

U.S. SILICA HOLDINGS, INC.  
Form 8-K  
March 21, 2014

**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): March 20, 2014**

**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: (800) 345-6170**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective March 20, 2014, Daniel Avramovich was appointed to serve as an independent director of the Board of Directors of U.S. Silica Holdings, Inc. ( U.S. Silica ) and as an independent member of the Board's Audit Committee.

Mr. Avramovich will be entitled to certain cash and equity compensation arrangements described in that certain Letter Agreement, dated March 20, 2014, by and between Mr. Avramovich and U.S. Silica, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. Mr. Avramovich will also be entitled to enter into U.S. Silica's standard indemnification agreement for directors.

There are no arrangements or understandings between Mr. Avramovich and any other persons pursuant to which Mr. Avramovich was selected as a director. There are no relationships between Mr. Avramovich and U.S. Silica or its subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K.

A copy of U.S. Silica's press release announcing the appointment of Mr. Avramovich is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Letter Agreement, dated March 20, 2014, by and between Daniel Avramovich and U.S. Silica.
10.2	Form of Indemnification Agreement (incorporated by reference from Exhibit 10.20 to Amendment No. 5 to U.S. Silica's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 29, 2011 (File No. 333-175636)).
99.1	Press Release issued March 20, 2014.

**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: March 21, 2014

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

Christine C. Marshall

General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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