

US CONCRETE INC
Form DEF 14A
April 22, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

U.S. Concrete, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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April 22, 2008

Dear Stockholder:

On behalf of the Board of Directors, we invite you to attend the 2008 Annual Meeting of Stockholders of U.S. Concrete, Inc. We will hold the meeting at 7:30 a.m., Pacific time, on Thursday, May 22, 2008, at the Embassy Suites San Diego Bay-Downtown, 601 Pacific Highway, San Diego, California 92101.

On the following pages you will find the Notice of Annual Meeting of Stockholders and Proxy Statement providing information concerning the matters to be acted on at the meeting. Our Annual Report to Stockholders describing U.S. Concrete's operations during the year ended December 31, 2007 is enclosed.

We hope you will be able to attend the meeting in person. Whether or not you plan to attend, please take the time to vote. In addition to using the enclosed paper proxy card to vote, which you may sign, date and return in the enclosed postage-paid envelope, you may vote your shares via the Internet or by telephone by following the instructions included in this package.

Thank you for your interest in U.S. Concrete.

Sincerely,

/s/ Vincent D. Foster

/s/ Michael W. Harlan

Vincent D. Foster
Chairman of the Board

Michael W. Harlan
President and Chief Executive Officer

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 22, 2008.

The proxy statement and annual report are available on the Internet at www.us-concrete.com at Annual Reports and Proxy in the Investor Relations section.

The following information applicable to the Annual Meeting may be found in the proxy statement and accompanying proxy card:

The date, time and location of the meeting;

A list of the matters intended to be acted on and our recommendations regarding those matters;

Any control/identification numbers that you need to access your proxy card; and

Information about attending the meeting and voting in person.

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**U.S. CONCRETE, INC.
2925 Briarpark Drive, Suite 1050, Houston, Texas 77042**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on Thursday, May 22, 2008**

To the Stockholders of U.S. Concrete, Inc.:

The Annual Meeting of Stockholders of U.S. Concrete, Inc. will be held on Thursday, May 22, 2008, at 7:30 a.m., Pacific time, at the Embassy Suites San Diego Bay-Downtown, 601 Pacific Highway, San Diego, California 92101. At the meeting, we will ask you to consider and take action on the following:

- (1) elect seven directors to serve until the 2009 annual meeting of stockholders (Proposal No. 1);
- (2) approve the adoption of the 2008 Incentive Plan (Proposal No. 2);
- (3) ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of U.S. Concrete for the year ending December 31, 2008 (Proposal No. 3); and
- (4) transact any other business that may properly come before the annual meeting or any adjournment or postponement of the meeting.

We are sending this notice and the attached proxy statement to our stockholders on or about April 22, 2008. Our Board of Directors has set the close of business on April 10, 2008 as the record date for determining stockholders entitled to receive notice of and to vote at the annual meeting. A list of all stockholders entitled to vote is available for inspection during normal business hours at our principal offices at 2925 Briarpark Drive, Suite 1050, Houston, Texas 77042. This list also will be available at the meeting.

Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read the proxy statement and submit a proxy so that your shares can be voted at the meeting and to help us ensure a quorum for the meeting. You may submit your proxy by filling in, dating and signing the enclosed proxy card and returning it in the enclosed postage-paid envelope. Please refer to page 1 of the Proxy Statement and the proxy card for instructions for proxy voting by telephone or over the Internet.

By Order of the Board of Directors,

/s/ Curt M. Lindeman

Curt M. Lindeman
Vice President, General Counsel and
Corporate Secretary

Houston, Texas
April 22, 2008

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**U.S. CONCRETE, INC.
PROXY STATEMENT
FOR 2008 ANNUAL MEETING OF STOCKHOLDERS**

**QUESTIONS AND ANSWERS ABOUT
THE MEETING AND VOTING**

Q: What am I being asked to vote on?

A: We are asking you to vote on the following:

the election of seven directors to serve until the 2009 annual meeting of stockholders (Proposal No. 1);

the approval of the adoption of the 2008 Incentive Plan (Proposal No. 2);

the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2008 (Proposal No. 3); and

any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

Q: Who may vote?

A: All stockholders of record as of the close of business on April 10, 2008, the record date for the meeting, are entitled to vote. Holders of our common stock are entitled to one vote per share. As of April 10, 2008, 39,778,652 shares of our common stock were outstanding and entitled to vote.

Q: Who may attend the meeting?

A: All stockholders as of the record date, or their duly appointed proxies, may attend the meeting.

Q: How do I vote?

A: You may vote in the following ways:

you may come to the annual meeting and cast your vote in person;

you may cast your vote by telephone by using the toll-free number listed on the proxy card;

you may cast your vote over the Internet by using the Internet address listed on the proxy card; or

you may vote by signing and returning the enclosed proxy card. If you do, the persons named on the card will vote your shares in the manner you indicate.

The telephone and Internet voting procedures are designed to verify your vote through the use of a voter control number that is provided on each proxy card. The procedures also allow you to vote your shares and to confirm that your instructions have been properly recorded. Please see your proxy card for specific instructions.

If you hold shares through a brokerage firm, bank or other custodian, you may vote by telephone or the Internet only if the custodian offers that option.

Q: Who is soliciting my proxy?

A: U.S. Concrete is soliciting your proxy on behalf of its Board of Directors.

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Q: What happens if I do not indicate how I wish to vote on one or more of the proposals?

A: If you return your signed proxy card, but do not indicate how you wish to vote, the persons named as proxies will vote your shares FOR election of all the nominees for director (Proposal No. 1), FOR approval of the adoption of the 2008 Incentive Plan (Proposal No. 2), and FOR ratification of the appointment of PricewaterhouseCoopers LLP (Proposal No. 3). We are not aware of any other matters that may come before the annual meeting. If any other matter does come before the annual meeting, the proxy holders will vote the proxies according to their best judgment.

Q: What if I vote by proxy and then change my mind?

A: If you have one or more stock certificates issued in your own name, and you vote by proxy, mail, the Internet or telephone, you may later revoke your proxy instructions by:

writing to U.S. Concrete's Corporate Secretary at the mailing address in the answer to the last question below;

delivering a properly executed proxy card dated after the date of the proxy card you want to revoke;

voting at a later time by telephone or the Internet; or

attending the annual meeting and casting your vote in person.

Q: When did U.S. Concrete first distribute this proxy statement and the accompanying form of proxy to stockholders?

A: We first distributed this proxy statement and the accompanying form of proxy to our stockholders on or about April 22, 2008.

Q: What constitutes a quorum?

A: The presence, in person or by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at the meeting constitutes a quorum. We need a quorum of stockholders to hold a valid annual meeting. If you have properly signed and returned your proxy card, you will be considered part of the quorum. We will count abstentions and broker non-votes as present for the purpose of establishing a quorum. A broker non-vote occurs when a broker votes on some matters on the proxy card but not on others because the broker does not have the authority to do so. If a quorum is not present, the chairman or the holders of a majority of the shares of common stock present in person or by proxy at the annual meeting may adjourn the meeting, without notice other than an announcement at the meeting, until the required quorum is present.

Q: What vote is required for the passage of each of the proposals up for consideration at the annual meeting?

A: Directors are elected by a plurality, which means that the seven nominees receiving the greatest number of votes will be elected. Approval of the proposal to adopt the 2008 Incentive Plan requires the affirmative vote of the stockholders present in person or by proxy at the meeting and having a majority of the votes entitled to vote on the proposal. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2008 requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will have no effect on the vote for directors or the ratification of our independent registered public accounting firm. Abstentions will count as present for purposes of the vote on the approval of the proposal to adopt the 2008 Incentive Plan, but broker non-votes will not. As a result, abstentions will have the same effect as votes cast against approval of the adoption of the 2008 Incentive Plan and broker non-votes will have no effect on the vote on that proposal.

Q: Who will count the votes?

A: Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes.

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Q: What shares are included on the proxy card?

A: The shares listed on your card represent, as of the record date, all the shares of common stock held in your name, as distinguished from shares held by a broker in street name. You should receive a separate card from your broker if you hold shares in street name.

Q: What does it mean if I get more than one proxy card?

A: It indicates that your shares are held in more than one account, such as two brokerage accounts, and are registered in different names. You should vote or provide a proxy for the shares covered by each of the proxy cards to ensure that all your shares are voted.

Q: What is U.S. Concrete's mailing address?

A: Our mailing address is U.S. Concrete, Inc., 2925 Briarpark Drive, Suite 1050, Houston, Texas 77042.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the beneficial ownership of our common stock as of April 10, 2008 (except as set forth in the footnotes below) by each person who we know beneficially owns more than 5% of the outstanding shares of our common stock, each of our directors, our chief executive officer, our other executive officers named in the Summary Compensation Table in this proxy statement (including Eugene P. Martineau, our former chief executive officer, president and member of our Board of Directors, who retired from U.S. Concrete and resigned from each of his officer and director positions effective as of May 24, 2007), and all our current directors and current executive officers as a group. Unless otherwise indicated in the footnotes below, each individual named has sole voting and dispositive power with respect to the shares shown, and the address of all those persons is c/o U.S. Concrete, Inc., 2925 Briarpark Drive, Suite 1050, Houston, Texas 77042.

Name	Shares of Common Stock Beneficially Owned	
	Number	Percent
Wells Fargo & Company ⁽¹⁾	4,998,752	12.57%
Dimensional Fund Advisors LP ⁽²⁾	3,251,837	8.17
J. Carlo Cannell ⁽³⁾	2,310,193	5.81
Thomas J. Albanese ⁽⁴⁾	1,231,441	3.10
Eugene P. Martineau ⁽⁵⁾	1,078,528	2.71
William T. Albanese ⁽⁶⁾	956,184	2.40
Michael W. Harlan ⁽⁷⁾	740,143	1.86
Vincent D. Foster ⁽⁸⁾	658,306	1.65
Robert D. Hardy ⁽⁹⁾	134,954	*
M. Terry Green ⁽¹⁰⁾	114,418	*
Murray S. Simpson ⁽¹¹⁾	112,114	*
Scott R. Evans ⁽¹²⁾	105,574	*
Mary P. Ricciardello ⁽¹³⁾	42,500	*
T. William Porter, III ⁽¹⁴⁾	42,000	*
John M. Picuch ⁽¹⁵⁾	17,657	*
Directors and executive officers as a group (18 persons) ⁽¹⁶⁾	3,442,717	8.65

* Less than 1%.

(1) Number of shares owned is based solely on a Schedule 13G/A as filed with the SEC by Wells Fargo & Company on its own behalf and on behalf of its subsidiaries, Wells Capital Management Incorporated, Wells Fargo

Funds Management, LLC, and Wells Fargo Bank, National Association, on January 23, 2008, reporting ownership as of December 31, 2007. Wells Fargo & Company's address is 420 Montgomery Street, San Francisco, CA 94104. The Schedule 13G/A reports sole beneficial ownership of 4,998,752 shares of common stock, sole voting power for 4,953,517 shares of common stock and sole dispositive power for 4,330,842 shares of common stock. We have not made any independent determination as to the beneficial ownership of such stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or its shares in this table.

(2)

Number of shares owned is based solely on a Schedule 13G filed with the SEC on February 6, 2008, reporting ownership as of December 31, 2007. This stockholder's address is 1299 Ocean Avenue, Santa Monica, CA 90401. The Schedule 13G reports sole voting power and sole dispositive power for 3,251,837 shares of common stock owned by Dimensional Fund Advisors LP. We have not made any independent determination as to the beneficial ownership of such stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or its shares in this table.

- (3) Number of shares owned is based solely on a Schedule 13G/A filed with the SEC on February 15,

2008, reporting ownership as of December 31, 2007. The business address of Mr. Cannell is P.O. Box 3459, 240 E. Deloney Ave. Jackson, WY 83001. The Schedule 13G/A reports that Mr. Cannell has sole voting and sole dispositive power for 2,310,193 shares of common stock owned by Aneгада Master Fund Limited (Aneгада) and Tonga Partners, L.P. (Tonga). Mr. Cannell is the sole managing member of Cannell Capital, LLC (Advisor), the investment advisor to Aneгада and the general partner of and investment advisor to Tonga. Mr. Cannell, in his capacity as the majority owner and sole managing member of the Advisor, may be deemed to beneficially own these shares. We have not made any independent determination as

to the beneficial ownership of such stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or its shares in this table.

(4) Includes 50,000 shares of common stock Mr. Albanese has the right to acquire within 60 days on the exercise of stock options, 25,130 shares deemed beneficially owned by Mr. Albanese as co-trustee of the Thomas J. Albanese Trust, 1,156,311 shares owned by Mr. Albanese as trustee of the Maureen H. Albanese Qtip trust and 38,250 restricted shares.

(5) Includes 515,000 shares of common stock Mr. Martineau has the right to acquire within 60 days on the exercise of stock options and 87,500 restricted shares.

(6)

Includes 50,000 shares of common stock Mr. Albanese has the right to acquire within 60 days on the exercise of stock options, 852,274 shares deemed beneficially owned by Mr. Albanese as co-trustee of the William T. Albanese Revocable Trust and 38,250 restricted shares.

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- (7) Includes 385,000 shares of common stock Mr. Harlan has the right to acquire within 60 days on the exercise of stock options, 50,000 shares deemed beneficially owned by Mr. Harlan as co-trustee of the Michael and Bonnie Harlan 1996 Trust and 100,375 restricted shares.
- (8) Includes 190,000 shares of common stock Mr. Foster has the right to acquire within 60 days on the exercise of stock options and 300 shares deemed beneficially owned by Mr. Foster as custodian under the Texas Uniform Gifts to Minors Act.
- (9) Includes 65,000 restricted shares.
- (10) Includes 45,000 shares of common stock Mr. Green has the right to acquire within 60 days on the exercise of stock

options and
48,000 restricted
shares.

- (11) Includes 40,000 shares of common stock Mr. Simpson has the right to acquire within 60 days on the exercise of stock options, 41,523 shares deemed beneficially owned by Mr. Simpson as trustee of the Murray S. Simpson 1990 Revocable Trust and 30,591 shares owned by the Cora S. Simpson 1990 Revocable Trust of which Mr. Simpson's wife serves as trustee. Mr. Simpson disclaims beneficial ownership of the 30,591 shares the Cora S. Simpson 1990 Revocable Trust owns.

- (12) Includes 15,000 shares of common stock Mr. Evans has the right to acquire within 60 days on the exercise of stock options and 47,375 restricted shares.

(13) Includes 40,000 shares of common stock Ms. Ricciardello has the right to acquire within 60 days on the exercise of stock options.

(14) Includes 30,000 shares of common stock Mr. Porter has the right to acquire within 60 days on the exercise of stock options.

(15) Includes 12,657 shares of common stock Mr. Piecuch has the right to acquire within 60 days on the exercise of stock options.

(16) Includes 891,157 shares of common stock the current directors and current executive officers as a group have the right to acquire within 60 days on the exercise of stock options and 589,739 restricted shares.

The number of shares and percentage of ownership for each person listed and for the directors and executive officers as a group assume that shares of common stock those persons may acquire within 60 days are outstanding, unless otherwise indicated.

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ELECTION OF DIRECTORS**

Our Board currently consists of seven members. In August 2007, the number of directors on the Board was increased from seven to eight, and William T. Albanese, our current Vice President of Business Development Northern California, was elected to fill the newly created directorship. Upon the retirement of Robert S. Walker, effective December 31, 2007, the number of directors on the Board returned to seven. The persons named in the enclosed proxy will vote to elect all of the nominees as directors for terms ending at the 2009 annual meeting of stockholders, except in cases where authority to vote for the nominees is withheld. Although we have no reason to believe that the nominees will be unable to serve as directors, if any nominee withdraws or otherwise becomes unavailable to serve, the persons named as proxies will vote for any substitute nominee our Board designates.

Information regarding the ages and backgrounds of the nominees is set forth below (ages are as of April 22, 2008):

Nominee	Age	Position(s) Held
Michael W. Harlan	47	Director, President and Chief Executive Officer ⁽¹⁾
Vincent D. Foster	51	Director and Chairman of the Board ⁽²⁾
T. William Porter, III	66	Director ⁽³⁾
Mary P. Ricciardello	52	Director ⁽⁴⁾
Murray S. Simpson	70	Director ⁽⁵⁾
John M. Piecuch	59	Director ⁽⁶⁾
William T. Albanese	64	Director and Vice President of Business Development Northern California ⁽⁷⁾

(1) Member and Chair of the Executive Committee.

(2) Chairman of the Board, Member of the Audit Committee and Member of the Executive Committee.

(3) Member and Chair of the Compensation Committee and Member of the Nominating and Corporate Governance Committee.

(4) Member and Chair of the Audit Committee and

Member of the
Nominating and
Corporate
Governance
Committee.

(5) Member and
Chair of the
Nominating and
Corporate
Governance
Committee and
Member of the
Compensation
Committee.

(6) Member of the
Audit
Committee,
Member of the
Compensation
Committee and
Member of the
Executive
Committee.

(7) Member of the
Executive
Committee.

Michael W. Harlan has served as our President and Chief Executive Officer since May 2007. From April 2003 through May 2007, Mr. Harlan served as our Executive Vice President and Chief Operating Officer. Mr. Harlan served as our Chief Financial Officer from September 1998 to November 2004, as our Senior Vice President from September 1998 to April 2003, and as our Corporate Secretary from September 1998 to August 1999. Mr. Harlan served as Senior Vice President and Chief Financial Officer of Apple Orthodontix, Inc., an orthodontic practice management company, from March 1997 to August 1998. From December 1996 to February 1997, Mr. Harlan served as a consultant to Apple Orthodontix, Inc. on financial and accounting matters. From April 1991 through December 1996, Mr. Harlan held various positions in the finance and acquisitions departments, including Treasurer from September 1993 to December 1996, of Sanifill, Inc., an international environmental services company that USA Waste Services, Inc. acquired in 1996. Mr. Harlan is also a director of the National Ready-Mixed Concrete Association, the industry's largest trade organization (the NRMCA), and a director of Waste Connections, Inc., a solid waste services company.

Vincent D. Foster has served as one of our directors since August 1998 and became nonexecutive Chairman of the Board of Directors in May 1999. Since October 2007, Mr. Foster has served as the Chairman and Chief Executive Officer of Main Street Capital Corporation, a specialty investment company which owns Main Street Capital Partners, LLC, Main Street Mezzanine Management, LLC and Main Street Mezzanine Fund, LP, a licensed small business investment corporation. Since 2002, Mr. Foster has also been the Senior Managing Director of Main Street Mezzanine Management, LLC and Main Street Capital Partners, LLC. Mr. Foster has also been the Senior Managing Director of the general partner for Main Street Capital II, L.P., a second licensed small business investment corporation managed by Main Street Capital Partners, LLC, since January 2006. He also served as Senior Managing Director of Main Street Equity Ventures II, L.P. (and its predecessor firm), a private equity firm, from 1997 through 2002. From September 1988 through October 1997, Mr. Foster was a partner of Andersen Worldwide and Arthur Andersen LLP,

where he served as the director of the corporate finance practice and the mergers and acquisitions practice in the southwestern United States. Mr. Foster has served as a director of the Houston/Austin/San Antonio, Texas chapter of the National Association of Corporate Directors, of which he is a founding member, since July 2002. He is also a director of Quanta Services, Inc.,

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an electrical and telecommunications contracting company, Carriage Services, Inc., a death-care company, and Team Industrial Services, Inc., a provider of specialty industrial services.

T. William Porter, III has served as one of our directors since September 2001. Mr. Porter is the Chairman of Porter & Hedges, L.L.P., a Houston, Texas law firm, of which Mr. Porter has been a partner since its founding in 1981. Mr. Porter is also a director of Helix Energy Solutions Group, Inc., a marine contractor and operator of offshore oil and gas properties and production facilities, and Copano Energy, L.L.C., a midstream energy company with networks of natural gas gathering and intrastate transmission pipelines.

Mary P. Ricciardello has served as one of our directors since February 2003. Ms. Ricciardello served as Senior Vice President and Chief Accounting Officer of Reliant Energy, Incorporated, a diversified energy company now known as CenterPoint Energy, Inc., from January 2001 through August 2002, where she also served as Senior Vice President and Comptroller from 1999 through 2001, as Vice President and Comptroller from 1996 through 1999, as Corporate Comptroller from 1993 through 1996 and in various other positions from 1982 through 1993. In addition, Ms. Ricciardello served as Senior Vice President and Chief Accounting Officer of Reliant Resources, Inc. (now Reliant Energy, Inc.) from 2001 through 2002, a company to which Reliant Energy, Inc. transferred its unregulated energy business in 2001. Ms. Ricciardello has served as a director of the Houston, Texas chapter of the National Association of Corporate Directors since May 2004. Ms. Ricciardello's current principal occupation is as a certified public accountant and she has not held a principal employment position with a third-party employer since leaving her positions with Reliant Energy, Inc. and Reliant Resources, Inc. in 2002. Ms. Ricciardello is also a director of Noble Corporation, an offshore drilling company, and Devon Energy Corporation, an oil and gas exploration and production company.

Murray S. Simpson has served as one of our directors since May 1999. From 1975 until 1990, Mr. Simpson served as President and Chief Executive Officer of Super Concrete Corporation. Following that company's merger with British construction materials producer Evered, plc, which is now known as Aggregate Industries, plc, an affiliate of Holcim Ltd., Mr. Simpson served in various roles, including Executive Vice President, Corporate Development, for its U.S. operations and Director and Counsel for its mid-Atlantic area subsidiary, Bardon, Inc. Mr. Simpson has served on the board of directors of the NRMCA for approximately 27 years and served as its chairman of the board from 1997 to 1998. He has also served as a director of the National Aggregates Association.

John M. Piecuch has served as one of our directors since February 2007. From 2002 to 2006, Mr. Piecuch served as President and Chief Executive Officer of MMI Products, Inc., a manufacturer and supplier of construction products, including concrete and steel reinforcement products, used in North American residential and nonresidential construction industries. Mr. Piecuch served as President and Chief Executive Officer of Lafarge Corporation, a leading producer of cement and concrete products in North America, from 1996 to 2001. Previously, he served in various other positions with Lafarge Corporation and its parent entity, Lafarge S.A., from 1987 to 1996. From 1979 to 1986, Mr. Piecuch held various positions, including President of the Cement Division of National Gypsum Company, a building products manufacturer. Mr. Piecuch is also a director and chair of the audit committee of Brampton Brick Limited, a company with shares listed on the Toronto Stock Exchange.

William T. Albanese was elected to serve as one of our directors in August 2007. Mr. Albanese has served as our Vice President of Business Development Northern California since January 18, 2008. Mr. Albanese served as our Regional Vice President Northern California Region from May 2005 through January 2008, and served as President of our Bay Area Region from June 1999 through May 2005. From 1987 through May 1999, Mr. Albanese served as President of Central Concrete Supply Co., Inc. (Central), one of the companies we acquired in May 1999 as the platform business of our Bay Area Region into which we subsequently consolidated other Bay Area operations. Previously, he served in various other capacities for Central since 1966. Mr. Albanese is the brother of Thomas J. Albanese, the Executive Vice President of Sales of our Bay Area Region.

The election of any director requires the favorable vote of the holders of a plurality of the shares of common stock present and voting, in person or by proxy, at the annual meeting. Any abstentions or broker non-votes will not affect the vote. **If you properly sign and return the enclosed proxy, and unless you withhold authority to vote for one or more of the nominees, the persons named as proxies will vote FOR the election of the nominees listed above.** We do not expect that any of the nominees will refuse or be unable to act as a director of U.S. Concrete for the

term specified. If, however, any nominee becomes unable or unwilling to serve as a director prior to the vote, the persons named as proxies intend to vote the proxy shares for the election of any other person the Board of Directors may designate.

The Board of Directors recommends that you vote FOR the election of our director nominees.

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**INFORMATION CONCERNING THE BOARD OF DIRECTORS
AND COMMITTEES**

Board of Directors

Our Board met six times and took action by unanimous written consent on three occasions during 2007. Our Board has standing audit, compensation, nominating and corporate governance and executive committees. Committee designations are usually made following the election of directors at each annual meeting of our stockholders, and upon the addition or resignation of directors between annual meetings, if needed. Since the date of our 2007 proxy, our Board made committee designations following the May 24, 2007 meeting of our stockholders, and again on January 1 due to the retirement of Robert S. Walker.

During 2007, each member of the Board attended at least 75% of the aggregate number of meetings of the Board and any committee of the Board on which such director served. Our common stock is quoted on the Nasdaq Global Select Market (the Nasdaq). As a result, we are subject to the Nasdaq listing standards. The Board has determined that five of its members, Ms. Ricciardello and Messrs. Foster, Piecuch, Porter and Simpson, are independent directors within the meaning of the applicable listing standards of the Nasdaq. In addition, Mr. Walker was deemed an independent director within the meaning of the applicable listing standards of the Nasdaq.

Our policy is to encourage all members of the Board to attend our annual meetings of stockholders. All members of the Board, except one, attended last year's annual meeting.

Audit Committee

The audit committee, which met five times during 2007, consisted of Ms. Ricciardello (chair) and Messrs. Foster and Simpson through May 24, 2007. Since May 24, 2007, the audit committee has consisted of Ms. Ricciardello (chair) and Messrs. Foster and Piecuch. The audit committee is governed by a charter our Board has adopted, a copy of which is available on our Web site at www.us-concrete.com. The Board has determined that each member of the audit committee is an independent director in accordance with the applicable rules of the SEC and applicable corporate governance standards of the Nasdaq. The Board has also determined that Ms. Ricciardello and Messrs. Piecuch and Foster are each an audit committee financial expert, as defined in the applicable rules of the SEC. For information relating to Ms. Ricciardello's and Messrs. Foster's and Piecuch's backgrounds, see their respective biographical information under Election of Directors above.

The audit committee assists our Board in fulfilling its oversight responsibility relating to:

the integrity of our financial statements and financial reporting process;

the qualifications, independence and performance of our independent registered public accounting firm;

the performance of our internal audit function; and

our compliance with legal and regulatory requirements.

The audit committee's purpose is to oversee our accounting and financial reporting processes, the audits of our financial statements, the qualifications of our independent registered public accounting firm and the performance of our internal auditors. Our management is responsible for preparing our financial statements and for our internal controls, and our independent registered public accounting firm is responsible for auditing those financial statements and the related audit of internal control over financial reporting. The audit committee is not providing any expert or special assurance as to our financial statements or any professional certification as to the independent registered public accounting firm's work. The following functions are among the key duties and responsibilities of the audit committee:

reviewing and discussing with management and our independent registered public accounting firm our audited and interim unaudited financial statements and related disclosures included in our quarterly earnings releases and periodic reports filed with the SEC;

recommending to the Board whether our audited financial statements should be included in our annual report on Form 10-K for that year;

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reviewing and discussing the scope and results of the independent registered public accounting firm's annual audit and quarterly reviews of our financial statements, and any other matters required to be communicated to the audit committee by the independent registered public accounting firm;

discussing with management, our senior internal audit executive and our independent registered public accounting firm the adequacy and effectiveness of our disclosure controls and procedures, our internal controls and procedures for financial reporting and our risk assessment and risk management policies;

the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm, including overseeing their independence;

reviewing and pre-approving all audit and permitted non-audit services that may be performed by our independent registered public accounting firm;

reviewing and assessing, on an annual basis, the adequacy of the audit committee's charter and recommending revisions to the Board; and

reviewing the appointment of our senior internal audit executive, reviewing and discussing with such individual the scope and staffing of our internal audits and reviewing all significant internal audit reports.

The audit committee meets separately with our internal auditors and the independent registered public accounting firm to provide an open avenue of communication.

Compensation Committee

The compensation committee, which met seven times and took action by unanimous written consent on two occasions during 2007, consisted of Messrs. Porter (chair), Foster and Walker through May 24, 2007. Since May 24, 2007, the compensation committee has consisted of Messrs. Porter (chair), Picuch and Simpson. Each member of the compensation committee is an independent director within the meaning of the applicable Nasdaq listing standards. The compensation committee has granted our chief executive officer (as the sole member of the quarterly restricted stock committee) the authority to grant up to 7,500 shares of restricted stock per calendar quarter to nonexecutive officers of our company. The quarterly restricted stock committee took action by written consent on three occasions in 2007. The compensation committee is governed by a charter our Board has adopted, a copy of which is available on our Web site at www.us-concrete.com, and its key responsibilities and functions are discussed in Compensation Discussion and Analysis.

For additional information regarding the compensation committee, see Compensation Committee Interlocks and Insider Participation and Compensation Discussion and Analysis.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee, which met four times and took action by unanimous written consent on two occasions during 2007, consisted of Messrs. Simpson (chair), Walker and Porter through May 24, 2007, and Messrs. Walker (chair) and Simpson and Ms. Ricciardello from May 24, 2007 through December 31, 2007. Since January 1, 2008, the nominating and corporate governance committee has consisted of Messrs. Simpson (chair) and Porter and Ms. Ricciardello. The nominating and corporate governance committee is governed by a charter our Board has adopted, a copy of which is available on our Web site at www.us-concrete.com. Each member of the nominating and corporate governance committee is an independent director, within the meaning of the applicable Nasdaq listing standards.

The following functions are among the key duties and responsibilities of the nominating and corporate governance committee:

evaluating candidates for membership on the Board, including any nominations for election to the Board validly made by our stockholders;

recommending to the full Board all nominees for election to the Board by our stockholders;

advising the compensation committee regarding the compensation paid to nonemployee directors in the form of annual retainers and meeting fees;

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recommending directors to be appointed by the Board to fill vacancies on the Board; and

reviewing, and making recommendations to the Board regarding, corporate governance matters.

In carrying out its function to evaluate and recommend nominees for election to the Board, the nominating and corporate governance committee considers a candidate's mix of skills, experience, character, commitment and diversity of background, all in the context of the requirements of the Board at that time. Each candidate should be prepared to participate fully in Board activities, including attendance at, and active participation in, meetings of the Board, and not have other personal or professional commitments that would, in the nominating and corporate governance committee's judgment, interfere with or limit such candidate's ability to do so. Additionally, in determining whether to recommend a director for re-election, the nominating and corporate governance committee also considers the director's past attendance at Board and committee meetings and participation in and contributions to the activities of the Board. The nominating and corporate governance committee has no stated specific, minimum qualifications that must be met by a candidate for a position on our Board. The committee does, however, believe it appropriate for at least one member of the Board to meet the criteria for an audit committee financial expert as defined by SEC rules, and for a majority of the members of the Board to meet the definition of independent director within the meaning of the applicable Nasdaq listing standards.

The nominating and corporate governance committee's methods for identifying candidates for election to the Board (other than those proposed by U.S. Concrete's stockholders, as discussed below) include the solicitation of ideas for possible candidates from a number of sources, including members of the Board, our executives, individuals personally known to the members of the Board and other research. The nominating and corporate governance committee also has authority to select and compensate a third-party search firm to help identify candidates, if the committee deems it advisable to do so.

The nominating and corporate governance committee will consider nominees stockholders recommend. Stockholders may submit nominations to the nominating and corporate governance committee in care of Corporate Secretary, U.S. Concrete, Inc., 2925 Briarpark Drive, Suite 1050, Houston, Texas 77042. As to each person a stockholder proposes to nominate for election as a director, our bylaws provide that the nomination notice must: (1) include the name, age, business address and principal occupation or employment of that person, the number of shares of common stock that person owns beneficially or of record and any other information relating to that person that Section 14 of the Securities Exchange Act of 1934 and the related SEC rules and regulations require; and (2) be accompanied by the written consent of the person that stockholder proposes to nominate for election as a director to be named in the proxy statement as a nominee and to serve as a director if elected. The nomination notice must also include, as to that stockholder or that beneficial owner, if any, of common stock on whose behalf the nomination(s) is being made:

the name and address of that stockholder, as they appear on U.S. Concrete's books, and the name and address of that beneficial owner;

the number of shares of common stock that stockholder and that beneficial owner each owns beneficially or of record;

a description of all arrangements and understandings between that stockholder or that beneficial owner and each proposed nominee of that stockholder and any other person or persons (including their names) pursuant to which that stockholder will make the nomination(s);

a representation by that stockholder that he or she intends to appear in person or by proxy at that meeting to nominate the person(s) named in that nomination notice;

a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of our outstanding shares of common stock required to elect the nominee and/or (b) to otherwise solicit proxies

from stockholders in support of such nominations; and

all other information relating to that stockholder or that beneficial owner that Section 14 of the Securities Exchange Act of 1934 and the related SEC rules and regulations require.

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To be timely for consideration at our 2009 annual meeting, our Corporate Secretary must receive a stockholder's nomination notice at our principal executive offices, at the address set forth above, no earlier than November 23, 2008 and no later than February 21, 2009.

The nominating and corporate governance committee will consider all candidates identified through the processes described above, whether identified by the committee or by a stockholder, and will evaluate each of them on the same basis.

Executive Committee

The executive committee, which met once during 2007, consisted of Messrs. Martineau (chair), Foster, Simpson and Walker through May 24, 2007, and Messrs. Harlan (chair), Foster, Porter and Walker from May 24, 2007 through December 31, 2007. Since January 1, 2008, the executive committee has consisted of Messrs. Harlan (chair), Foster, Picuch and Albanese. The executive committee has granted our chief executive officer and Chairman of the Board (as the members of the acquisition subcommittee of the executive committee) the authority to approve acquisitions and divestitures with transaction values less than five million dollars. The acquisition subcommittee of the executive committee took action by unanimous written consent on one occasion during 2007. The following are among the key duties and responsibilities of the executive committee:

- reviewing and monitoring the strategic direction of our acquisition program;

- approving acquisitions and divestitures that involve consideration within limits our Board has established;
- and

- exercising such authority as is delegated to it from time to time by our Board.

Compensation Committee Interlocks and Insider Participation

All members of our compensation committee (Messrs. Porter, Picuch and Simpson) are independent in accordance with the applicable Nasdaq listing standards. No member of the compensation committee was, during the year ended December 31, 2007, an officer or employee of U.S. Concrete or any of its subsidiaries. During the year ended December 31, 2007, no member of the compensation committee had any material interest in a transaction of U.S. Concrete or a material business relationship with, or any indebtedness to, U.S. Concrete. No interlocking relationship existed during the year ended December 31, 2007 between any member of the Board of Directors or the compensation committee and an executive officer of U.S. Concrete.

Communication with Board of Directors

Stockholders and other interested persons may communicate with our Board by sending their communication to U.S. Concrete, Inc. Board of Directors, c/o Corporate Secretary, 2925 Briarpark Drive, Suite 1050, Houston, Texas 77042. All such communications received by our Corporate Secretary will be delivered to the Chairman of the Board.

Director Compensation

Director Retainers and Meeting Fees

Prior to July 31, 2007, we paid each of our nonemployee directors the following fees in quarterly installments:

- an annual retainer of \$10,000;

- \$5,000 for each Board meeting attended in person and \$2,500 for each Board meeting attended telephonically;

- \$5,000 for each audit committee meeting attended by the chairperson of the audit committee, whether attended in person or telephonically and whether or not the meeting is held on the same day as a Board meeting;

- \$4,000 for each audit committee meeting attended by each other member of the audit committee, whether attended in person or telephonically and whether or not the meeting is held on the same day as a Board meeting; and

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\$1,000 for each other Board committee meeting attended in person and \$500 for each such other Board committee meeting attended telephonically, unless the committee meeting is held on the same day as a Board meeting, in which case the committee member receives no fee for attending that committee meeting.

We increased the director fees in July 2007 to provide director compensation that is more comparable to the average board fees for public companies with annual revenues similar to U.S. Concrete, Inc., and to increase the fees paid to members of our audit committee to reflect the time commitment required of such directors. Effective as of July 31, 2007, we pay each of our nonemployee directors the following fees in quarterly installments:

an annual retainer of \$30,000 (includes amounts to be paid in place of meeting fees for two telephone Board meetings and two telephonic committee meetings);

\$5,000 for each Board meeting attended in person and \$2,500 for each Board meeting attended telephonically;

An annual retainer of \$10,000 for the chair of the audit committee;

An annual retainer of \$5,000 for each member of the audit committee;

An annual retainer of \$5,000 for each member of the compensation committee and nominating and corporate governance committee;

\$4,000 for each audit committee meeting attended in person and \$2,000 for each audit committee meeting attended telephonically, whether or not the meeting is held on the same day as a Board meeting; and

\$2,000 for each other Board committee meeting attended in person and \$1,000 for each such other Board committee meeting attended telephonically, unless the committee meeting is held on the same day as a Board meeting, in which case the committee member receives no fee for attending that committee meeting.

Director Equity Compensation

For several years, we have annually granted each nonemployee director an option to purchase 10,000 shares of common stock under our 1999 Incentive Plan, which terminates on December 31, 2008. If the stockholders approve the adoption of the 2008 Incentive Plan, the compensation committee may grant nonemployee directors nonqualified stock options or shares of restricted stock under such 2008 Incentive Plan at the compensation committee's discretion. If the stockholders approve the adoption of the 2008 Incentive Plan, the compensation committee currently intends to continue the practice of (1) annually granting each nonemployee director nonqualified stock options that provide for the purchase of 10,000 shares of our common stock on the first business day of the month next succeeding the date on which the annual meeting of our stockholders is held (the Director Award Date), and (2) automatically granting to any individual who becomes a nonemployee director otherwise than by election at an annual meeting, on the date of his or her becoming a director, nonqualified stock options that provide for the purchase shares of our common stock equal to the product of (i) 10,000 and (ii) a fraction the numerator of which is the number of days between the election of that nonemployee director and the next scheduled Director Award Date (or if that date has not been scheduled, the first anniversary of the immediately preceding Director Award Date, if any) and the denominator of which is 365. If the stockholders do not approve the adoption of the 2008 Incentive Plan, the compensation committee may approve other compensation to nonemployee directors.

Other Director Compensation

We do not pay any additional compensation to our employees for serving as directors, but we reimburse all directors for out-of-pocket expenses they incur in connection with attending Board and Board committee meetings or otherwise in their capacity as directors.

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The table below summarizes the compensation we paid to our nonemployee directors during the year ended December 31, 2007.

DIRECTOR COMPENSATION

Name⁽¹⁾	Fees Earned or		All Other Compensation	Total
	Paid in Cash	Option Awards⁽²⁾		
Vincent D. Foster	\$ 71,000	\$ 35,105	\$ 0	\$106,105
T. William Porter III	\$ 48,500	\$ 35,105	\$ 0	\$ 83,605
Mary P. Ricciardello	\$ 75,500	\$ 35,105	\$ 0	\$110,605
Murray S. Simpson	\$ 57,000	\$ 35,105	\$ 0	\$ 92,105
Robert S. Walker	\$ 47,000	\$ 35,105	\$ 0	\$ 82,105
John M. Piccuch	\$ 47,500	\$ 44,289	\$ 0	\$ 82,605

(1) Messrs. Harlan and Albanese are not included in this table as they were employees in 2007 and thus received n