

METALS USA HOLDINGS CORP.  
Form S-8 POS  
April 15, 2013

As filed with the Securities and Exchange Commission on April 15, 2013

Registration No. 333-166094

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**METALS USA HOLDINGS CORP.**

(Exact name of registrant as specified in charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>20-3779274</b> (I.R.S. Employer Identification Number)
<b>2400 E. Commercial Blvd., Suite 905</b>	
<b>Fort Lauderdale, Florida</b> (Address of principal executive offices)	<b>33308</b> (Zip Code)
<b>Registrant's telephone number, including area code: (954) 202-4000</b>	

**2010 Long-Term Incentive Plan**  
**Amended and Restated 2005 Stock Incentive Plan**  
(Full Titles of the Plans)

**William A. Smith, II**  
**Senior Vice President and Chief Legal Officer**  
**2400 E. Commercial Blvd., Suite 905**  
**Fort Lauderdale, Florida 33308**  
**(954) 202-4000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**John B. Beckman**  
**Hogan Lovells US LLP**  
**Columbia Square**  
**555 Thirteenth Street, NW**  
**Washington, DC 20004**

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(202) 637-5600

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. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to Registration Statement No. 333-166094 of Metals USA Holdings Corp. (the Company ) on Form S-8, filed with the Securities and Exchange Commission on April 15, 2010 (the Registration Statement ), registering:

2,614,650 shares of the Company s common stock, \$0.01 par value per share (the Common Stock ) under the 2010 Long-Term Incentive Plan; and

2,440,340 shares of the Company s Common Stock under the Amended and Restated 2005 Stock Incentive Plan.

On April 12, 2013, the Company completed the merger contemplated by the Agreement and Plan of Merger (the Merger Agreement ), dated as of February 6, 2013, by and among the Company, Reliance Steel & Aluminum Co. ( Reliance ) and RSAC Acquisition Corp., a wholly-owned subsidiary of Reliance ( Merger Sub ). Pursuant to the Merger Agreement, the Company was acquired by Reliance through a merger of Merger Sub with and into the Company (the Merger ), with the Company surviving the Merger as a wholly-owned subsidiary of Reliance. At the effective time of the Merger, each outstanding share of the Company s Common Stock (other than dissenting shares, treasury shares, shares owned by Reliance and its subsidiaries and shares owned by any subsidiary of the Company) was cancelled and converted into the right to receive \$20.65 in cash, without interest. Also at the effective time of the Merger, all of the Company s outstanding equity awards were cancelled and converted into the right to receive consideration as described in the Merger Agreement.

As a result of the Merger, the Company has terminated any and all offerings of its securities pursuant to the Registration Statement. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities of the Company registered but unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Metals USA Holdings Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California on this 15th day of April, 2013.

METALS USA HOLDINGS CORP.

By: /s/ David H. Hannah  
 Name: David H. Hannah  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ David H. Hannah	Chief Executive Officer	April 15, 2013
David H. Hannah	and Director <i>(Principal Executive Officer)</i>	
/s/ Karla R. Lewis	Senior Vice President, Chief	April 15, 2013
Karla R. Lewis	Financial Officer, Secretary and Director <i>(Principal Financial Officer; Principal Accounting Officer)</i>	
/s/ Gregg J. Mollins	Director	April 15, 2013
Gregg J. Mollins		
/s/ James D. Hoffman	Director	April 15, 2013
James D. Hoffman		