

U.S. SILICA HOLDINGS, INC.  
Form 8-K  
May 14, 2018

**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): May 10, 2018**

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

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

**Delaware**

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

**001-35416**  
**(Commission File Number)**

**26-3718801**  
**(IRS Employer 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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 10, 2018, U.S. Silica Holdings, Inc. (the Company) held its annual meeting of shareholders. The final voting results for the proposals presented at the meeting are set forth below.

1. Election of directors nominated by the Company to serve for a term to expire in 2019 and until their successors are duly elected and qualified:

| <b>Name</b>      | <b>Votes For</b> | <b>Votes Against</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|------------------|----------------------|-----------------------------|
| Peter Bernard    | 52,060,514       | 939,811              | 12,276,489                  |
| Diane K. Duren   | 52,814,534       | 245,317              | 12,276,489                  |
| William J. Kacal | 52,548,129       | 453,411              | 12,276,489                  |
| Charles Shaver   | 52,422,350       | 579,844              | 12,276,489                  |
| Bryan A. Shinn   | 52,889,288       | 178,974              | 12,276,489                  |
| J. Michael Stice | 52,782,348       | 271,781              | 12,276,489                  |

Each of the director nominees was elected.

2. Ratification of Grant Thornton LLP as independent registered public accounting firm for 2018:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 64,758,609       | 523,597              | 152,511            |

Grant Thornton LLP was ratified as the Company's independent registered public accounting firm for 2018.

3. Advisory vote to approve the compensation of the Company's named executive officers as disclosed in the proxy statement for the 2018 annual meeting of shareholders:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|----------------------|--------------------|-----------------------------|
| 51,813,345       | 1,210,320            | 134,563            | 12,276,489                  |

The compensation of the Company's named executive officers was approved.

**Item 8.01 Other Events.**

On May 10, 2018, the board of directors (the Board) of the Company approved and authorized the repurchase of the Company's common stock up to an aggregate of \$200.0 million. The Company is authorized to repurchase from time to time shares of its outstanding common stock on the open market or in privately negotiated transactions. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. The share repurchase program may be suspended, modified or discontinued at any time and the Company has no obligation to repurchase any amount of its common stock under the program. The company intends to make all repurchases in compliance with applicable regulatory guidelines and to administer the

plan in accordance with applicable laws, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | <u>U.S. Silica Holdings, Inc. press release dated May 14, 2018.</u> |

**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: May 14, 2018

U.S. SILICA HOLDINGS, INC.

/s/ Donald A. Merrill

Donald A. Merrill

Executive Vice President, Chief Financial  
Officer and Corporate Secretary