POWERS LARRY K
Form 4
April 15, 2013

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POWERS LARRY K

(Last) (First) (Middle)

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

(Street)

FORT LAUDERDALE, FL 33308

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/15/2013		D		8,400	D	$ 20.65	8,400 (1)	D	

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

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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)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 13.17	04/12/2013		D			15,000	(2)	09/13/2020	Common Stock	15,000	
Stock Option (Right to Buy)	$ 11.25	04/12/2013		D			10,000	(2)	01/01/2022	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWERS LARRY K C/O METALS USA HOLDINGS CORP. 2400 E. COMMERCIAL BLVD., SUITE 905 FORT LAUDERDALE, FL 33308	X			

Signatures

/s/ William A. Smith II, Attorney-in-Fact	04/15/2013
**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 6, 2013, by and among Reliance Steel & Aluminum Co. ("Reliance"), Metals USA Holdings Corp. ("Metals USA") and RSAC Acquisition Corp., a wholly-owned subsidiary of Reliance (the "Merger Agreement"), each share of Metals USA common stock owned by the reporting person immediately prior to the effective time of the Merger (as defined in the Merger Agreement) converted at the effective time into the right to receive $20.65 in cash.

(2) Pursuant to the terms of the Merger Agreement, each option to purchase Metals USA common stock owned by the reporting person, whether vested or unvested, that was outstanding immediately prior to the effective time of the Merger converted into the right to receive an amount in cash equal to the product of the number of shares of Metals USA common stock subject to the option and the excess, if any, of $20.65 over the exercise price per share of such option, less any required withholding taxes.

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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