

APOLLO NETHERLANDS PARTNERS V A LP

Form 4

August 15, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
APOLLO MANAGEMENT V LP

2. Issuer Name **and** Ticker or Trading
Symbol
METALS USA HOLDINGS CORP.
[MUSA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2 MANHATTANVILLE RD, C/O
APOLLO ADVISORS LP

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

PURCHASE, NY 10577

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common stock	08/14/2012		S	4,000,000	D	14.0862	19,728,650	I	See footnote (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLLO MANAGEMENT V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		
APOLLO INVESTMENT FUND V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		
APOLLO OVERSEAS PARTNERS V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		
APOLLO NETHERLANDS PARTNERS V A LP TWO MANHATTANVILLE RD PURCHASE, NY 10577		X		
APOLLO NETHERLANDS PARTNERS V B LP TWO MANHATTANVILLE RD PURCHASE, NY 10577		X		
APOLLO GERMAN PARTNERS V GMBH & CO KG TWO MANHATTANVILLE RD PURCHASE, NY 10577		X		
AIF V Management, LLC 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
Apollo Management, L.P. 2 MANHATTANVILLE ROAD		X		

SUITE 203
PURCHASE, NY 10577

Apollo Management Holdings, L.P.
9 W. 57TH STREET

X

-
NEW YORK, NY 10019

Apollo Management Holdings GP, LLC
9 W. 57TH STREET

X

43RD FLOOR
NEW YORK, NY 10019

Signatures

[see signatures attached as Exhibit
99.2]

08/15/2012

__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) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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