

GREENHAUS SHELLEY F  
Form 3  
January 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â WHIPPOORWILL ASSOCIATES, INC.			(Month/Day/Year)	US CONCRETE INC [USCR]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
11 MARTINE AVENUE				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				___ Director	___ Form filed by One Reporting Person
WHITE PLAINS, NY 10606				___ Officer	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)		(give title below)	(specify below)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	2,486,762	D <sup>(1)</sup>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
9.5% Convertible Secured Notes	Â (2)	08/31/2015	Common Stock, par value \$0.001 per share 1,007,238 \$ 10.5	D (1) Â

## Reporting Owners

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

## Signatures

/s/ Shelley F. Greenhaus, President, on behalf of Whippoorwill Associates, Inc.	01/03/2012
**Signature of Reporting Person	Date
/s/ Shelley F. Greenhaus	01/03/2012
**Signature of Reporting Person	Date
/s/ Steven K. Gendal	01/03/2012
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 3 because each of them may be deemed to be a beneficial owner of the shares covered by this Form 3. The reporting persons disclaim membership in a group with respect to the securities reported herein.
- (2) The 9.5% Convertible Secured Notes ("Convertible Notes") reported as beneficially owned herein are not currently convertible by Whippoorwill because, pursuant to the terms of such Convertible Notes as set forth in the indenture, dated as of August 31, 2010, by and among the Issuer, the guarantors named therein and U.S. Bank National Association, as trustee (the "Indenture"), no person may convert the notes to the extent that upon conversion such person would beneficially own more than 9.9% of all outstanding shares of Common Stock, although, under certain circumstances as described in the Indenture, such person may be entitled to receive shares of Common Stock upon conversion of the notes notwithstanding that such person would beneficially own more than 9.9% of all outstanding shares of Common Stock.

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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