

SANDBROOK WILLIAM J

Form 4

March 05, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDBROOK WILLIAM J

(Last) (First) (Middle)

C/O U.S. CONCRETE, INC., 331 N.
MAIN ST.

(Street)

EULESS, TX 76039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
US CONCRETE INC [USCR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

4. 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)

Chairman, President & CEO

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 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)
Common stock	03/01/2019		F	V	Amount	(A) or (D)	Price		
					5,149	D	\$ 40.86	380,597	D
Common stock								672	I
									By Reporting Person as UGMA custodian for granddaughter

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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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(1)</u>	03/01/2019		A	58,600	<u>(2)(3)</u> <u>(2)(3)</u>	Common stock	58,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDBROOK WILLIAM J C/O U.S. CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039	X Chairman, President & CEO

Signatures

/s/ CiCi S. Sepehri, as Attorney-in-Fact for William J. Sandbrook

03/05/2019

__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) Each Restricted Stock Unit was granted from the U.S. Concrete, Inc. Long Term Incentive Plan and represents the right to receive one share of common stock upon vesting.

The Restricted Stock Units were granted on March 1, 2019 and will vest as follows: (i) 60% of the total number of the awarded shares are Time-Based and will become vested over three years in equal annual installments from the date of grant, and (ii) the remaining 40% of the awarded shares are Performance-Based, half (or 50%) of which shall vest on the day that the average of the daily volume-weighted average share price of the Company's stock over any period of 20 consecutive trading days attains \$45.90 per share within the three-year period beginning on the date of grant, and the remaining half of which shall vest on the day that the average of the daily volume-weighted average share price of the Company's stock over any period of 20 consecutive trading days attains \$49.90 per share within the three-year period beginning on the date of grant.

- (3) The Performance-Based portion of the Restricted Stock Units would result in vesting into additional shares if the average of the daily VWAP over any period of 20 consecutive trading days attains (i) \$54.10 per share (resulting in the vesting into an additional 11,720 shares) and (ii) \$58.60 per share (resulting in the vesting into a further additional 11,720 shares) within the three-year period from the date of grant.

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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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