

WHIPPOORWILL ASSOCIATES INC  
 Form 3  
 January 11, 2011

**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	
WHIPPOORWILL ASSOCIATES INC (Last) (First) (Middle)			(Month/Day/Year) 01/04/2011	US CONCRETE INC [USCR]	
11 MARTINE AVENUE			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
WHITE PLAINS, NY 10606			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City) (State) (Zip)			5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**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	742,783	D <sup>(1)</sup>	^

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 <sup>(1)</sup> 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.	01/11/2011
__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).

(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.

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.