

U.S. SILICA HOLDINGS, INC.

Form 4

March 21, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GGC Opportunity Fund Management
GP, Ltd.

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 GOLDEN GATE PRIVATE
EQUITY, INC., ONE
EMBARCADERO CENTER, 39TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
SAN FRANCISCO, CA 94111

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 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, par value \$0.01	03/19/2013		S		9,775,000	D	\$ 21.12
					31,401,471	I	

See
footnotes
(1) (2)

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**

SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GGC Opportunity Fund Management GP, Ltd. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111		X		
GGC Opportunity Fund Management, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111		X		
GGCOF Co-Invest Management, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111		X		
GOLDEN GATE CAPITAL OPPORTUNITY FUND, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111		X		
GOLDEN GATE CAPITAL OPPORTUNITY FUND-A, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111		X		
GGCOF THIRD-PARTY CO-INVEST, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC.		X		

ONE EMBARCADERO CENTER, 39TH FLOOR
SAN FRANCISCO, CA 94111

GGCOF CO-INVEST, L.P.
C/O GOLDEN GATE PRIVATE EQUITY, INC.
ONE EMBARCADERO CENTER, 39TH FLOOR
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Robert M. Hayward, P.C. by Power of
Attorney

03/21/2013

__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) GGC USS Holdings, LLC ("Holdings") is the direct beneficial owner of 31,401,471 shares of common stock of U.S. Silica Holdings, Inc. The shares beneficially owned directly by Holdings are beneficially owned indirectly by (a) Golden Gate Capital Opportunity Fund, L.P., (b) Golden Gate Capital Opportunity Fund-A, L.P., (c) GGCOF Third-Party Co-Invest, L.P. and (d) GGCOF Co-Invest, L.P. The shares indirectly held by the funds listed in clauses (a) through (c) are beneficially owned indirectly by their general partner, GGC Opportunity Fund Management, L.P. ("Management GP"), and the general partner of Management GP, GGC Opportunity Fund Management GP, Ltd. ("Ultimate GP"). (Continue in footnote 2)

(2) The shares indirectly held by the fund listed in clause (d) are beneficially owned indirectly by its general partner, GGCOF Co-Invest Management, L.P. ("GGCOF Management"), the general partner of GGCOF Management, Management GP, and the general partner of Management GP, Ultimate GP. Ultimate GP has voting and dispositive authority over the shares held by Holdings and is governed by its board of directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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