

Metals USA Holdings Corp.  
Form S-1MEF  
April 08, 2010

As filed with the Securities and Exchange Commission on April 8, 2010

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**METALS USA HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

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

**5051**  
(Primary Industrial  
Classification Code Number)

**20-3779274**  
(I.R.S. Employer  
Identification Number)

**2400 East Commercial Blvd.**  
**Suite 905**  
**Fort Lauderdale, FL 33308**  
**(954) 202-4000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William A. Smith II**

**Vice President, General Counsel and Secretary**

**2400 East Commercial Blvd.**

**Suite 905**

**Fort Lauderdale, FL 33308**

**(954) 202-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Andrew J. Nussbaum  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000**

**LizabethAnn R. Eisen  
Cravath, Swaine & Moore LLP  
825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000**

**Approximate date of commencement of proposed sale to the public:** As promptly as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-150999

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Accelerated filer   
Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(2)(3)</b>
Common Stock, \$0.01 par value per share	1,035,000	\$21.00	\$21,735,000	\$1,549.71

- (1) Includes shares of common stock that may be purchased by the underwriters to cover over-allotments, if any. Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-150999).
- (2) Calculated at a rate of \$71.30 per \$1,000,000 of the proposed maximum aggregate offering price.
- (3) The \$21,735,000 proposed maximum aggregate offering price is in addition to the \$242,105,240 proposed maximum aggregate offering price registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-150999). An aggregate registration fee of \$10,862.10 was previously paid in connection with that Registration Statement. The registrant previously paid a registration fee of \$21,400.00 with a registration statement on Form S-1, File No. 333-134533, initially filed on May 26, 2006. Pursuant to Rule 457(p) of the Securities Act, \$1,549.71 of the previously paid registration fee is offset against the registration fee otherwise due for this registration statement.

**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) ( Rule 462(b) ) under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. Pursuant to Rule 462(b), the contents of our registration statement on Form S-1, as amended (File No. 333-150999), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission ) on April 8, 2010 (the Initial Registration Statement ), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional 1,035,000 shares of our common stock in the offering related to the Initial Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

All the exhibits filed with Registration Statement No. 333-150999 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except the following, which are filed herewith:

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
5.1	Opinion of Wachtell, Lipton, Rosen & Katz
23.1	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1*	Power of Attorney

\* Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-150999) filed with the Commission on May 19, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Ft. Lauderdale, State of Florida, on the 8th day of April, 2010.

METALS USA HOLDINGS CORP.

By: /s/ C. LOURENCO GONCALVES  
 Name: **C. Lourenco Goncalves**  
 Title: **President, Chief Executive Officer and Director  
 (Principal Executive Officer)**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

Name	Title	Date
/s/ C. LOURENCO GONCALVES <b>C. Lourenco Goncalves</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	April 8, 2010
/s/ ROBERT C. MCPHERSON, III <b>Robert C. McPherson, III</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	April 8, 2010
/s/ DANIEL L. HENNEKE <b>Daniel L. Henneke</b>	Vice President, Corporate Controller (Principal Accounting Officer)	April 8, 2010
*	Director	April 8, 2010
<b>John T. Baldwin</b>		
*	Director	April 8, 2010
<b>Eric L. Press</b>		
*	Director	April 8, 2010
<b>M. Ali Rashid</b>		
*	Director	April 8, 2010
<b>Matthew R. Michelini</b>		

\*By: /s/ ROBERT C. MCPHERSON, III  
 Name: **Robert C. McPherson, III**  
 Title: **Attorney-in-fact**



**Exhibit Index**

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