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WHIPPOORWILL ASSOCIATES INC

Form 3

January 11, 2011

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement US CONCRETE INC [USCR] WHIPPOORWILL (Month/Day/Year) ASSOCIATES INC 01/04/2011 (Last) (First) (Middle) 5. If Amendment, Date Original 4. Relationship of Reporting Person(s) to Issuer Filed(Month/Day/Year) 11 MARTINE AVENUE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director __X__ 10% Owner Form filed by One Reporting Officer Other Person WHITE PLAINS, NYÂ 10606 (give title below) (specify below) _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â $D^{(1)}$ Common Stock, par value \$0.001 per share 742,783 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security: Title Direct (D) Security

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------------|---------------------|--------------------|---|----------------------------------|---------|----------------------------|---|
| 9.5% Convertible Secured Notes | 01/04/2011 | 08/31/2015 | Common Stock, par value \$0.001 per share | 747,905 | \$ 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 | ÂΧ | Â | Â | |
| GREENHAUS SHELLEY F 11 MARTINE AVENUE WHITE PLAINS, NY 10606 | Â | ÂΧ | Â | Â | |
| Gendal Steven K. 11 MARTINE AVENUE WHITE PLAINS. NY 10606 | Â | ÂX | Â | Â | |

Signatures

| /s/ Shelley F. Greenhaus Associates, Inc. | , President, on behalf of Whippoorwill | 01/11/2011 |
|---|--|------------|
| | **Signature of Reporting Person | Date |
| /s/ Shelley F. Greenhaus | | 01/11/2011 |
| | **Signature of Reporting Person | Date |
| /s/ Steven K. Gendal | | 01/11/2011 |
| | **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).

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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