Michelini Matthew Form 4 February 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Michelini Matthew

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

METALS USA HOLDINGS CORP.

[MUSA]

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 02/05/2013

X_ Director Officer (give title

10% Owner Other (specify

C/O APOLLO MANAGEMENT. L.P., 9 WEST 57TH STREET, 43RD

FLOOR

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

(D)

Reported Transaction(s)

(Instr. 3 and 4) Price

8,400

Common Stock

02/05/2013

 $A^{(1)}$

2,150

Α \$0 $D^{(2)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
Michelini Matthew C/O APOLLO MANAGEMENT, L.P. 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X						

Signatures

/s/ William A. Smith II, Attorney-in-Fact 02/06/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects an annual award of restricted stock granted as part of Metals USA Holdings Corp.'s (the "Issuer") annual equity compensation program.

Mr. Michelini is associated with Apollo Management, L.P. ("Apollo Management") and its affiliated managers, including Apollo Management V, L.P. Apollo Management V, L.P. serves as the manager or a special limited partner of the Apollo investment funds that hold shares of the common stock of the Issuer, and as such may be deemed to beneficially own the shares held by the Apollo investment

funds. This report does not include any securities of the Issuer that are held by the Apollo investment funds or that may be deemed to be beneficially owned by Apollo Management or any of the other Apollo investment managers or investment advisors, and Mr. Michelini disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Michelini is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Reporting Owners 2