

METALS USA HOLDINGS CORP.
Form DEF 14A
April 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Metals USA Holdings Corp.

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

METALS USA HOLDINGS CORP.

2400 E. COMMERCIAL BLVD., SUITE 905

FORT LAUDERDALE, FLORIDA 33308

NOTICE OF ANNUAL MEETING

TO BE HELD MAY 17, 2012

To the Stockholders of Metals USA Holdings Corp.:

You are cordially invited to attend the 2012 Annual Meeting of Stockholders of Metals USA Holdings Corp., a Delaware corporation (the Company), to be held at 2400 E. Commercial Blvd., Suite 725, Fort Lauderdale, Florida 33308 on May 17, 2012, at 11:00 a.m., Eastern Time, for the following purposes:

1. To elect two Class II directors to hold office for a three-year term ending at the 2015 Annual Meeting of Stockholders or until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012; and
3. To transact other business properly coming before the Annual Meeting of Stockholders.

Stockholders who owned common stock as of the close of business on the record date of March 30, 2012 are entitled to notice of, and to vote at, the Annual Meeting of Stockholders or any adjournment(s) or postponement(s) thereof. In order to have your shares represented at the meeting, you can vote your shares of common stock through any one of the following methods: (i) properly execute and return the enclosed proxy card; (ii) vote online; or (iii) vote by telephone. A list of the Company's stockholders will be available for inspection at the office of the Company located at 2400 E. Commercial Blvd., Suite 905, Fort Lauderdale, Florida, at least 10 days prior to the Annual Meeting of Stockholders.

By Order of the Board of Directors

METALS USA HOLDINGS CORP.,

William A. Smith II

Senior Vice President, Chief Legal Officer and Secretary

April 11, 2012

Fort Lauderdale, Florida

**PLEASE READ THIS ENTIRE PROXY STATEMENT CAREFULLY AND SUBMIT
YOUR PROXY BY COMPLETING AND MAILING THE ENCLOSED PROXY CARD
OR PROVIDE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR INTERNET.**

METALS USA HOLDINGS CORP.

2400 E. COMMERCIAL BLVD., SUITE 905

FORT LAUDERDALE, FLORIDA 33308

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

MAY 17, 2012

GENERAL INFORMATION

The Board of Directors (the **Board**) is soliciting your proxy for the 2012 Annual Meeting of Stockholders (the **Annual Meeting**). As a stockholder of Metals USA Holdings Corp., you have a right to vote on certain matters affecting the Company. This proxy statement discusses the proposals on which you are entitled to vote this year. Please read it carefully because it contains important information for you to consider when deciding how to vote. *Your vote is important.*

In this proxy statement, we refer to Metals USA Holdings Corp. as **Metals USA Holdings** or the **Company**.

The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, is being mailed with this proxy statement. The Annual Report on Form 10-K is not part of the proxy solicitation material.

The Board is sending proxy material to you and all other stockholders on or about April 11, 2012. The Board is asking for you to vote your shares by completing and returning the proxy card, or by voting by telephone or Internet.

Stockholders who owned common stock as of the close of business on March 30, 2012 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment(s) or postponement(s) thereof. At the close of business on March 30, 2012, there were 37,27