

U.S. SILICA HOLDINGS, INC.  
Form SC 13G  
November 05, 2018  
SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. )\*

U.S. Silica  
Holdings, Inc.  
(Name of  
Issuer)

Common Stock,  
\$0.01 par value  
(Title of Class  
of Securities)

90346E103  
(CUSIP  
Number)

October 31,  
2018  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

¨ Rule 13d-1(b)  
 Rule 13d-1(c)  
¨ Rule 13d-1(d)

(Page 1 of 8  
Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 90346E103 13G Page 2 of 8 Pages

	NAME OF REPORTING PERSON
<b>1</b>	
	Senvest Management, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,956,988
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
<b>9</b>	3,956,988 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,956,988

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

5.11%

TYPE OF

REPORTING

**12**

PERSON

OO, IA

CUSIP No. 90346E103 13G Page 3 of 8 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Richard Mashaal CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Canada
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,956,988 SOLE DISPOSITIVE POWER
<b>7</b>	
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	3,956,988 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,956,988

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	5.11% TYPE OF REPORTING PERSON  IN, HC

CUSIP No. 90346E103 13G Page 4 of 8 Pages

**Item 1(a). Name of Issuer.**

U.S. Silica Holdings, Inc. (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices.**

24275 Katy Freeway, Suite 600  
Katy, Texas 77494

**Item 2(a). Name of Person Filing.**

This statement is filed by Senvest Management, LLC and Richard Mashaal.

The reported securities are held in the account of Senvest Master Fund, LP (the "Investment Vehicle").

Senvest Management, LLC may be deemed to beneficially own the securities held by the Investment Vehicle by virtue of Senvest Management, LLC's position as investment manager of the Investment Vehicle. Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicle by virtue of Mr. Mashaal's status as the managing member of Senvest Management, LLC. None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). Address of Principal Business Office.**

Senvest Management, LLC

540 Madison Avenue, 32<sup>nd</sup> Floor

New York, New York 10022

Richard Mashaal

c/o Senvest Management, LLC

540 Madison Avenue, 32<sup>nd</sup> Floor

New York, New York 10022

**Item 2(c). Place of Organization.**

Senvest Management, LLC – Delaware

Richard Mashaal – Canada

**Item 2(d). Title of Class of Securities.**

Common Stock, \$0.01 par value

**Item 2(e). CUSIP Number.**

90346E103



CUSIP No. 90346E103 13G Page 5 of 8 Pages

**Item 3.** **If this Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the Person Filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
  
- (i) .. A church plan that is excluded from the definition of an investment company

under section 3(c)(14) of  
the Investment Company  
Act of 1940 (15 U.S.C.  
80a-3);

- (j) " A non-U.S. institution in  
accordance with  
§240.13d-1(b)(1)(ii)(J);  
Group, in accordance
- (k) " with  
§240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type  
of institution:

**Item**  
**4. Ownership.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 77,511,268 shares of Common Stock outstanding as of October 19, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Securities and Exchange Commission on October 23, 2018.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**CUSIP No. 90346E103 13G Page 6 of 8 Pages**

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

The Investment Vehicle has the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, more than 5% of the Common Stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**CUSIP No. 90346E103 13G Page 7 of 8 Pages**

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 5, 2018

SENVEST MANAGEMENT,  
LLC

By: /s/ Bobby Trahanas  
Name: Bobby Trahanas  
Title: Chief Compliance Officer

/s/ Richard Mashaal  
RICHARD MASHAAL

**CUSIP No. 90346E103 13G Page 8 of 8 Pages**

Exhibit A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: November 5, 2018

SENVEST MANAGEMENT,  
LLC

By: /s/ Bobby Trahanas  
Name: Bobby Trahanas  
Title: Chief Compliance Officer

/s/ Richard Mashaal  
RICHARD MASHAAL