

METALS USA HOLDINGS CORP.
Form SC 13G
February 11, 2011

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

OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

METALS USA HOLDINGS CORP.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

59132A104

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 disclosures provided in a prior cover page.

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

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Investment Fund V, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 20,355,288 shares of common stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 20,355,288 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 20,355,288 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 55.0%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Overseas Partners V, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 2,673,294 shares of common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,673,294 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,673,294 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 7.2%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Netherlands Partners V (A), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 280,335 shares of common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 280,335 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 280,335 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.8%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Netherlands Partners V (B), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 197,560 shares of common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 197,560 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 197,560 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.5%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo German Partners V GmbH & Co. KG
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Germany
5	Sole Voting Power
6	Shared Voting Power 222,173 shares of common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 222,173 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 222,173 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.6%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Verwaltungs V GmbH
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Germany
5	Sole Voting Power
6	Shared Voting Power 222,173 shares of common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 222,173 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 222,173 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.6%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management V, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 23,728,650 shares of common stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 64.1%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 59132A104

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
AIF V Management, LLC

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

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
23,728,650 shares of common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
23,728,650 shares of common stock