

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 16, 2019**

U.S. CONCRETE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34530
(Commission File Number)

76-0586680
(IRS Employer Identification
No.)

331 N. Main Street
Eules, Texas 76039
(Address of principal executive offices, including ZIP code)

(817) 835-4105
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period or complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$.001	USCR	The Nasdaq Stock Market LLC

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 16, 2019, the stockholders of U.S. Concrete, Inc. (the “Company”) approved an Amendment to the U.S. Concrete, Inc. Long Term Incentive Plan (the “Amendment”). The Board of Directors of the Company had previously approved the Amendment, subject to stockholder approval. The material terms of the Amendment are summarized in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 29, 2019, as supplemented on April 29, 2019 (the “Proxy Statement”), which description is incorporated by reference herein. This description of the Amendment is qualified in its entirety by reference to the actual terms of the Amendment, a complete copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2019 annual meeting of stockholders (the “Annual Meeting”) on May 16, 2019. At the Annual Meeting, there were 15,256,546 shares of common stock of the Company present in person or represented by proxy and entitled to vote. The Company’s stockholders were asked to vote on the following five proposals, each of which is described in the Proxy Statement: (1) the election of seven directors; (2) the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2019; (3) advisory approval of executive compensation; (4) advisory vote on the frequency of the advisory vote on executive compensation and (5) approval of the Amendment.

Proposal #1 - Election of Directors. The stockholders elected the seven nominees listed below to hold office until the 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified, by the following vote:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
William J. Sandbrook	11,025,158	121,021	37,652	4,072,715
Kurt M. Cellar	11,048,957	96,875	37,999	4,072,715
Michael D. Lundin	11,052,401	93,431	37,999	4,072,715
Robert M. Rayner	11,045,048	100,079	38,704	4,072,715
Colin M. Sutherland	11,086,478	59,858	37,495	4,072,715
Theodore P. Rossi	11,048,052	97,861	37,918	4,072,715
Susan M. Ball	11,102,775	43,239	37,817	4,072,715

Proposal #2 - Ratification of Ernst & Young LLP. The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2019, by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
15,136,525	55,495	64,526

Proposal #3 - Advisory Approval of Executive Compensation. The stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
9,737,166	1,386,699	59,966	4,072,715

Proposal #4 - Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation. The stockholders approved, on a non-binding advisory basis, holding the frequency of the advisory vote on the compensation of the Company’s named executive officers every year, by the following vote:

<u>One Year</u>	<u>Two Year</u>	<u>Three Year</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
10,943,885	85,485	105,220	49,241	4,072,715

Based on the results of the advisory vote on the frequency of the advisory vote on executive compensation, the Company's Board of Directors has determined that the Company will hold its advisory vote on executive compensation every year until the next advisory vote on the frequency of the advisory vote on executive compensation.

Proposal #5 - Approval of the Amendment to the U.S. Concrete, Inc. Long Term Incentive Plan. The stockholders approved the Amendment, by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
10,564,013	564,570	55,248	4,072,715

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	Amendment to the U.S. Concrete, Inc. Long Term Incentive Plan

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. CONCRETE, INC.

Date: May 16, 2019

By: /s/ Gibson T. Dawson

Gibson T. Dawson

Vice President, Corporate Controller and Chief Accounting Officer

(Principal Accounting Officer)

AMENDMENT TO THE
U.S. CONCRETE, INC.
LONG TERM INCENTIVE PLAN

This Amendment to the U.S. Concrete, Inc. Long Term Incentive Plan (the "Plan"), made pursuant to the right to amend reserved in Section 10(c) of the Plan, amends the Plan as follows, contingent on the approval of these amendments by the stockholders of U.S. Concrete, Inc. and effective upon the date of such stockholder approval:

Sections 4(a) and (b) of the Plan are amended in their entirety to read as follows:

"(a) Overall Number of Shares Available for Delivery. Subject to adjustment in a manner consistent with any adjustment made pursuant to Section 9, the total number of shares of Stock reserved and available for issuance in connection with Awards under this Plan shall not exceed 1,998,195 shares, and such total will be available for the issuance of Incentive Stock Options. This limitation consists of the sum of (i) 1,073,195 previously authorized shares, including any shares subject to awards under the MEIP that, following the Effective Date, are forfeited or terminated, expire unexercised, or are settled in cash in lieu of common stock (but not any shares that are exchanged or withheld as full or partial payment of the exercise price or tax withholding upon exercise or payment of any award under the MEIP) and (ii) an additional 925,000 shares.

"(b) Application of Limitation to Grants of Awards. No Award may be granted if the number of shares of Stock to be delivered in connection with such Award exceeds the number of shares of Stock remaining available under this Plan minus the number of shares of Stock issuable in settlement of or relating to then-outstanding Awards. Subject to the limitations in Section 4(c) hereof, the Committee may adopt reasonable counting procedures to ensure appropriate counting, avoid double counting (as, for example, in the case of tandem or substitute awards) and make adjustments if the number of shares of Stock actually delivered differs from the number of shares previously counted in connection with an Award."

In all other respects, the Plan will remain unchanged and in full force and effect.

IN WITNESS WHEREOF, upon authorization of the Board of Directors, the undersigned has executed this Amendment to the U.S. Concrete, Inc. Long Term Incentive Plan effective as of February 13, 2019.

U.S. CONCRETE, INC.

By: /s/ William J. Sandbrook
Name: William J. Sandbrook
Its: Chairman and Chief Executive Officer



