

U.S. SILICA HOLDINGS, INC.  
Form 8-K  
November 16, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): November 9, 2016**

**U.S. Silica Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction of incorporation)**

**001-35416**  
**(Commission)**

**26-3718801**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**8490 Progress Drive, Suite 300, Frederick, MD**  
**(Address of principal executive offices)**

**21701**  
**(Zip Code)**

**Registrant's telephone number, including area code: (301) 682-0600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 9, 2016, U.S. Silica Holdings, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC and Barclays Capital Inc., as underwriters (the Underwriters ), in connection with the offering of 9,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), sold by the Company (the Offering ) at a public offering price of \$46.25 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 1,350,000 additional shares of Common Stock on the same terms.

The Underwriting Agreement contains customary representations, warranties, covenants and conditions. In the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain liabilities that could be incurred by them in connection with the Offering.

The Offering is being made pursuant to (i) an effective Registration Statement on Form S-3 (File No. 333-210238) filed with the Securities and Exchange Commission (the SEC ) on March 16, 2016, including a related base prospectus dated March 16, 2016 and (ii) a related prospectus supplement dated November 9, 2016 and filed with the SEC pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended. The closing of the sale of the shares contemplated by the Underwriting Agreement is expected to occur on November 16, 2016.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

- 1.1 Underwriting Agreement, dated November 9, 2016, among U.S. Silica Holdings, Inc., Morgan Stanley & Co. LLC and Barclays Capital Inc., as underwriters.
- 5.1 Opinion of Kirkland & Ellis LLP.
- 23.1 Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 16, 2016

U.S. SILICA HOLDINGS, INC.

By: /s/ Christine C. Marshall

Name: Christine C. Marshall

Title: Senior Vice President, Chief Legal  
Officer and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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5.1	Opinion of Kirkland & Ellis LLP.
23.1	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).