

GENDELL JEFFREY L ET AL
Form SC 13G
May 07, 2008

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

SCHEDULE 13G*
(Rule 13d-102)

**Information to be included in statements filed pursuant
to rules 13d-1(b), (c) and (d) and amendments thereto filed
pursuant to 13d-2(b)**

U.S. Concrete, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

90333L102
(CUSIP Number)

April 28, 2008
(Date of Event which Requires
Filing of this Schedule)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 12 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP No. 90333L102

13G

Page 2 of 12 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Tontine Overseas Associates, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 385,680 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 385,680
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 385,680
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.97%
 TYPE OF REPORTING PERSON**

IA, OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Tontine Capital Partners, L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
 (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 2,166,352 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 2,166,352
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,166,352
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** O

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.45%
 TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Tontine Capital Management, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
(b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 2,166,352 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 2,166,352
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,166,352
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** O

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.45%
TYPE OF REPORTING PERSON**
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Tontine Capital Associates, L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
 (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 2,166,352 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 2,166,352
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,166,352
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** O

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.45%
 TYPE OF REPORTING PERSON**

IA, PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Tontine Capital Associates GP, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
 (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 2,166,352 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 2,166,352
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,166,352
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** O

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.45%
 TYPE OF REPORTING PERSON**
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Jeffrey L. Gendell
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
 (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United states

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 2,552,032 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 2,552,032 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,552,032 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** O

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.42% TYPE OF REPORTING PERSON**
 IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1(a). NAME OF ISSUER.

The name of the issuer is U.S. Concrete, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at

2925 Briarpark, Suite 1050,

Houston, Texas 77042

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to Tontine Capital Overseas Master Fund, L.P., a Cayman Islands partnership ("TCO"), with respect to the shares of Common Stock directly owned by TCO;
- (ii) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP") with respect to the shares of Common Stock directly owned by it;
- (iii) Tontine Capital Management, L.L.C., a Delaware limited liability company organized under the laws of the State of Delaware ("TCM"), with respect to the shares of Common Stock directly owned by TCP;
- (iv) Tontine Capital Associates, L.P., a Delaware limited partnership organized under the laws of the State of Delaware ("TCA"), with respect to the shares of Common Stock directly owned by TCP;
- (v) Tontine Capital Associates GP, L.L.C., a Delaware limited liability company, organized under the laws of the State of Delaware ("TCGP"), with respect to the shares of Common Stock directly owned by TCP;
- (vi) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell") with respect to the shares of Common Stock directly owned by each of TCO and TCP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICES OR, IF NONE, RESIDENCE:.

The address of the business office of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.

Item 2(c). CITIZENSHIP:.

See Item 2(a) above.

Item 2(d). TITLE OF CLASS OF SECURITIES:.

Common Stock, \$0.001 par value (the "Common Stock")

Item 2(e). CUSIP NUMBER:.

90333L102

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(b) OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1 (b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. OWNERSHIP.

- A. Tontine Overseas Associates, L.L.C.
- (a) Amount beneficially owned: 385,680
 - (b) Percent of class: 0.97%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 385,680
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 385,680
- B. Tontine Capital Partners, L.P.
- (a) Amount beneficially owned: 2,166,352
 - (b) Percent of class: 5.45%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,166,352
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,166,352
- C. Tontine Capital Management, L.L.C.
- (a) Amount beneficially owned: 2,166,352
 - (b) Percent of class: 5.45%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,166,352
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,166,352
- D. Tontine Capital Associates, L.P.
- (a) Amount beneficially owned: 2,166,352
 - (b) Percent of class: 5.45%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,166,352
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,166,352
- E. Tontine Capital Associates GP, L.L.C.
- (a) Amount beneficially owned: 2,166,352
 - (b) Percent of class: 5.45%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,166,352
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,166,352
- F. Jeffrey L. Gendell
- (a) Amount beneficially owned: 2,552,032
 - (b) Percent of class: 6.42%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,552,032
 - (iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,552,032

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

TCM, the general partner of TCP, shares the power to direct the affairs of TCP, including decisions respecting the disposition and voting of the shares of the Company owned by TCP. TCA, the management company to TCP, shares the power to direct the disposition and voting of the shares of the Company owned by TCP. TCGP, the general partner of TCA, has the power to direct the affairs of TCA. TOA, the management company to TCO, has the power to direct the disposition and voting of the shares of the Company owned by TCO. Mr. Gendell is the managing member of TCM, TOA and TCGP, and in that capacity directs their operations.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 7, 2008

/s/ JEFFREY L. GENDELL
Jeffrey L. Gendell, individually, and as
managing member of
Tontine Capital Management, L.L.C.,
general partner of
Tontine Capital Partners, L.P. and as
managing member of
Tontine Capital Associates GP, L.L.C.,
general partner of
Tontine Capital Associates, L.P. and as
managing member of
Tontine Overseas Associates, L.L.C.