

U.S. SILICA HOLDINGS, INC.

Form 4

February 08, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
U.S. SILICA HOLDINGS, INC.  
[SLCA]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/20124. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check  
Applicable Line)☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person**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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 | 02/06/2012                              |                                                             | S                                    | 8,804,552                                                               | D \$<br>15.81                                                                                                      | 41,176,471 I                                                            | See<br>footnote<br>(1) (2)                                        |

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

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information contained in this form are not  
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(9-02)

number.

**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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

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

02/08/2012

\_\_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 41,176,471 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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