

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 17, 2018**

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.

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

The Company held its 2018 annual meeting of stockholders (the “Annual Meeting”) on May 17, 2018. At the Annual Meeting, there were 15,198,966 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 three proposals, each of which is described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 29, 2018 (the “Proxy Statement”): (1) the election of six directors, (2) the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2018, and (3) advisory approval of executive compensation.

Proposal #1 - Election of Directors. The stockholders elected the six nominees listed below to hold office until the 2019 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	11,945,791	262,757	20,605	2,969,813
Kurt M. Cellar	11,623,539	584,486	21,128	2,969,813
Michael D. Lundin	11,305,912	577,733	345,508	2,969,813
Robert M. Rayner	11,627,136	580,759	21,258	2,969,813
Colin M. Sutherland	11,630,313	577,621	21,219	2,969,813
Theodore P. Rossi	11,966,802	241,016	21,335	2,969,813

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 2018, by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
15,139,674	31,788	27,504	—

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>
11,516,749	678,207	34,197	2,969,813

Item 8.01 Other Events.

On May 18, 2018, the Company issued a press release announcing William J. Sandbrook as Chairman of the Board of Directors, which is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press release, dated May 18, 2018, announcing the appointment of William J. Sandbrook as Chairman of the Board of Directors.

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 18, 2018

By: /s/ John E. Kunz

John E. Kunz

Senior Vice President and Chief Financial Officer

(Principal Accounting and Financial Officer)



For Immediate Release

**U.S. Concrete Names William J. Sandbrook Chairman
of Company's Board of Directors**

EULESS, Texas – May 18, 2018 – U.S. Concrete, Inc. (NASDAQ: USCR) ("U.S. Concrete" or the "Company") announced today that its Board of Directors ("Board") appointed William J. Sandbrook Chairman of the Board at the Board meeting immediately following the Company's 2018 annual meeting of stockholders on Thursday, May 17, 2018. Mr. Sandbrook, who currently serves as President and CEO of U.S. Concrete, succeeds Eugene I. Davis, who previously announced he would not seek reelection. Michael Lundin will remain in his position as Lead Independent Director of the Board.

"Bill's strategic vision for U.S. Concrete has resulted in the Company establishing market-leading positions in some of the most active construction markets in the country and continuous year-over-year increases in revenue and pricing growth," said Mr. Lundin. "In addition, throughout his tenure as President and CEO, he has proven adept at driving returns for our stockholders and managing risk accordingly. For these reasons, we are honored to appoint him to this position."

Mr. Sandbrook has served as President and CEO of U.S. Concrete since 2011, during which time he has solidified the Company's balance sheet and significantly expanded its ready-mixed concrete and aggregates capacity. Over the course of his tenure, U.S. Concrete has made a series of strategic acquisitions, which have resulted in the Company being the supplier of choice in non-commoditized concrete offerings for highly specialized projects across all construction verticals in these markets.

Mr. Sandbrook stated, "I am honored to assume the role of Board Chairman and am grateful for the support of the Board and our stockholders. While we have a great foundation in place, our focus will be on continuing to execute our highly differentiated strategic initiatives to further grow our business, our backlog and stockholder returns. I look forward to working with Michael and the rest of the Board to achieve these shared objectives."

About U.S. Concrete, Inc.

U.S. Concrete, Inc. (NASDAQ: USCR) is a leading supplier of concrete and aggregates for large-scale commercial, residential and infrastructure projects in high-barrier-to-entry markets across the country. The Company holds leading market positions in the high growth metropolitan markets of New York, San Francisco, Dallas-Fort Worth and Washington, D.C., and its materials have been used in some of the most complex and

highly specialized construction projects of the last decade. U.S. Concrete has continued to grow organically and through a series of strategic acquisitions of independent producers in our target markets.

For more information on U.S. Concrete, visit www.us-concrete.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains various forward-looking statements and information that are based on management's beliefs, as well as assumptions made by and information currently available to management. These forward-looking statements speak only as of the date of this press release. The Company disclaims any obligation to update these statements and cautions you not to rely unduly on them. Forward-looking information includes, but is not limited to, statements regarding: the expansion of the business; the opportunities and results of our acquisitions; the prospects for growth in new and existing markets; encouraging nature of volume and pricing increases; the business levels of our existing markets; ready-mixed concrete backlog; ability to maintain our cost structure and monitor fixed costs; ability to maximize liquidity, manage variable costs, control capital spending and monitor working capital usage; and the adequacy of current liquidity. Although U.S. Concrete believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that those expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions, including, among other matters: general and regional economic conditions; the level of activity in the construction industry; the ability of U.S. Concrete to complete acquisitions and to effectively integrate the operations of acquired companies; development of adequate management infrastructure; departure of key personnel; access to labor; union disruption; competitive factors; government regulations; exposure to environmental and other liabilities; the cyclical and seasonal nature of U.S. Concrete's business; adverse weather conditions; the availability and pricing of raw materials; the availability of refinancing alternatives; results of litigation; and general risks related to the industry and markets in which U.S. Concrete operates. Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those expected. These risks, as well as others, are discussed in greater detail in U.S. Concrete's filings with the Securities and Exchange Commission, including U.S. Concrete's Annual Report on Form 10-K for the year ended December 31, 2017.

Source: USCR-G

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