

METALS USA INC  
Form 8-K  
October 24, 2012

**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): October 24, 2012**

**FLAG INTERMEDIATE HOLDINGS CORPORATION**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>333-132918</b> <b>(Commission</b>	<b>20-3779375</b> <b>(IRS Employer</b>
<b>of incorporation or organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>

# METALS USA, INC.

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-13123</b> (Commission File Number)	<b>76-0533626</b> (IRS Employer Identification No.)
<b>2400 E. Commercial Blvd., Suite 905</b>		
<b>Fort Lauderdale, Florida</b> (Address of principal executive offices) (Registrant's telephone number, including area code) <b>(954) 202-4000</b>		<b>33308</b> (Zip Code)

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 8.01 Other Events**

On October 24, 2012, Metals USA, Inc. ( Metals USA ), a wholly-owned subsidiary of Metals USA Holdings Corp., issued a press release announcing that it is planning to enter into a new term loan in an amount of approximately \$275 million. The proceeds of the term loan are anticipated to be used for (i) the redemption of all of Metal USA s outstanding 11 1/8% Senior Secured Notes due 2015, (ii) the reduction of borrowings under the company s existing asset based credit facility, (iii) payment of costs, expenses and fees associated with the term loan, and (iv) general corporate purposes. The timing and size of any potential financing and the use of proceeds thereof are subject to market and other conditions, and Metals USA makes no assurance that such actions will take place at any specific time, or at all.

A copy of the press release announcing the proposed new term loan is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release, dated October 24, 2012

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.

FLAG INTERMEDIATE HOLDINGS CORPORATION

Date: October 24, 2012

/s/ Robert C. McPherson III

Name: Robert C. McPherson III

Title: Senior Vice President and Chief Financial Officer

METALS USA, INC.

Date: October 24, 2012

/s/ Robert C. McPherson III

Name: Robert C. McPherson III

Title: Senior Vice President and Chief Financial Officer

**Exhibit Index**

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