

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

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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 below) \_\_\_\_ Other (specify below)  
EVP & Chief Operating Officer

(Street)  
KATY, TX 77494

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/31/2019                              |                                                             | M <sup>(1)</sup>         | 13,108 A \$ 0                                                       | 123,659                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/31/2019                              |                                                             | F <sup>(2)</sup>         | 5,157 D \$<br>17.36                                                 | 118,502                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2019                              |                                                             | M <sup>(3)</sup>         | 3,088 A \$ 0                                                        | 121,590                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2019                              |                                                             | F <sup>(2)</sup>         | 1,215 D \$<br>17.25                                                 | 120,375                                                                                                            | D                                                                    |                                                                   |
|                                       | 04/01/2019                              |                                                             | M <sup>(4)</sup>         | 5,604 A \$ 0                                                        | 125,979                                                                                                            | D                                                                    |                                                                   |

Common  
Stock

|                 |            |      |       |   |             |         |   |
|-----------------|------------|------|-------|---|-------------|---------|---|
| Common<br>Stock | 04/01/2019 | F(2) | 2,205 | D | \$<br>17.25 | 123,774 | D |
|-----------------|------------|------|-------|---|-------------|---------|---|

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>De<br>Sec<br>(In            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (5)                                                                | 03/31/2019                              |                                                             | M                                    | 13,108                                                                                                       | (6)                                                            | (6)                | Common<br>Stock                                                     | 13,108                              |
| Restricted<br>Stock<br>Units                        | (5)                                                                | 04/01/2019                              |                                                             | M                                    | 3,088                                                                                                        | (7)                                                            | (7)                | Common<br>Stock                                                     | 3,088                               |
| Restricted<br>Stock<br>Units                        | (5)                                                                | 04/01/2019                              |                                                             | M                                    | 5,604                                                                                                        | (8)                                                            | (8)                | Common<br>Stock                                                     | 5,604                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships                    |
|--------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                        | Director 10% Owner Officer Other |
| WINKLER MICHAEL L<br>C/O U.S. SILICA HOLDINGS, INC.<br>24275 KATY FREEWAY, SUITE 600<br>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.