

Smith William A II  
 Form 3  
 April 09, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Smith William A II

(Last) (First) (Middle)

C/O METALS USA HOLDINGS  
 CORP., 2400 E.  
 COMMERCIAL BLVD, SUITE  
 905

(Street)

FORT  
 LAUDERDALE, FL 33308

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/08/2010

3. Issuer Name and Ticker or Trading Symbol  
 Metals USA Holdings Corp. [MUSA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner

Officer  Other

(give title below) (specify below)

VP, GC and Secretary

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Options	1	10/07/2019	Common Stock	17,431	\$ 8.61	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith William A II C/O METALS USA HOLDINGS CORP. 2400 E. COMMERCIAL BLVD, SUITE 905 FORT LAUDERDALE, FL 33308			VP, GC and Secretary	

## Signatures

/s/ William A. Smith II                      04/09/2010

\_\_\_\_\_  
Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Options are exercisable as follows: 4,357 on 8/10/2011, 4,358 on 8/10/2012, 4,358 on 8/10/2013 and 4,358 on 8/10/2014.

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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