

US CONCRETE INC  
Form SC 13G/A  
January 11, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(AMENDMENT NO. 1)\***

(Final Amendment)

U.S. Concrete, Inc.

(Name of issuer)

Common Stock, \$0.001 par value

(Title of class of securities)

90333L201

(CUSIP number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 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 the purpose 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).

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NAME OF REPORTING PERSON:

1

Whippoorwill Associates, Inc.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (See  
Instructions)\*

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7

REPORTING

PERSON WITH

SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

0

10

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

o (See Instructions)

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON (See  
Instructions)

CO; IA

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1 NAME OF REPORTING PERSON

Shelley F. Greenhaus

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (See  
Instructions)\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY	0	
EACH		SOLE DISPOSITIVE POWER
REPORTING	7	
PERSON WITH	0	
		SHARED DISPOSITIVE POWER
	8	
	0	

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

10 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

o (See Instructions)

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON (See  
Instructions)

IN; HC

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1 NAME OF REPORTING PERSON

Steven K. Gendal

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (See  
Instructions)\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY	0	
EACH		SOLE DISPOSITIVE POWER
REPORTING	7	
PERSON WITH	0	
		SHARED DISPOSITIVE POWER
	8	
	0	

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

10 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

o (See Instructions)

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON (See  
Instructions)

IN

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**Item 1 (a) Name of Issuer:**

U.S. Concrete, Inc.

**(b) Address Of Issuer's Principal Executive Offices:**

331 N. Main Street  
Eules, Texas 76039

**Item 2 (a) Name of Person Filing:**

Whippoorwill Associates, Inc.  
Shelley F. Greenhaus, as President and Principal of Whippoorwill  
Steven K. Gendal, as former Principal of Whippoorwill

**(b) Address of Principal Business Office, or, if none, Residence:**

The principal business address of Whippoorwill is 11 Martine Avenue, White Plains, New York 10606.

The principal business address of Mr. Greenhaus is c/o Whippoorwill Associates, Inc., 11 Martine Avenue, White Plains, New York 10606.

The principal business address of Mr. Gendal is c/o Logen Asset Management LP, 599 Lexington Ave, New York, New York 10022.

**(c) Citizenship:**

Whippoorwill – Delaware  
Mr. Greenhaus – United States  
Mr. Gendal – United States

**(d) Title of Class of Securities:**

Common Stock, par value \$0.001 per share

**(e) CUSIP Number:**

90333L201



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**Item 3** If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(ii)(F).
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group in accordance with §240.13d-1(b)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable.

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**Item 4 Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

0

(b) Percent of class:

0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

0

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**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6 Ownership of More Than Five Percent on Behalf Of Another Person**

Not applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable

**Item 8 Identification and Classification of Members of the Group**

Not applicable

**Item 9 Notice of Dissolution of Group**

Not applicable

**Item 10 Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify as of December 31, 2015 that the information set forth in this statement is true, complete and correct.

WHIPPOORWILL  
ASSOCIATES, INC.

By: /s/ Shelley F. Greenhaus  
Name: Shelley F. Greenhaus  
Title: President

Shelley F. Greenhaus

By: /s/ Shelley F. Greenhaus  
Name: Shelley F. Greenhaus

Steven K. Gendal

By: /s/ Steven K. Gendal  
Name: Steven K. Gendal

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

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EXHIBIT A

SCHEDULE 13G JOINT FILING AGREEMENT

The undersigned and each other person executing this joint filing agreement (this "Agreement") agree as follows:

(i) The undersigned and each other person executing this Agreement are individually eligible to use the Schedule 13G to which this Exhibit is attached and such Schedule 13G is filed on behalf of the undersigned and each other person executing this Agreement; and

(ii) The undersigned and each other person executing this Agreement are responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of the undersigned or any other person executing this Agreement is responsible for the completeness or accuracy of the information statement concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

Date: January 11, 2016

WHIPPOORWILL  
ASSOCIATES, INC.

By: /s/ Shelley F. Greenhaus  
Name: Shelley F. Greenhaus  
Title: President

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Shelley F. Greenhaus

By: /s/ Shelley F. Greenhaus  
Name: Shelley F. Greenhaus

Steven K. Gendal

By: /s/ Steven K. Gendal  
Name: Steven K. Gendal