

U.S. SILICA HOLDINGS, INC.
Form 8-K/A
September 30, 2016

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

FORM 8-K/A
Amendment No. 1 to 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): August 22, 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
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))

Explanatory Note

On August 22, 2016, U.S. Silica Holdings, Inc., a Delaware corporation (U.S. Silica or the Company), and U.S. Silica Company, a Delaware corporation and a wholly-owned subsidiary of the Company (the Purchaser), completed the purchase of all of the outstanding units of membership interest (the Acquisition or the Unit Purchase) of Sandbox Enterprises, LLC, a Texas limited liability company (Sandbox), pursuant to the terms of the previously announced Membership Unit Purchase Agreement, by and among the Company, the Purchaser, Sandbox, each of the owners of membership units of Sandbox (the Sellers) and Sandy Creek Capital, LLC, as representative of the Sellers (the Purchase Agreement). The Form 8-K filed August 24, 2016 (the Initial 8-K) omitted the financial statements of the business acquired and the pro forma combined financial information as permitted by Item 9.01(a)(4) and Item 9.01(b)(2) of Form 8-K. This amendment to the Initial 8-K is being filed to provide the financial statements and pro forma financial information required by Item 9.01 of Form 8-K. The Initial 8-K otherwise remains the same and the Items therein, including Item 9.01, are hereby incorporated by reference into this Current Report on Form 8-K/A.

The consideration paid by the Purchaser to the Sellers at the closing of the Unit Purchase consisted of \$70,480,000 of net cash, subject to customary post-closing adjustment and 4,195,180 shares of common stock of the Company. A portion of the cash consideration has been deposited into escrow to support the post-closing purchase price adjustment and the Sellers' indemnification obligations.

Item 9.01 Financial Statements and Exhibits.

(a)(1) Audited financial statements of business acquired

The audited financial statements of Sandbox Enterprises, LLC as of and for the year ended December 31, 2015, including the notes thereto, are filed herewith as Exhibit 99.1.

(a)(2) Unaudited financial statements of business acquired

The unaudited financial statements of Sandbox Enterprises, LLC as of and for the six months ended June 30, 2016, including the notes thereto, are filed herewith as Exhibit 99.2.

(b) Pro forma financial information

The unaudited pro forma condensed consolidated financial statements of U.S. Silica Holdings, Inc. as of June 30, 2016, and for the year ended December 31, 2015 and for the six months ended June 30, 2016, including the notes thereto, are filed herewith as Exhibit 99.3.

(d) Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 23.1* | Consent of Independent Auditors BKD, LLP, consent of independent registered public accounting firm of Sandbox Enterprises, LLC |
| 99.1* | The audited financial statements of Sandbox Enterprises, LLC as of and for the year ended December 31, 2015, including the notes thereto. |
| 99.2* | The unaudited financial statements of Sandbox Enterprises, LLC as of and for the six months ended June 30, 2016, including the notes thereto. |
| 99.3* | The unaudited pro forma condensed consolidated financial statements of U.S. Silica Holdings, Inc. as of and for the six months ended June 30, 2016, and for the year ended December 31, 2015, including the notes thereto, |

* filed herewith

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: September 30, 2016

U.S. SILICA HOLDINGS, INC.

/s/ Christine C. Marshall

Christine C. Marshall

Senior Vice President, Chief Legal Officer and
Corporate Secretary