

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-14**  
SEC Accession No. [0000061227-13-000003](#)

(HTML Version on [secdatabase.com](#))

SUBJECT COMPANY

**U.S. Concrete, Inc.**

CIK:[1307784](#) | IRS No.: **760586680**  
Type: **SC 13G/A** | Act: **34** | File No.: [005-84033](#) | Film No.: **13526935**

Mailing Address	Business Address
2925 BRIARPARK, SUITE 500 HOUSTON TX 77042	2925 BRIARPARK, SUITE 500 HOUSTON TX 77042 713-499-6200

FILED BY

**MACKAY SHIELDS LLC**

CIK:[61227](#) | IRS No.: **134080466** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Mailing Address	Business Address
9 WEST 57TH STREET 33RD FLOOR NEW YORK NY 10019	9 WEST 57TH STREET 33RD FLOOR NEW YORK NY 10019 212-758-5400

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

Schedule 13G/A  
(Amendment #3)

Under the Securities Exchange Act of 1934

Information to be included in statements filed  
pursuant to Rule 13d-1 (b) (c) and (d) and Amendments thereto  
filed pursuant to Rule 13d-2 (b).

U.S. Concrete, Inc.  
(Name of Issuer)

Common Stock, \$.001 Par Value  
(Title of Class of Securities)

90333L201  
(CUSIP Number)

December 31, 2012  
(Date of Event which Requires Filing of this Statement)

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

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

\*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 (however, see the Notes).

SCHEDULE 13G

Issuer: U.S. Concrete, Inc.

CUSIP No.: 90333L201

1 NAMES OF REPORTING PERSONS I.R.S.  
IDENTIFICATION NOS. OF ABOVE PERSONS

MacKay Shields LLC  
IRS# 13-4080466;

2 CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP

(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware (United States)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	1,430,979
	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	1,430,979
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
Total: 1,430,979

10 CHECK IF THE AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES CERTAIN SHARES  
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW 11  
10.75%

12 TYPE OF REPORTING PERSON  
IA

SCHEDULE 13G

Issuer: U.S. Concrete, Inc.

CUSIP No.: 90333L201

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:  
MacKay Shields LLC

(b) Address of Principal Business Office:  
1345 Avenue of the Americas, 43rd Floor  
New York, NY 10105

(c) Citizenship:  
United States

(d) Title of Class of Securities:  
Common Stock, \$.001 Par Value

(e) CUSIP Number: 90333L201

ITEM 3

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

(a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78C);

(d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e)  An investment adviser in accordance with Section 240.13d-1 (b) (1) (ii) (E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1 (b) (1) (ii) (F);
- (g)  A parent holding company or control person in accordance with Section 240.13d-1 (b) (1) (ii) (G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an insurance company under Section 3 (c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with section 240.13d-1 (b) (1) (ii) (J).

SCHEDULE 13G

Issuer: U.S Concrete, Inc.

CUSIP No.: 90333L201

ITEM 4. Ownership.

MacKay Shields LLC, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is deemed to be the beneficial owner of 1,430,979 shares or 10.75% of the Common Stock believed to be outstanding as a result of acting as investment adviser to various clients. The Common Stock was received in connection with a plan of reorganization of the Issuer which was effective September 1, 2010.

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

Not Applicable

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.

Not Applicable

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 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 such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose of effect.

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: January 14, 2013

Signature: /s/ Rene A. Bustamante

Name/Title: Rene A. Bustamante  
Chief Compliance Officer

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