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:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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).

SEC 1745 (3-06)

### 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)	О	
	(b)	X	
3	SEC Use Only		
4	Citizenship or Place of Organization		
	Delaware		
	5		Sole Voting Power
Number of			
Shares	6		Shared Voting Power
Beneficially			20,355,288 shares of common stock
Owned by			, ,
Each	7		Sole Dispositive Power
Reporting			•
Person With:			
	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) x		
11	Percent of Class Represented by Amount in Row (9) 55.0%		
12	Type of Reporting Person (See PN	Instructions)	

### 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)	0		
	(b)	X		
3	SEC Use Only			
4	Citizenship or Place	Citizenship or Place of Organization		
	Cayman Islands			
	5		Sole Voting Power	
Number of				
Shares	6		Shared Voting Power	
Beneficially			2,673,294 shares of common stock	
Owned by				
Each	7		Sole Dispositive Power	
Reporting				
Person With:	0		Cl. 1D: '.' D	
	8		Shared Dispositive Power 2,673,294 shares of common stock	
9	Aggregate Amount 1	Beneficially Owned by I	Each Reporting Person	
	2,673,294 shares of		such reporting retion	
	,,			
10	Check Box if the Ag	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Rep 7.2%	Percent of Class Represented by Amount in Row (9) 7.2%		
12	Type of Reporting P PN	Person (See Instructions)		

### 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) o		
	(b)	X	
3	SEC Use Only		
4	Citizenship or Place of Organization		
	Cayman Islands		
	5		Sole Voting Power
Number of			
Shares Beneficially Owned by	6		Shared Voting Power 280,335 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
Person with:	8		Shared Dispositive Power 280,335 shares of common stock
9	Aggregate Amount Benefic 280,335 shares of common	ially Owned by Each Reportingstock	ng Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represente 0.8%	ed by Amount in Row (9)	
12	Type of Reporting Person (S	See Instructions)	

### CUSIP No. 59132A104

Name of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (Entities Only).  Apollo Netherlands Partners V (B), L.P.		
Check the Appropriate Box if a Member of a Group (See Instructions)		
(a) (b)	o x	
SEC Use Only		
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
Aggregate Amount Beneficially Owned by Each Reporting Person 197,560 shares of common stock		
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented by Amount in Row (9) 0.5%		
Type of Reporting Person (See PN	e Instructions)	
	I.R.S. Identification Nos. of A Apollo Netherlands Partners V. Check the Appropriate Box if (a) (b)  SEC Use Only  Citizenship or Place of Organical Cayman Islands  5  6  7  8  Aggregate Amount Beneficial 197,560 shares of common storms of Check Box if the Aggregate A Percent of Class Represented 0.5%  Type of Reporting Person (Se	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Netherlands Partners V (B), L.P.  Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization  Cayman Islands  5  6  7  8  Aggregate Amount Beneficially Owned by Each Reporting 197,560 shares of common stock  Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0.5%  Type of Reporting Person (See Instructions)

### 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) (b)	a Member of a Group (See l o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Germany		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 222,173 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
Terson with.	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) x		
11	Percent of Class Represented by Amount in Row (9) 0.6%		
12	Type of Reporting Person (See PN	e Instructions)	

### 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) (b)	a Member of a Group (See ) o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Germany		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 222,173 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
Terson with.	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) x		
11	Percent of Class Represented by Amount in Row (9) 0.6%		
12	Type of Reporting Person (Sec OO	e Instructions)	

### 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) (b)	a Member of a Group (See o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organi Delaware	ization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 23,728,650 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
1 <b>6</b> 1561	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 A	amount in Row (9) Excludes	Certain Shares (See Instructions) o
11	Percent of Class Represented 64.1%	by Amount in Row (9)	
12	Type of Reporting Person (Se PN	e Instructions)	

### CUSIP No. 59132A104

1	_	Name of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (Entities Only).		
	AIF V Manag	ement, LLC		
2	Check the Ap	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	O		
	(b)	X		
3	SEC Use Only	7		
4	Citizenship or	Place of Organization		
	Delaware			
		5	Sole Voting Power	
Number of				
Shares		6	Shared Voting Power	
Beneficially			23,728,650 shares of common stock	
Owned by			, ,	
Each		7	Sole Dispositive Power	
Reporting				
Person With:				
		8	Shared Dispositive Power 23,728,650 shares of common stock	