

METALS USA INC  
Form 8-K  
November 03, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8 K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): November 3, 2006 (October 31, 2006)**

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**FLAG INTERMEDIATE HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**333-132918**  
(Commission File No.)

**20-3779375**  
(I.R.S. Employer  
Identification No.)

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**METALS USA, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**

**001-13123**

**76-0533626**

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(State or other jurisdiction of  
incorporation or organization)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

**One Riverway, Suite 1100**

**Houston, Texas**  
(Address of Principal Executive Offices)

**77056**  
(Zip Code)

(Registrant's telephone number, including area code) **(713) 965-0990**

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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 14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operation and Financial Condition.**

On October 31, 2006, Metals USA, Inc. issued a press release announcing financial results for the quarter and nine months ended September 30, 2006. The press release is included in this report as Exhibit 99.1.

The information contained in Exhibit 99.1 is incorporated herein by reference. The information in this Current Report is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated October 31, 2006.

SIGNATURES

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

FLAG INTERMEDIATE HOLDINGS

CORPORATION

Date: November 3, 2006

/s/ John A. Hageman  
Name: John A. Hageman  
Title: Senior Vice President

and Chief Legal Officer

METALS USA, INC.

Date: November 3, 2006

/s/ John A. Hageman  
Name: John A. Hageman  
Title: Senior Vice President  
and Chief Legal Officer

Exhibit Index

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated October 31, 2006.