

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:

- 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)  o  
(b)  x

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  
16,923,944 shares of common stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
16,923,944 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
16,923,944 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)  
45.6%

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 Overseas Partners V, L.P.

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  
Cayman Islands

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
2,222,650 shares of common stock

7 Sole Dispositive Power

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)

11 Percent of Class Represented by Amount in Row (9)  
6.0%

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 Netherlands Partners V (A), L.P.

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  
Cayman Islands

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
233,078 shares of common stock

7 Sole Dispositive Power

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)

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 Netherlands Partners V (B), L.P.

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  
Cayman Islands

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
164,257 shares of common stock

7 Sole Dispositive Power

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)

11 Percent of Class Represented by Amount in Row (9)  
0.4%

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)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Germany

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
184,721 shares of common stock

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)

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 Verwaltungs V GmbH

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

Germany

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
184,721 shares of common stock

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)

11 Percent of Class Represented by Amount in Row (9)

0.5%

12 Type of Reporting Person (See Instructions)

OO



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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)   
(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  
19,728,650 shares of common stock

7 Sole Dispositive Power

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)

11 Percent of Class Represented by Amount in Row (9)  
53.2%

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).

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  
19,728,650 shares of common stock

7 Sole Dispositive Power

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