

CANNELL J CARLO  
Form SC 13D/A  
February 17, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

U.S. Concrete, Inc.

-----  
(Name of Issuer)

Common Stock par value \$0.001 per share

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(Title of Class of Securities)

90333L102

-----  
(CUSIP Number)

J. Carlo Cannell  
Cannell Capital, LLC  
P.O. Box 3459, 240 E. Deloney Avenue  
Jackson, WY 83001  
(307) 733-2284

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 26, 2009

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed

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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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

CUSIP No. 90333L102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

J. Carlo Cannell

2. Check the Appropriate Box if a Member of a Group (See Instructions):

- (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): WC/00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: USA

Table with 2 columns: Description and Value. Rows include: Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Voting Power: 1,820,400\*, 8. Shared Voting Power: 0, 9. Sole Dispositive Power: 1,820,400\*, 10. Shared Dispositive Power: 0.

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,820,400\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 4.96%\*

14. Type of Reporting Person (See Instructions): IN

\* Based on information set forth on the Form 10-Q of U.S. Concrete, Inc. (the "Company") as filed with the Securities and Exchange Commission on November 10, 2008, there were 36,715,183 shares of Common Stock par value \$0.001 per share (the "Shares"), of the Company issued and outstanding as of November 5,

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2008. As of January 26, 2009 (the "Reporting Date"), Anegada Master Fund Limited ("Anegada") Tonga Partners, L.P. ("Tonga") and Tonga Partners QP, L.P. ("Tonga QP," and collectively with Anegada and Tonga, the "Funds") held in the aggregate 1,820,400 Shares. Cannell Capital LLC acts as the investment adviser to Anegada, and is the general partner of and investment adviser to Tonga and Tonga QP. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As a result, Mr. Cannell possesses the sole power to vote and to direct the disposition of the Shares held by the Funds. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Mr. Cannell may be deemed to beneficially own 1,820,400 Shares, or approximately 4.96% of the Shares deemed issued and outstanding as of the Reporting Date.

Item 1. Security and Issuer.  
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The class of equity securities to which this Schedule 13D relates is the Common Stock par value \$0.001 per share (the "Shares"), of U.S. Concrete, Inc. (the "Company"), a Delaware corporation. The address of the principal executive offices of the Company is 2925 Briarpark, Suite 1050, Houston, TX 77042.

Item 2. Identity and Background.  
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The person filing this report is J. Carlo Cannell, whose business address is Cannell Capital, LLC, P.O. Box 3459, 240 E. Deloney Ave., Jackson, WY 83001. Mr. Cannell is the sole managing member of Cannell Capital, LLC (the "Adviser"). The Adviser acts as the investment adviser to Anegada Master Fund Limited, a Cayman Islands limited company ("Anegada"), and is the general partner of and investment adviser to Tonga Partners, L.P., a Delaware limited partnership ("Tonga") and Tonga Partners QP, L.P., a Delaware limited partnership ("Tonga QP" and collectively with Tonga and Anegada, the "Funds"). Mr. Cannell is the sole managing member of the Adviser.

Mr. Cannell has never been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), nor has he been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Cannell is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.  
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All of the funds used in making the purchase of Shares described in Item 5 of this Schedule 13D came from the working capital of the Funds. The Funds have invested an aggregate amount of approximately \$9,480,056 in the Shares.

Item 4. Purpose of Transaction.  
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Mr. Cannell, on behalf of the Funds, identified the Company as an entity satisfying each Fund's investment criteria. The Funds acquired and continue to hold the Shares as a long-term investment.

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Mr. Cannell reserves the right to discuss various views and opinions with respect to the Company and its business plans with the Company or the members of its senior management. The discussion of such views and opinions may extend from ordinary day-to-day business operations to matters such as nominees for representation on the Company's board of directors, senior management decisions and extraordinary business transactions. Mr. Cannell reserves the right to take such action as he may deem necessary from time to time to seek to maximize the value of the Shares. Such actions may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

In addition to the actions set forth above, Mr. Cannell may engage in any of the actions specified in Items 4(a) through 4(j) to the Schedule 13D general instructions.

Except as set forth above, Mr. Cannell has no present plans or proposals that relate to or would result in any of the transactions described in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.  
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Based on information set forth in the Company's Form 10-Q for the quarter ending September 30, 2008 as filed with the Securities and Exchange Commission on November 10, 2008, there were 36,715,183 Shares issued and outstanding as of November 5, 2008. As of January 26, 2009 (the "Reporting Date"), the Funds owned 1,820,400 Shares. The Adviser acts as the investment adviser to Anegada, and is the general partner of and investment adviser to Tonga and Tonga QP. Mr. J. Carlo Cannell is the sole managing member of the Adviser.

(a) As of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Mr. Cannell is deemed to beneficially own 1,820,400 Shares, or approximately 4.96% of the Shares deemed issued and outstanding as of the Reporting Date.

(b) Mr. Cannell possesses the sole power to vote and to direct the disposition of the securities held by the Funds.

(c) The following table details the transactions during the sixty days on or prior to the Reporting Date in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Cannell or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which was effected in an ordinary brokerage transaction).

(Purchases)

None

(Sales)

Date	Security	Quantity	Price
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12/01/2008	Shares	5,000	\$2.58
12/02/2008	Shares	67,000	\$2.46
12/03/2008	Shares	33,000	\$2.52

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12/04/2008	Shares	25,000	\$2.55
12/19/2008	Shares	43,100	\$4.04
12/22/2008	Shares	18,400	\$3.84
12/23/2008	Shares	3,300	\$3.46
01/23/2009	Shares	32,000	\$2.66
01/26/2009	Shares	27,053	\$2.76

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.  
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None.

Item 7. Material to Be Filed as Exhibits.  
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None.

Signature  
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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.

February 13, 2009

/s/ J. Carlo Cannell  
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J. Carlo Cannell in his capacity as the Managing Member of Cannell Capital LLC, investment adviser to Anegada Master Fund Limited, and the general partner of, and investment adviser to, Tonga Partners, L.P.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).