METALS USA HOLDINGS CORP. Form SC 13G/A February 14, 2013

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

SCHEDULE 13G

(Amendment No. 1)*

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, 2012

(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 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)

^{*} 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.

CUSIP No. 59132A104

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
Apollo Investment Fund V, L.P.		
of a Group (See Instructions)		
Sole Voting Power		
Shared Voting Power 16,923,944 shares of common stock		
Sole Dispositive Power		
Shared Dispositive Power 16,923,944 shares of common stock		
Aggregate Amount Beneficially Owned by Each Reporting Person 16,923,944 shares of common stock		
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
in Row (9)		
ns)		

2

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 Bo (a) (b)	x if a Member of a Group (Se o x	e Instructions)
3	SEC Use Only		
4	Citizenship or Place of Org Cayman Islands	ganization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,222,650 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 2,222,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,222,650 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represent 6.0%	ted by Amount in Row (9)	
12	Type of Reporting Person PN	(See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Netherlands Partne	ers V (A), L.P.	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group (S o x	See Instructions)
3	SEC Use Only		
4	Citizenship or Place of Or Cayman Islands	rganization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 233,078 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 233,078 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 233,078 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represent 0.6%	nted by Amount in Row (9)	
12	Type of Reporting Person PN	(See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Netherlands Part	tners V (B), L.P.	
2	Check the Appropriate I (a) (b)	Box if a Member of a o x	Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place of Cayman Islands	Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 164,257 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
1 CISOH WITH.	8		Shared Dispositive Power 164,257 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 164,257 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Repres 0.4%	sented by Amount in I	Row (9)
12	Type of Reporting Perso PN	on (See Instructions)	

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 (a) (b)	x if a Member of a Group (S o x	ee Instructions)
3	SEC Use Only		
4	Citizenship or Place of Org Germany	ganization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by Each	6		Shared Voting Power 184,721 shares of common stock
Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 184,721 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 184,721 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represent 0.5%	ted by Amount in Row (9)	
12	Type of Reporting Person PN	(See Instructions)	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Verwaltungs	s V GmbH	
2	Check the Appropria (a) (b)	ate Box if a Member of o x	a Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place Germany	of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 184,721 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 184,721 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 184,721 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Rep 0.5%	presented by Amount in	Row (9)
12	Type of Reporting F OO	Person (See Instructions)	

7

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 Appropria (a) (b)	ate Box if a Member of a o x	Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place Delaware	of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 19,728,650 shares of common stock
Each Reporting Person With:	7		Sole Dispositive Power
Terson with	8		Shared Dispositive Power 19,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 19,728,650 shares of common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 53.2%		
12	Type of Reporting Po PN	erson (See Instructions)	

8

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) o		
	(b) x		
	(0)		
3	SEC Use Only		
4	Citizenship or Place of Organization		
	Delaware		
	Delaware		
	5		
	5	Sole Voting Power	
Number of			
Shares		Cl. 1X/C. D	
	6	Shared Voting Power	
Beneficially		19,728,650 shares of common stock	
Owned by			
Each	7	Sole Dispositive Power	
Reporting			
Person With:			
	8	Shared Dispositive Power	
		19,728,650 shares of common stock	

⁹ Aggregate Amount Beneficially Owned by Each Reporting Person 19,728,650 shares of common stock