

METALS USA INC  
Form 8-K  
May 20, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 20, 2009 (May 14, 2009)**

**METALS USA HOLDINGS CORP.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**333-146181**  
(Commission File No.)

**20-3779274**  
(I.R.S. Employer  
Identification No.)

# FLAG INTERMEDIATE HOLDINGS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**333-132918**  
(Commission File No.)

**20-3779375**  
(I.R.S. Employer  
Identification No.)

# METALS USA, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-13123**  
(Commission File No.)

**76-0533626**  
(I.R.S. Employer  
Identification No.)

**One Riverway, Suite 1100**

**Houston, Texas**  
(Address of Principal Executive Offices)

**77056**  
(Zip Code)

(Registrant's telephone number, including area code) **(713) 965-0990**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
  
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers**

(b) On May 14, 2009, John A. Hageman resigned from his position as Senior Vice President and Chief Legal Officer of Metals USA Holdings Corp., Flag Intermediate Holdings Corporation and Metals USA, Inc., effective as of the same date.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

METALS USA HOLDINGS CORP.

Date: May 20, 2009

By: /s/ Robert C. McPherson, III  
Name: Robert C. McPherson, III  
Title: Senior Vice President and Chief Financial Officer

FLAG INTERMEDIATE HOLDINGS CORPORATION

Date: May 20, 2009

By: /s/ Robert C. McPherson, III  
Name: Robert C. McPherson, III  
Title: Senior Vice President and Chief Financial Officer

METALS USA, INC.

Date: May 20, 2009

By: /s/ Robert C. McPherson, III  
Name: Robert C. McPherson, III  
Title: Senior Vice President and Chief Financial Officer