

US CONCRETE INC
Form 10-Q
May 10, 2013

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

FORM 10-Q

✓ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2013

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 001-34530
U.S. CONCRETE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

76-0586680
(I.R.S. Employer Identification Number)

331 N. Main Street, Euless, Texas 76039
(Address of principal executive offices, including zip code)
(817) 835-4105
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Indicate by check mark whether the registrant has filed all documents required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by the court. Yes No

There were 13,453,524 shares of common stock, par value \$.001 per share, of the registrant outstanding as of May 9, 2013.

U.S. CONCRETE, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

U.S. CONCRETE, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (in thousands)

	March 31, 2013 (unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$4,663	\$4,751
Trade accounts receivable, net of allowances of \$2,521 and \$2,368 as of March 31, 2013 and December 31, 2012, respectively	84,333	84,034
Inventories	24,989	25,001
Deferred income taxes	2,694	2,835
Prepaid expenses	4,827	3,651
Other receivables	7,503	4,414
Other current assets	2,173	3,080
Total current assets	131,182	127,766
Property, plant and equipment, net of accumulated depreciation, depletion, and amortization of \$42,260 and \$38,273 as of March 31, 2013 and December 31, 2012, respectively	119,082	120,871
Goodwill	10,521	10,717
Purchased intangible assets, net	14,183	15,033
Other assets	4,290	5,337
Total assets	\$279,258	\$279,724
LIABILITIES AND EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$1,879	\$1,861
Accounts payable	41,873	48,880
Accrued liabilities	35,324	36,430
Derivative liabilities	13,835	22,030
Total current liabilities	92,911	109,201
Long-term debt, net of current maturities	93,691	61,598
Other long-term obligations and deferred credits	11,872	13,114
Deferred income taxes	3,146	3,287
Total liabilities	201,620	187,200
Commitments and contingencies (Note 17)		
Equity:		
Preferred stock	—	—
Common stock	13	13
Additional paid-in capital	137,209	136,451
Accumulated deficit	(57,560)	(43,196)
Treasury stock, at cost	(2,024)	(744)
Total stockholders' equity	77,638	92,524
Total liabilities and equity	\$279,258	\$279,724

The accompanying notes are an integral part of these condensed consolidated financial statements.

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U.S. CONCRETE, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (Unaudited)
 (in thousands, except per share amounts)

	Three months ended March 31,	
	2013	2012
Revenue	\$127,741	\$110,915
Cost of goods sold before depreciation, depletion and amortization	111,157	98,665
Selling, general and administrative expenses	14,522	13,643
Depreciation, depletion and amortization	4,854	3,622
Loss (gain) on sale of assets	5	(591)
Loss from operations	(2,797)	(4,424)
Interest expense, net	(2,772)	(2,869)
Derivative loss	(18,446)	(3,391)
Gain on extinguishment of debt	4,310	—
Other income, net	498	531
Loss from continuing operations before income taxes	(19,207)	(10,153)
Income tax benefit (expense)	5,197	(188)
Loss from continuing operations	(14,010)	(10,341)
(Loss) income from discontinued operations, net of taxes	(354)	111
Net loss	\$(14,364)	\$(10,230)
(Loss) income per share:		
Loss from continuing operations	\$(1.13)	\$(0.85)
(Loss) income from discontinued operations, net of taxes	(0.03)	0.01
Net loss per share – basic and diluted	\$(1.16)	\$(0.84)
Weighted average shares outstanding:		
Basic and diluted	12,359	12,140

The accompanying notes are an integral part of these condensed consolidated financial statements.

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U.S. CONCRETE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Unaudited)
(in thousands)

Common Stock		
# of Shares	Par Value	Additional Paid-In Capital