

US CONCRETE INC  
Form 4  
June 23, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHIPPOORWILL ASSOCIATES, INC.**

(Last) (First) (Middle)

11 MARTINE AVENUE

(Street)

WHITE PLAINS, NY 10606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/19/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.001 per share | 06/19/2014                           |  | S                              |   | 350,000   | D  | \$ 24.2501                                 |
|   |                                      |  |                                |   |   |  | 2,421,955                                  |
|   |                                      |  |                                |   |   |  | <u>(1)</u>                                 |
|   |                                      |  |                                |   |   |  | D <u>(2)</u>                               |

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

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo 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 |
| WHIPPOORWILL ASSOCIATES, INC.<br>11 MARTINE AVENUE<br>WHITE PLAINS, NY 10606 |               | X         |         |       |
| GREENHAUS SHELLEY F<br>11 MARTINE AVENUE<br>WHITE PLAINS, NY 10606           |               | X         |         |       |
| Gendal Steven K.<br>11 MARTINE AVENUE<br>WHITE PLAINS, NY 10606              |               | X         |         |       |

## Signatures

/s/ Shelley F. Greenhaus, President, on behalf of Whippoorwill Associates, Inc. 06/23/2014

\_\_Signature of Reporting Person Date

/s/ Shelley F. Greenhaus 06/23/2014

\_\_Signature of Reporting Person Date

/s/ Steven K. Gendal 06/23/2014

\_\_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).

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- (1) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.25 to \$24.36, inclusive. The Reporting Persons (as defined below) undertake to provide U.S. Concrete, Inc., any security holder of U.S. Concrete, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2) This is a joint filing by Whippoorwill Associates, Inc. ("Whippoorwill"), Shelley F. Greenhaus and Steven K. Gendal (collectively, the "Reporting Persons"). Whippoorwill is the designated filer. The Reporting Persons are filing this joint Form 4 because each of them may be deemed to be a beneficial owner of the shares covered by this Form 4. The Reporting Persons disclaim membership in a group with respect to the securities reported herein.

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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