

US CONCRETE INC
Form 8-K
January 05, 2017

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): January 4, 2017

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)
331 N. Main Street

76-0586680
(IRS Employer

Identification No.)

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Euless, 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))

Item 1.01 Entry into a Material Definitive Agreement.

On January 4, 2017, U.S. Concrete, Inc. (the Company) and certain subsidiary guarantors (the Guarantors) entered into a Purchase Agreement (the Purchase Agreement) with J.P. Morgan Securities LLC, as initial purchaser (the Initial Purchaser), in connection with the Company's offering of additional senior notes. The Purchase Agreement provides for, among other things, the sale by the Company of \$200.0 million in aggregate principal amount of its 6.375% Senior Notes due 2024 (the Notes) issued as additional securities pursuant to the Indenture, dated as of June 7, 2016 (the Base Indenture), among the Company, certain subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (the Trustee), as supplemented by Supplemental Indenture No. 1, dated as of October 12, 2016, among the Company, certain subsidiary guarantors party thereto, and the Trustee, and as further supplemented by Supplemental Indenture No. 2, to be entered into among among the Company, the Guarantors and the Trustee. On June 7, 2016, the Company previously issued \$400.0 million aggregate principal amount of its 6.375% Senior Notes due 2024 (the Existing 6.375% Notes). The terms of the Notes will be identical to the terms of the Existing 6.375% Notes, other than the issue date, the issue price, the first interest payment date and the provisions relating to transfer restrictions and registration rights.

The Notes were offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act (the Note Offering). The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions whereby the Company and the Guarantors, on the one hand, and the Initial Purchaser, on the other, have agreed to indemnify each other against certain liabilities. Under the Purchase Agreement, the Company also agreed to a 90-day lock-up period with respect to offering, selling, contracting to sell or otherwise disposing of any debt securities issued or guaranteed by the Company or any of the Guarantors and having a tenor of more than one year. In addition, the Purchase Agreement contemplates the execution by the Company and the Guarantors of a registration rights agreement relating to the Notes. The Note Offering is scheduled to close on January 9, 2017, subject to customary closing conditions.

The preceding summary of the Purchase Agreement is qualified in its entirety by reference to the full text of such agreement, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference.

Item 8.01 Other Events.

On January 4, 2017, the Company issued a press release announcing the pricing of the Note Offering. A copy of the press release is filed as Exhibit 99.1 hereto, and the information contained in Exhibit 99.1 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
10.1	Purchase Agreement, dated January 4, 2017, by and among U.S. Concrete, Inc., the subsidiary guarantors party thereto, and J.P. Morgan Securities LLC.
99.1	Press Release of U.S. Concrete, Inc. dated January 4, 2017.

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: January 4, 2017

By: /s/ Joseph C. Tusa, Jr.
Name: Joseph C. Tusa, Jr.
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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