

GREENHAUS SHELLEY F
Form 4
March 22, 2013

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)
03/22/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
	Code	V	(A)	(D)			
9.5% Convertible Secured Notes due 2015	\$ 10.5	03/22/2013	S		08/31/2010	08/31/2015	Common Stock, par value \$0.001 per share
				\$ 22,717,000			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHIPPOORWILL ASSOCIATES, INC. 11 MARTINE AVENUE WHITE PLAINS, NY 10606		X		
GREENHAUS SHELLEY F C/O WHIPPOORWILL ASSOCIATES, INC. 11 MARTINE AVENUE WHITE PLAINS, NY 10606		X		
Gendal Steven K. C/O WHIPPOORWILL ASSOCIATES, INC. 11 MARTINE AVENUE WHITE PLAINS, NY 10606		X		

Signatures

/s/ Shelley F. Greenhaus, President on behalf of Whippoorwill Associates, Inc 03/22/2013

__Signature of Reporting Person Date

/s/ Shelley F. Greenhaus 03/22/2013

__Signature of Reporting Person Date

/s/ Steven K. Gendal 03/22/2013

__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) 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 derivative securities covered by this Form 4. The reporting persons disclaim membership in a group with respect to the securities reported herein. Each Reporting Person's address is 11 Martine Avenue, White Plains, NY 10606.
- (2) The Reporting Persons disposed of \$22,717,000 aggregate principal amount of issuer's 9.5% Convertible Secured Notes due 2015 in exchange for \$28,623,420 aggregate principal amount of the issuer's 9.5% Senior Secured Notes due 2015 in an issuer exchange offer that expired on March 21, 2013.

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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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