.36	118,502	D	
Common Stock	04/01/2019		M ⁽³⁾		3,088	A	\$ 0	121,590	D	
Common Stock	04/01/2019		F ⁽²⁾		1,215	D	\$ 17.25	120,375	D	
	04/01/2019		M ⁽⁴⁾		5,604	A	\$ 0	125,979	D	

Common
Stock

Common Stock	04/01/2019	F(2)	2,205	D	\$ 17.25	123,774	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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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. I De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	03/31/2019		M	13,108	(6)	(6)	Common Stock	13,108
Restricted Stock Units	(5)	04/01/2019		M	3,088	(7)	(7)	Common Stock	3,088
Restricted Stock Units	(5)	04/01/2019		M	5,604	(8)	(8)	Common Stock	5,604

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WINKLER MICHAEL L C/O U.S. SILICA HOLDINGS, INC. 24275 KATY FREEWAY, SUITE 600 KATY, TX 77494	EVP & Chief Operating Officer

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.