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US CONCRETE INC
Form 8-K
May 21, 2002

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): May 16, 2002

U.S. CONCRETE, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 000-26025 (Commission File Number) | 76-0588680 (IRS Employer Identification No.) |
| 2925 Briarpark, Suite 500, Houston, Texas (Address of principal executive offices) | | 77042 (Zip Code) |

Registrant's telephone number, including area code: (713) 499-6200

Item 4. Changes in Registrant's Certifying Accountant.

On May 16, 2002, the Board of Directors of U.S. Concrete, Inc. (the "Company") appointed PricewaterhouseCoopers LLP to serve as the Company's independent auditors for 2002, replacing Arthur Andersen LLP. Arthur Andersen was dismissed on the same date after serving as the Company's independent auditors since 1998. The appointment of PricewaterhouseCoopers was made at the recommendation of the Audit Committee of the Board of Directors after an extensive evaluation process conducted by the Audit Committee and Company management.

Arthur Andersen's reports on the Company's consolidated financial statements for the past two fiscal years contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. A letter from Arthur Andersen is attached to this current report on Form 8-K as Exhibit 16.1.

During the Company's two most recent fiscal years and the period from January 1, 2002 through May 16, 2002, there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Arthur Andersen, would have caused Arthur Andersen to make reference to the subject matter of the disagreements in connection with Arthur Andersen's reports on the Company's consolidated financial statements for those years; and during such period there were no "reportable events" of the kind listed in Item 304(a)(1)(v) of Regulation S-K.

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During the Company's two most recent fiscal years and through the date of this current report on Form 8-K, the Company did not consult PricewaterhouseCoopers with respect to any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K.

A copy of the Company's press release regarding its change in accountants is attached to this current report on Form 8-K as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 16.1 | Letter of Arthur Andersen LLP dated May 20, 2002. |
| 99.1 | Press Release dated May 20, 2002. |

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: May 20, 2002

By: /s/ Michael W. Harlan

Michael W. Harlan
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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