

METALS USA HOLDINGS CORP.
Form SC 13G
February 11, 2011

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

OMB APPROVAL
OMB Number: 3235-0145
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hours per response..... 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934

METALS USA HOLDINGS CORP.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

59132A104

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 59132A104

- | | | |
|--|--|---|
| 1 | Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Investment Fund V, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 5 | Sole Voting Power |
| | 6 | Shared Voting Power
20,355,288 shares of common stock |
| | 7 | Sole Dispositive Power |
| | 8 | Shared Dispositive Power
20,355,288 shares of common stock |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
20,355,288 shares of common stock | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒ | |
| 11 | Percent of Class Represented by Amount in Row (9)
55.0% | |
| 12 | Type of Reporting Person (See Instructions)
PN | |

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Overseas Partners V, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	☐
	(b)	☒
3	SEC Use Only	
4	Citizenship or Place of Organization Cayman Islands	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 2,673,294 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 2,673,294 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,673,294 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒	
11	Percent of Class Represented by Amount in Row (9) 7.2%	
12	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Netherlands Partners V (A), L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 280,335 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 280,335 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 280,335 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒	
11	Percent of Class Represented by Amount in Row (9) 0.8%	
12	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Netherlands Partners V (B), L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 197,560 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 197,560 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 197,560 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒	
11	Percent of Class Represented by Amount in Row (9) 0.5%	
12	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 59132A104

- | | | |
|--|--|--|
| 1 | Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo German Partners V GmbH & Co. KG | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization
Germany | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 5 | Sole Voting Power |
| | 6 | Shared Voting Power
222,173 shares of common stock |
| | 7 | Sole Dispositive Power |
| | 8 | Shared Dispositive Power
222,173 shares of common stock |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
222,173 shares of common stock | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒ | |
| 11 | Percent of Class Represented by Amount in Row (9)
0.6% | |
| 12 | Type of Reporting Person (See Instructions)
PN | |

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Verwaltungs V GmbH	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Germany	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 222,173 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 222,173 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 222,173 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☒	
11	Percent of Class Represented by Amount in Row (9) 0.6%	
12	Type of Reporting Person (See Instructions) OO	

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CUSIP No. 59132A104

- | | |
|----|--|
| 1 | Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Management V, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization
Delaware |
| 5 | Sole Voting Power |
| 6 | Shared Voting Power
23,728,650 shares of common stock |
| 7 | Sole Dispositive Power |
| 8 | Shared Dispositive Power
23,728,650 shares of common stock |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
23,728,650 shares of common stock |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ |
| 11 | Percent of Class Represented by Amount in Row (9)
64.1% |
| 12 | Type of Reporting Person (See Instructions)
PN |

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CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AIF V Management, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) OO	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) PN	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) OO	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) PN	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) OO	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors V, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) PN	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management V, Inc.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) CO	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings I, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	☐
	(b)	☒
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) PN	

CUSIP No. 59132A104

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings I GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 23,728,650 shares of common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 23,728,650 shares of common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 23,728,650 shares of common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐	
11	Percent of Class Represented by Amount in Row (9) 64.1%	
12	Type of Reporting Person (See Instructions) OO	

Item 1.

- (a) Name of Issuer
Metals USA Holdings Corp.
- (b) Address of Issuer's Principal Executive Offices
2400 E. Commercial Blvd., Suite 1100

Fort Lauderdale, Florida 33308

Item 2.

- (a) Name of Person Filing
This statement is filed by (i) Apollo Investment Fund V, L.P. (AIF V), (ii) Apollo Overseas Partners V, L.P. (Overseas V), (iii) Apollo Netherlands Partners V (A), L.P. (Netherlands A), (iv) Apollo Netherlands Partners V (B), L.P. (Netherlands B), (v) Apollo German Partners V GmbH & Co. KG (German V), (vi) Apollo Verwaltungs V GmbH (Apollo German GP), (vii) Apollo Management V, L.P. (Management V), (viii) AIF V Management, LLC (AIF V LLC), (ix) Apollo Management, L.P. (Apollo Management), (x) Apollo Management GP, LLC (Management GP), (xi) Apollo Management Holdings, L.P. (Management Holdings), (xii) Apollo Management Holdings GP, LLC (Holdings GP), (xiii) Apollo Advisors V, L.P. (Advisors V), (xiv) Apollo Capital Management V, Inc. (Capital Management V), (xv) Apollo Principal Holdings I, L.P. (Principal I), and (xvi) Apollo Principal Holdings I GP, LLC (Principal I GP). AIF V, Overseas V, Netherlands A, Netherlands B and German V (collectively, the Apollo Funds) each hold shares of common stock of the Issuer. Apollo German GP serves as the general partner of German V. Management V serves as the manager of AIF V, Overseas V, Netherlands A and Netherlands B and as a special limited partner of German V, and is the sole shareholder of Apollo German GP. AIF V LLC serves as the general partner of Management V, Apollo Management serves as the sole member and manager of AIF V LLC, and Management GP serves as the general partner of Apollo Management. Management Holdings serves as the sole member and manager of Management GP, and Holdings GP serves as the general partner of Management Holdings. Advisors V serves as the general partner of AIF V, Netherlands A and Netherlands B, as the managing general partner of Overseas V and as a special limited partner of German V. Capital Management V serves as the general partner of Advisors V. Principal I is the sole stockholder of Capital Management and Principal I GP serves as the general partner of Principal I. The Apollo Funds, together with Apollo German GP, Management V, AIF V LLC, Apollo Management, Management GP, Management Holdings, Holdings GP, Advisors V, Capital Management V, Principal I and Principal I GP, are collectively referred to herein as the Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence
The principal office of each of AIF V, Advisors V, Capital Management V, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of each of Overseas V, Netherlands A and Netherlands B is c/o Walkers Corporate Services Limited, P.O. Box 908-GT, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal office of German V and Apollo German GP is Eschenheimer Anlage 1, 60316, Frankfurt, Germany. The principal office of each of

- (c) Management V, AIF V LLC, Apollo Management, Management GP, Management Holdings and Holdings GP is 9 W. 57th Street, 43rd Floor, New York, NY 10019.
Citizenship
AIF V, Management V, Apollo Management Holdings, Advisors V and Principal I are each Delaware limited partnerships. AIF V LLC, Management GP, Holdings GP and Principal I GP are each Delaware limited liability companies. Overseas V, Netherlands A and Netherlands B are exempted limited partnerships registered in the Cayman Islands. German V is a limited partnership registered in Germany and Apollo German GP is a limited liability company registered in Germany. Capital Management V is a corporation organized under the laws of Delaware.
- (d) Title of Class of Securities
Common stock, par value \$0.01 (the Common Stock).
- (e) CUSIP Number
59132A104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

AIF V:	20,355,288 shares of Common Stock
Overseas V:	2,673,294 shares of Common Stock
Netherlands A:	280,335 shares of Common Stock
Netherlands B:	197,560 shares of Common Stock
German V:	222,173 shares of Common Stock
Apollo German GP:	222,173 shares of Common Stock
Management V:	23,728,650 shares of Common Stock
AIF V LLC:	23,728,650 shares of Common Stock
Apollo Management:	23,728,650 shares of Common Stock
Management GP:	23,728,650 shares of Common Stock
Management Holdings:	23,728,650 shares of Common Stock
Holdings GP:	23,728,650 shares of Common Stock
Advisors V:	23,728,650 shares of Common Stock
Capital Management V:	23,728,650 shares of Common Stock
Principal I:	23,728,650 shares of Common Stock
Principal I GP:	23,728,650 shares of Common Stock

Each of the Apollo Funds, Apollo German GP, Management V, AIF V LLC, Apollo Management, Management GP, Management Holdings, Holdings GP, Advisors V, Capital Management V, Principal I, Principal I GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the principal executive officers and managers of Holdings GP and Principal I GP, disclaim beneficial ownership of

all shares of the Common Stock held of record by any of the Apollo Funds in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

AIF V:	55.0%
Overseas V:	7.2%
Netherlands A:	0.8%
Netherlands B:	0.5%
German V:	0.6%
Apollo German GP:	0.6%
Management V:	64.1%
AIF V LLC:	64.1%
Apollo Management:	64.1%
Management GP:	64.1%
Management Holdings:	64.1%
Holdings GP:	64.1%
Advisors V:	64.1%
Capital Management V:	64.1%
Principal I:	64.1%
Principal I GP:	64.1%

The percentage amounts are based on 37,024,842 shares of Common Stock outstanding as of November 12, 2010 according to the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2010.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
- 0 for all Reporting Persons.
- (ii) Shared power to vote or to direct the vote:

AIF V:	20,355,288 shares of common stock
Overseas V:	2,673,294 shares of common stock
Netherlands A:	280,335 shares of common stock
Netherlands B:	197,560 shares of common stock
German V:	222,173 shares of common stock
Apollo German GP:	222,173 shares of common stock
Management V:	23,728,650 shares of common stock
AIF V LLC:	23,728,650 shares of common stock
Apollo Management:	23,728,650 shares of common stock
Management GP:	23,728,650 shares of common stock
Management Holdings:	23,728,650 shares of common stock
Holdings GP:	23,728,650 shares of common stock
Advisors V:	23,728,650 shares of common stock
Capital Management V:	23,728,650 shares of common stock
Principal I:	23,728,650 shares of common stock
Principal I GP:	23,728,650 shares of common stock

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of :

AIF V:	20,355,288 shares of common stock
Overseas V:	2,673,294 shares of common stock
Netherlands A:	280,335 shares of common stock
Netherlands B:	197,560 shares of common stock
German V:	222,173 shares of common stock
Apollo German GP:	222,173 shares of common stock
Management V:	23,728,650 shares of common stock
AIF V LLC:	23,728,650 shares of common stock
Apollo Management:	23,728,650 shares of common stock
Management GP:	23,728,650 shares of common stock
Management Holdings:	23,728,650 shares of common stock
Holdings GP:	23,728,650 shares of common stock
Advisors V:	23,728,650 shares of common stock
Capital Management V:	23,728,650 shares of common stock
Principal I:	23,728,650 shares of common stock
Principal I GP:	23,728,650 shares of common stock

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

- Item 6. Ownership of More than Five Percent on Behalf of Another Person.**
Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**
Not applicable.
- Item 8. Identification and Classification of Members of the Group.**
Not applicable.
- Item 9. Notice of Dissolution of Group.**
Not applicable.
- Item 10. Certification.**
Not applicable.
[The remainder of this page intentionally left blank.]

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11,
2011

APOLLO INVESTMENT FUND V, L.P.

By: Apollo Advisors V, L.P.
Its General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS V, L.P.

By: Apollo Advisors V, L.P.
Its Managing General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO NETHERLANDS PARTNERS V (A), L.P.

By: Apollo Advisors V, L.P.
Its General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO NETHERLANDS PARTNERS V (B), L.P.

By: Apollo Advisors V, L.P.
Its General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO GERMAN PARTNERS V GMBH & CO. KG

By: Apollo Advisors V, L.P.
Its Managing Limited Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO VERWALTUNGS GMBH

By: /s/ Angela Bartl
Angela Bartl
Managing Director

APOLLO MANAGEMENT V, L.P.

By: AIF V Management, LLC
Its General Partner

By: Apollo Management, L.P.
Its sole Member/Manager

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF V MANAGEMENT, LLC.

By: Apollo Management, L.P.
Its sole Member/Manager

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President