

METALS USA HOLDINGS CORP.
Form 8-K
May 17, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2011

METALS USA HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34685
(Commission
File Number)

20-3779274
(IRS Employer
Identification No.)

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2400 E. Commercial Blvd., Suite 905

Fort Lauderdale, Florida
(Address of principal executive offices)

Registrant's telephone number, including area code: (954) 202-4000

33308
(Zip Code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.**(a) Annual Meeting Date.**

On May 11, 2011, Metals USA Holdings Corp. (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting) in Fort Lauderdale, Florida.

(b) Election of Directors and Other Matters Voted Upon.

At the Annual Meeting, the four proposals stated below were submitted to a vote and approved by the Company's stockholders of record as of March 28, 2011.

Proposal 1 Election of Class I Directors. The Company's stockholders elected two Class I directors, each to serve on the Company's Board of Directors for a three-year term expiring at the 2014 Annual Meeting of Stockholders, or until their successors are elected and qualified. Final voting results for the elected directors were as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------|------------|----------|------------------|
| Larry K. Powers | 31,814,867 | 164,632 | 681,345 |
| Mark A. Slaven | 31,835,384 | 144,115 | 681,345 |

Proposal 2 Advisory Vote on Executive Compensation. The Company's stockholders approved an advisory resolution approving the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 4, 2011 (the Proxy Statement). Final voting results were as follows:

| For | Against | Abstained | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 30,066,076 | 1,887,026 | 26,397 | 681,345 |

Proposal 3 Advisory Vote on the Frequency of Advisory Votes on Executive Compensation. The Company's stockholders held an advisory vote regarding the frequency of future advisory votes on executive compensation and voted to conduct such future advisory votes once every three years. Final voting results were as follows:

| 1 Year | 2 Years | 3 Years | Abstained | Broker Non-Votes |
|-----------|---------|------------|-----------|------------------|
| 5,137,456 | 3,720 | 26,812,426 | 25,897 | 681,345 |

In light of the voting results with respect to Proposal 3, and consistent with the recommendation of the Company's Board of Directors to stockholders in the Proxy Statement, the Company's policy will be to hold an advisory vote on executive compensation once every three years until the next required vote by stockholders on the frequency of stockholder votes on the compensation of executives.

Proposal 4 Ratification of the Appointment of Independent Registered Public Accounting Firm. The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011. Final voting results were as follows:

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 32,601,660 | 58,705 | 479 | 0 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2011

METALS USA HOLDINGS CORP.

By: /s/ Robert C. McPherson III
Robert C. McPherson III
Senior Vice President and Chief Financial Officer