

Metals USA Holdings Corp.  
Form S-8 POS  
May 03, 2010

**As filed with the Securities and Exchange Commission on May 3, 2010**

**Registration No. 333-166094**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**post-effective amendment no. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**metals usa holdings corp.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2400 E. Commercial Blvd., Suite 905**

**Fort Lauderdale, Florida**

(Addresses of Principal Executive Offices)

**20-3779274**

(I.R.S. Employer  
Identification No.)

**33308**

(Zip Code)

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

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**William A. Smith II**

**Vice President, General Counsel and Secretary**

**2400 E. Commercial Blvd., Suite 905**

**Fort Lauderdale, Florida 33308**

(Name and address of agent for service)

**(954) 202-4000**

(Telephone number, including area code, of agent for service)

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**explanatory note**

On April 15, 2010, Metals USA Holdings Corp. (the Company ) filed a Registration Statement on Form S-8 (Registration No. 333-166094) (the Registration Statement ), which registered shares of the Company s common stock, par value \$0.01 per share (the Common Stock ) which may be offered pursuant to the Amended and Restated 2005 Stock Incentive Plan and the 2010 Long-Term Incentive Plan (collectively, the Plans ). This Post-Effective Amendment No. 1 is being filed in order to include as exhibits the Company s Amended and Restated Certificate of Incorporation, the Company s Amended and Restated Bylaws and the Consent of Deloitte and Touche LLP.

This Post-Effective Amendment No. 1 incorporates by reference the contents of the Registration Statement.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |
|---------------------------|---|
| 4.1                       | Amended and Restated Certificate of Incorporation of Metals USA Holdings Corp.*   |
| 4.2                       | Amended and Restated Bylaws of Metals USA Holdings Corp.*   |
| 5.1                       | Opinion of Wachtell, Lipton, Rosen & Katz**   |
| 23.1                      | Consent of Independent Registered Public Accounting Firm*   |
| 23.2                      | Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)**   |
| 99.1                      | Amended and Restated 2005 Stock Incentive Plan of Metals USA Holdings Corp. (incorporated by reference to Exhibit 10.7 to Metals USA, Inc. s Registration Statement (File No. 333-132918-26) on Form S-4/A filed on May 26, 2006) |
| 99.2                      | 2010 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.23 to Metals USA Holdings Corp. s Registration Statement (File No. 333-150999) on Form S-1 filed on March 19, 2010)  |

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\*Filed herewith

\*\*Previously filed

**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 this Post-Effective Amendment No. 1 on Form S 8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, the State of Florida, on May 3, 2010.

METALS USA HOLDINGS CORP.

By: /s/ C. Lourenco Goncalves  
 C. Lourenco Goncalves  
 President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| Name                         | Title   | Date        |
|------------------------------|---|-------------|
| /s/ C. Lourenco Goncalves    | President, Chief Executive Officer and Director (Principal Executive Officer)   | May 3, 2010 |
| C. Lourenco Goncalves        |   |             |
| /s/ Robert C. McPherson, III | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | May 3, 2010 |
| Robert C. McPherson, III     |   |             |
| /s/ Daniel L. Henneke        | Vice President, Corporate Controller (Principal Accounting Officer)             | May 3, 2010 |
| Daniel L. Henneke            |   |             |
| /s/ John T. Baldwin          | Director  | May 3, 2010 |
| John T. Baldwin              |   |             |

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/s/ Eric L. Press                      Director                                      May 3, 2010

Eric L. Press

/s/ M. Ali Rashid                      Director                                      May 3, 2010

M. Ali Rashid

/s/ Matthew R. Michelini              Director                                      May 3, 2010

Matthew R. Michelini

/s/ Larry K. Powers                      Director                                      May 3, 2010

Larry K. Powers

/s/ Mark A. Slaven                      Director                                      May 3, 2010

Mark A. Slaven

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**INDEX TO EXHIBITS**

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