

METALS USA INC  
Form 8-K  
March 14, 2011

**UNITED STATES**  
**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): March 11, 2011**

**FLAG INTERMEDIATE**  
**HOLDINGS CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

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**Delaware**  
(State or other jurisdiction of

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

**20-3779375**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**2400 E. Commercial Blvd., Suite 905**

**Fort Lauderdale, Florida**  
(Address of principal executive offices)

**33308**  
(Zip Code)

**Registrant's telephone number, including area code (954) 202-4000**

# METALS USA, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of

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

**76-0533626**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**2400 E. Commercial Blvd., Suite 905**

**Fort Lauderdale, Florida**  
(Address of principal executive offices)

**33308**  
(Zip Code)

**Registrant's telephone number, including area code (954) 202-4000**

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)

☐ 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 240.14d-2(b))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On March 11, 2011, Metals USA, Inc. (the Company), a wholly-owned subsidiary of Metals USA Holdings Corp., completed the acquisition of the Richardson Trident Company (Trident), a provider of a broad range of metals and processing services, such as precision sawing, boring, honing, slitting, sheeting, sheering and tuning. Trident has eight processing centers located in Texas, Oklahoma, Georgia, California and Massachusetts. Trident supplies customers in the oil & gas, aerospace, defense and transportation markets.

The acquisition occurred pursuant to a stock purchase agreement that provided for the purchase by a wholly-owned subsidiary of the Company of all of the outstanding capital stock of Trident from Thomas E. Bentley and TEB 2006 Trust for an aggregate purchase price of \$90.8 million in cash plus a \$1.8 million note payable, subject to a post-closing adjustment for working capital and other matters.

**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.

**FLAG INTERMEDIATE HOLDINGS CORPORATION**

Date: March 11, 2011

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

**METALS USA, INC.**

Date: March 11, 2011

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