

US CONCRETE INC
Form SC 13G
February 12, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

U.S. CONCRETE, INC.

Common Stock, \$0.001 par value

90333L201

December 31, 2014

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

NOTE: The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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.

CUSIP No. 90333L201

1. Names of Reporting Persons.

FIRST DALLAS HOLDINGS, INC.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Texas

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5. Sole Voting Power: 0
6. Shared Voting Power: 739,400
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 837,470
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 837,470
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9): 5.2%
12. Type of Reporting Person: HC

CUSIP No. 90333L201

1. Names of Reporting Persons.

CRAIG D. HODGES

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

MR. HODGES IS A UNITED STATES CITIZEN

5. Sole Voting Power: 0
6. Shared Voting Power: 739,400
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 837,470
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 837,470
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9): 5.2%
12. Type of Reporting Person (See Instructions): IN

CUSIP No. 90333L201

1. Names of Reporting Persons.

First Dallas Securities, Inc.

2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power: 0

6. Shared Voting Power: 0

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 92,770

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 92,770

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9): 0.6%

12. Type of Reporting Person (See Instructions): IA, BD

CUSIP No. 90333L201

1. Names of Reporting Persons.

Hodges Capital Management, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power: 0

6. Shared Voting Power: 739,400

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 832,170

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 832,170

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9): 5.9%

12. Type of Reporting Person (See Instructions): IA

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CUSIP No. 90333L201

1. Names of Reporting Persons.

Hodges Small Cap Fund, A Series of professionally Managed Portfolios

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power: 0

6. Shared Voting Power: 718,400

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 718,400

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 718,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9): 5.1%

12. Type of Reporting Person : IV

CUSIP No. 90333L201

1. Names of Reporting Persons.

Hodges Small Intrinsic Value Fund, A Series of professionally
Managed Portfolios

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power: 0

6. Shared Voting Power: 21,000

7. Sole Dispositive Power: 0

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8. Shared Dispositive Power: 21,000
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 21,000
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9): 0.1%
12. Type of Reporting Person : IV

Item 1.

(a) Name of Issuer:

U.S. CONCRETE, INC.

(b) Address of Issuer's Principal Executive Offices:

331 N. Main Street
Eules, TX, 76039

Item 2.

(a) Name of Person Filing:

First Dallas Holdings, Inc. ("FDHI")
Craig D. Hodges
First Dallas Securities, Inc. ("FDSI")
Hodges Capital Management, Inc. ("HCM")
Hodges Small Cap Fund
Hodges Small Intrinsic Value Fund

(b) Address of Principal Business Office or, if none, Residence:

2905 Maple Ave.
Dallas, Texas 75201

(b) Citizenship:

First Dallas Holdings, Inc. is a Texas corporation.
Craig D. Hodges is a citizen of the United States.
First Dallas Securities, Inc. is a Texas corporation.
Hodges Capital Management is a Texas corporation.
Hodges Small Intrinsic Values Fund is a series of a
Massachusetts business trust.
Hodges Small Cap Fund is a series of a Massachusetts business trust.

(d) Title of Class of Securities:

Common Stock, Par Value \$0.001

(e) CUSIP Number:

90333L201

Item 3. If this statement is filed pursuant to SS240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (g) X A parent holding company or control person in accordance with
S 240.13d-1(b) (1) (ii) (G).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage

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of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

First Dallas Holdings, Inc.	837,470
Craig D. Hodges	847,470
First Dallas Securities, Inc.	5,300
Hodges Capital Management, Inc.	847,470
Hodges Small Cap Fund	718,400
Hodges Small Intrnsc Val Fund	21,000

(b) Percent of class:

First Dallas Holdings, Inc.	5.2%
Craig D. Hodges	5.2%
First Dallas Securities, Inc.	0.6%
Hodges Capital Management, Inc.	5.9%
Hodges Small Cap Fund	5.1%
Hodges Small Intrnsc Val Fund	0.1%

The calculation of the percentage of beneficial ownership of the Company's common stock is based upon 13,975,794 shares outstanding on November 5, 2014, as disclosed by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2014.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

First Dallas Holdings, Inc	0
Craig D. Hodges	0
First Dallas Securities, Inc.	0
Hodges Capital Management, Inc.	0
Hodges Small Cap Fund	0
Hodges Small Intrnsc Val Fund	0

(ii) Shared power to vote or to direct the vote:

First Dallas Holdings, Inc.	739,400
Craig D. Hodges	739,400
First Dallas Securities, Inc.	0
Hodges Capital Management, Inc.	739,400
Hodges Small Cap Fund	718,400
Hodges Small Intrnsc Val Fund	21,000

(iii) Sole power to dispose or to direct the disposition of:

First Dallas Holdings, Inc.	0
Craig D. Hodges	0
First Dallas Securities, Inc.	0
Hodges Capital Management, Inc.	0
Hodges Small Cap Fund	0
Hodges Small Intrnsc Val Fund	0

(iv) Shared power to dispose or to direct the disposition of:

First Dallas Holdings, Inc.	837,470
Craig D. Hodges	847,470
First Dallas Securities, Inc.	5,300
Hodges Capital Management, Inc.	847,470
Hodges Small Cap Fund	718,400
Hodges Small Intrnsc Val Fund	21,000

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The reported shares are shares of common stock of the Issuer, par value \$0.001.

All 837,470 of the reported shares collectively, the ("reported Shares") may be deemed as beneficially owned by FDHI, which is the owner of HCM, and Craig D. Hodges, who is the controlling shareholder of FDHI.

5,300 of the Reported Shares are held in separate accounts managed by FDSI, each of which, individually, owns less than 1% of the common stock of the Issuer(each a "Separate Account"). FDSI is a registered broker-dealer and an investment adviser registered with the SEC. 92,770 of the Reported Shares are held in Separate Accounts managed by HCM, which is also an investment adviser registered with the SEC.

718,400 of the Reported Shares are held by the Hodges Small Cap Fund, a series of Professionally Managed Portfolios, an investment company registered under the Investment Company Act of 1940.

21,000 of the Reported Shares are held by the Hodges Small Intrinsic Value Fund, a series of Professionally Managed Portfolios, an investment company registered under the Investment Company Act of 1940. The investment adviser to both of these funds is HCM, which may be deemed to be a beneficial owner of the funds' Reported Shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Hodges Capital Management, Inc. is wholly-owned by First Dallas Holdings, Inc., and is a registered investment adviser in accordance with S 240.13d-1(b) (1) (ii) (E)

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit 1:

Joint Filing Agreement dated February 11, 2015, among FDHI, Craig D. Hodges, FDSI, HCM, Hodges Small Cap Fund, and Hodges Small Intrinsic Value

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Fund.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

Craig D. Hodges
Chairman