METALS USA INC Form SC 13G/A February 12, 2004

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

#### SCHEDULE 13G (Rule 13d-102)

#### Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

Metals USA, Inc. (Name of Issuer)

**Common Stock** (Title of Class of Securities)

#### 591324 20 7

(CUSIP Number)

#### December 31, 2003

Date of Event Which Requires Filing of the Statement

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

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý 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 disclosures provided in a prior cover page.

The information required on 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. 591324 20 7

# 13G

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

# **Citadel Limited Partnership**

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) ý
  - (b) o
- 3. SEC USE ONLY

# 4. CITIZENSHIP OR PLACE OF ORGANIZATION

# **Illinois limited partnership**

U.S.A.

	5.	SOLE VOTING POWER
NUMBER OF		
		0
SHARES	6	
BENEFICIALLY	6.	SHARED VOTING POWER
DENEFICIALL I		4,668,141 shares of Common Stock
OWNED BY		+,000,141 shares of Common Stock
0 11122 21		
EACH		Warrants to purchase 7,305 shares of
		Common Stock
REPORTING	_	
DEDGON	7.	SOLE DISPOSITIVE POWER
PERSON		0
WITH		0
*****	8.	SHARED DISPOSITIVE POWER
		See Row 6 above.

See Row 6 above.

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* o
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 23.2% as of December 31, 2003 (based on 20,154,710 shares of Common Stock issued and outstanding as of October 24, 2003, plus the shares of Common Stock issuable upon the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON\*

PN; HC

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CUSIP NO. 591324 20	7			13G	Page 3 of 16 Pages
1.		OF REPORT I.R.S. IDEN		RSON TION NO. OF ABOVE 1	PERSON
2. 3.	CHECK (a) (b)	artners, L.P. THE APPR ý o E ONLY		È BOX IF A MEMBER	OF A GROUP*
4.		NSHIP OR P re limited pa		DF ORGANIZATION ip	
NUMBER SHARE BENEFICIA OWNED	OF S ALLY		5. 6.	SOLE VOTING POW 0 SHARED VOTING PO 4,668,141 shares of Co	OWER
EACH REPORTI				Warrants to purchase Common Stock	e 7,305 shares of
PERSO WITH			7.	SOLE DISPOSITIVE	POWER
			8.	SHARED DISPOSITI	VE POWER

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\* o

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12. TYPE OF REPORTING PERSON\*

PN; HC

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CUSIP NO. 591324 20 7	13G	Page 4 of 16 Pages
	F REPORTING PERSON R.S. IDENTIFICATION NO. OF A	BOVE PERSON
Citadel II	nvestment Group, L.L.C.	
2. CHECK T	THE APPROPRIATE BOX IF A MI	EMBER OF A GROUP*
(a)	ý	
	0	
3. SEC USE	ONLY	
4. CITIZEN	SHIP OR PLACE OF ORGANIZAT	ΓΙΟΝ
Delaware	limited liability company	
U.S.A.		
NUMBER OF	5. SOLE VOTIN	G POWER
SHARES	0	
BENEFICIALLY		FING POWER res of Common Stock
OWNED BY	4,000,141 Shai	tes of Common Stock
EACH	Warrants to p Common Stoc	ourchase 7,305 shares of k
REPORTING		
PERSON	7. SOLE DISPOS	SITIVE POWER
WITH	0	
	8. SHARED DIS	POSITIVE POWER
	See Row 6 abo	ove.

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\* o

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# 12. TYPE OF REPORTING PERSON\*

**OO; HC** 

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CUSIP NO. 591324 20 7		13G	Page 5 of 16 Pages
	E OF REPORTING DR I.R.S. IDENTIF	G PERSON ICATION NO. OF AB	OVE PERSON
2. CHE0 (a)	<b>eth Griffin</b> CK THE APPROPF ý	RIATE BOX IF A MEM	IBER OF A GROUP*
(b) 3. SEC	o USE ONLY		
	Citizen	CE OF ORGANIZATIO	NC
NUMBER OF SHARES	5.	SOLE VOTING 0 SHARED VOTI	
BENEFICIALLY OWNED BY EACH			s of Common Stock rchase 7,305 shares of
REPORTING PERSON		Common Stock	
WITH		SOLE DISPOSIT	ΓIVE POWER
	8.	SHARED DISPO	OSITIVE POWER

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\* o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON\*

IN; HC

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CUSIP NO	. 591324 20 7	13G	Page 6 of 16 Pages
1.	NAME OF REPO S.S. OR I.R.S. ID	RTING PERSON ENTIFICATION NO. OF A	BOVE PERSON
	Citadel Wellingte	on Partners L.P.	
2.	CHECK THE AP	PROPRIATE BOX IF A ME	EMBER OF A GROUP*
	(a) ý		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP O	R PLACE OF ORGANIZAT	TION
	Illinois limited pa	rtnership	
	U.S.A.		
	NUMBER OF	5.	SOLE VOTING POWER
	SHARES		0
В	ENEFICIALLY	6.	SHARED VOTING POWER
	OWNED BY		4,668,141 shares of Common Stock
	EACH		Warrants to purchase 7,305 shares of Common Stock
	REPORTING		
	PERSON	7.	SOLE DISPOSITIVE POWER
	WITH		0
		8.	SHARED DISPOSITIVE POWER
			See Row 6 above.

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 23.2% as of December 31, 2003 (based on 20,154,710 shares of Common Stock issued and outstanding as of October 24, 2003, plus the shares of Common Stock issuable upon the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON\*

PN; HC

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CUSIP NO. 591324 2	07			13G	Page 7 of 16 Pages
1.		OF REPORT I.R.S. IDEN		RSON FION NO. OF ABOVE I	PERSON
2. 3.	CHECK (a) (b)			<b>lit Opportunity Fund L</b> È BOX IF A MEMBER	
4.		NSHIP OR P n Islands cor		OF ORGANIZATION	
NUMBE SHAR BENEFICI OWNED EACI REPORT	ES ALLY 9 BY H ING		5.	SOLE VOTING POWI 0 SHARED VOTING PO 4,668,141 shares of Co Warrants to purchase Common Stock	OWER ommon Stock
PERSO			7. 8.	SOLE DISPOSITIVE I 0 SHARED DISPOSITIV See Row 6 above.	

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\* o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 23.2% as of December 31, 2003 (based on 20,154,710 shares of Common Stock issued and outstanding as of October 24, 2003, plus the shares of Common Stock issuable upon the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON\*

CO; HC

Page 7 of 16

<ul> <li>NAME OF REPORTING PERSON S.S. OR LR.S. IDENTIFICATION NO. OF ABOVE PERSON</li> <li>CIADEL Kensington Global Strategies Fund Ltd.</li> <li>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*         <ul> <li>(a)</li> <li>ý</li> <li>(b)</li> <li>(c)</li> </ul> </li> <li>SEC USE ONLY</li> <li>CITIZENSHIP OR PLACE OF ORGANIZATION</li> <li>SERUUA company</li> <li>SUARES</li> <li>SUARES</li> <li>SHARES</li> <li>SHARES OF COMMON Stock</li> <li>SHARES</li> <li>SHARES OF COMMON Stock</li> <li>STON</li> <li>SUE DISPOSITIVE POWER</li> <li>SUE DISPOSITIVE POWER</li> </ul>	CUSIP NO. 591324 20 7	13G	Page 8 of 16 Pages
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\hat{y}$ (b) $o$ 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda company 5. SOLE VOTING POWER BERNET 0 SHARES 0 SHARES 0 SHARES 0 SHARES 6. SHARED VOTING POWER BENEFICIALLY 668,141 shares of Common Stock OWNED BY EACH Varrants to purchase 7,305 shares of Common Stock REPORTING 7. SOLE DISPOSITIVE POWER			OF ABOVE PERSON
(a) $\hat{y}$ (b) $o$ 3. SEC USE ONLY 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION BERNEW BERNEW NUMBER OF SHARES SHARES SHARES SHARES SHARED VOTING POWER 0 SHARED OPUMER BENEFIC LLY BENEFIC LLY BENEFIC LLY BENEFIC SHIP SHARED OF AGAINATION STOCK SHARED	Citadel Ke	nsington Global Strategies	Fund Ltd.
<ul> <li>(b) o</li> <li>3. SEC USE ONLY</li> <li>3. CITIZENSHIP OR PLACE → ORGANIZATION</li> <li>BERMUA company</li> <li>5. SOLE VOTING POWER</li> <li>NUMBER OF</li> <li>SOLE VOTING POWER</li> <li>BENEFICIALLY</li> <li>BENEFICIALLY</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>BENEFICIALLY</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>AffARED VOTING POWER</li> </ul>	2. CHECK TH	IE APPROPRIATE BOX IF	A MEMBER OF A GROUP*
<ul> <li>SEC USE ONLY</li> <li>CITIZENSHIP OR PLACE ORGANIZATION</li> <li>CITIZENSHIP OR PLACE ORGANIZATION</li> <li>Bernuda company</li> <li>SOLE VOTING POWER</li> <li>NUMBER OF</li> <li>SOLE VOTING POWER</li> <li>O</li> <li>SHARES</li> <li>BENEFICIALLY</li> <li>BENEFICIALLY</li> <li>OWNED BY</li> <li>A668,141 shares of Common Stock</li> <li>Common Stock</li> <li>REPORTING</li> <li>PERSON</li> <li>NUTH</li> </ul>	(a) ý		
4. CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda company 5. SOLE VOTING POWER NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY 6. SHARED VOTING POWER 6. SHARED VOT	(b) o		
Bermuda company5.SOLE VOTING POWERNUMBER OF0SHARES0BENEFICIALLYSHARED VOTING POWEROWNED BY	3. SEC USE C	DNLY	
NUMBER OF NUMBER OF5.SOLE VOTING POWERSHARES0SHARES6.SHARED VOTING POWERBENEFICIALLY4,668,141 shares of Common StockOWNED BY4,668,141 shares of Common StockEACHWarrants to purchase 7,305 shares of Common StockREPORTING7.WITH5.	4. CITIZENSI	HP OR PLACE OF ORGAN	NIZATION
NUMBER OF BHARES BENEFICIALLY BENEFICIALLY BEACH BEACH BERORTING BERSON	Bermuda c	ompany	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH ABBENEFICIALLY AG68,141 shares of Common Stock Warrants to purchase 7,305 shares of Common Stock BENEFICIALLY COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPONENTING COMPON	NUMBER OF	5. SOLE V	OTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH A,668,141 shares of Common Stock Warrants to purchase 7,305 shares of Common Stock Sole DISPOSITIVE POWER	SHARES	0	
OWNED BY EACH Warrants to purchase 7,305 shares of Common Stock PERSON PERSON 7. SOLE DISPOSITIVE POWER WITH	BENEFICIALLY	6. SHAREI	) VOTING POWER
Common Stock REPORTING PERSON 7. SOLE DISPOSITIVE POWER WITH	OWNED BY	4,668,14	l shares of Common Stock
REPORTING PERSON 7. SOLE DISPOSITIVE POWER WITH	EACH		-
7. SOLE DISPOSITIVE POWER WITH	REPORTING	Commoi	ı Stock
WITH	PERSON		ISDASITIVE DOWED
v	WITH		SPOSITIVE POWER
8. SHARED DISPOSITIVE POWER			) DISPOSITIVE POWER
See Row 6 above.			

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\* o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON\*

CO; HC

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CUSIP NO. 591324 20 7		13G	Page 9 of 16 Pages
1. NAME OF REPORT S.S. OR I.R.S. IDE		ERSON TION NO. OF ABOVE 1	PERSON
Citadel Credit Tr	ading Ltd	l.	
2. CHECK THE APP	PROPRIA	FE BOX IF A MEMBER	OF A GROUP*
(a) ý			
(b) o			
3. SEC USE ONLY			
4. CITIZENSHIP OF	R PLACE (	OF ORGANIZATION	
Cayman Islands o	company		
NUMBER OF	5.	SOLE VOTING POW	ER
		0	
SHARES	6.	SHARED VOTING PO	OWER
BENEFICIALLY		4,668,141 shares of C	ommon Stock
OWNED BY			
EACH		Warrants to purchase Common Stock	e 7,305 shares of
REPORTING			
PERSON	7.	SOLE DISPOSITIVE	POWFR
WITH		0	
	0		
	8.	SHARED DISPOSITI	VE POWEK
		See Row 6 above.	

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CERTAIN SHARES\* o

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12. TYPE OF REPORTING PERSON\*

СО

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CUSIP NO. 591324 20 7	13G	Page 10 of 16 Pages
1. NAME OF REPORTING S.S. OR I.R.S. IDENTIFI		ABOVE PERSON
Citadel Equity Fund Lto 2. CHECK THE APPROPR (a) ý		/IEMBER OF A GROUP*
(b) o 3. SEC USE ONLY		
4. CITIZENSHIP OR PLAC Cayman Islands compar		ATION
NUMBER OF SHARES	5.	SOLE VOTING POWER 0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		4,668,141 shares of Common Stock Warrants to purchase 7,305 shares of Common Stock
REPORTING PERSON	7.	SOLE DISPOSITIVE POWER
WITH	8.	0 SHARED DISPOSITIVE POWER See Row 6 above.

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#### See Row 6 above.

# 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES\*

0

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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#### 12. TYPE OF REPORTING PERSON\*

СО

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Item 1(a) Name of Issuer: METALS USA, INC.

1(b) Address of Issuer s Principal Executive Offices:

Three Riverway Suite 600 Houston, Texas 77056

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

GLB Partners, L.P. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington Partners L.P. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Distressed and Credit Opportunity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company Page 11 of 16

CUSI	P NO. 591324 20 7		13G	Page 12 of 16 Pages
c/o Ci 131 S Chica	el Kensington Global Stra itadel Investment Group, . Dearborn Street, 32nd F go, Illinois 60603 uda company	L.L.C.		
c/o Ci 131 S Chica	el Credit Trading Ltd. itadel Investment Group, . Dearborn Street, 32nd F go, Illinois 60603 an Islands company			
c/o Ci 131 S Chica	el Equity Fund Ltd. itadel Investment Group, . Dearborn Street, 32nd F go, Illinois 60603 an Islands company			
2(d)	Title of Class of Se	ecurities:		
	Common Stock, p	oar value \$0.01 per s	share	
2(e)	CUSIP Number:		591324 20 7	
Item 3	3 If this statement is fil	ed pursuant to Rules	13d-1(b), or 13d-2(b) or (	c), check whether the person filing is a:
	(a)	0	Broker or dealer reg Act;	istered under Section 15 of the Exchange
	(b)	0	Bank as defined in S	Section 3(a)(6) of the Exchange Act;
	(c)	0	Insurance company Exchange Act;	as defined in Section 3(a)(19) of the
	(d)	0	Investment company Investment Compan	y registered under Section 8 of the y Act;
	(e)	0	An investment advis 13d-1(b)(1)(ii)(E);	ser in accordance with Rule
	(f)	0	An employee benefi	t plan or endowment fund in accordance

with Rule 13d-1(b)(1)(ii)(F);

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(g)	0	A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
(h)	0	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
		Page 12 of 16

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- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. o

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP GLB PARTNERS, L.P. CITADEL INVESTMENT GROUP, L.L.C. KENNETH GRIFFIN CITADEL WELLINGTON PARTNERS L.P. CITADEL DISTRESSED AND CREDIT OPPORTUNITY FUND LTD. CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD. CITADEL CREDIT TRADING LTD.

## CITADEL EQUITY FUND LTD.

(a)

Amount beneficially owned:

4,668,141 shares of Common Stock (1)

Warrants to purchase 7,305 shares of Common Stock (1)

(i)

(b) Percent of Class:

Approximately 23.2% as of December 31, 2003 (based on 20,154,710 shares of Common Stock issued and outstanding as of October 24, 2003, plus the shares of Common Stock issuable upon the exercise of the Warrants referred to in item (a) above).

(c)

Number of shares as to which such person has:

sole power to vote or to direct the vote:

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(ii)	shared power to vote or to direct the vote:
	See item (a) above.
(iii)	sole power to dispose or to direct the disposition of:
	0
(iv)	shared power to dispose or to direct the disposition of:

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See item (a) above.

Item 5	Ownership of Five Percent or Less of a Class: Not Applicable.
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: See Item 2 above.
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.

<sup>\*</sup> Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

<sup>(1)</sup> Pursuant to the Issuer s bankruptcy reorganization plan, effective October 31, 2002 (the Plan ), certain debt and equity of the Issuer beneficially owned by the Reporting Persons was converted into the right to receive shares of common stock and warrants to purchase common stock. The share and warrant numbers reported in the Reporting Persons Schedule 13G filed February 14, 2003 were based upon estimates included in the Plan. This amendment reflects the final calculation of the number of shares of the Issuer s common stock and warrants to purchase the Issuer s common stock that the Reporting Persons received under the Plan and amends the estimates provided in the Schedule 13G filed February 14, 2003.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.							
Dated this 11th day of	February, 2004	KENNETH GRIFFIN					
		By:	/s/ Adam C. Cooper Adam C. Cooper, attorney-in-fact				
CITADEL LIMITEI	) PARTNERSHIP	CITADEL IN	CITADEL INVESTMENT GROUP, L.L.C.				
By:	GLB Partners, L.P., its General Partner	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel				
By:	Citadel Investment Group, L.L.C., its General Partner	CITADEL DISTRESSED AND CREDIT OPPORTUNITY FUND LTD.					
By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	By:	Citadel Limited Partnership, its Portfolio Manager				
GLB PARTNERS, L.P.		By:	GLB Partners, L.P., its General Partner				
By:	Citadel Investment Group, L.L.C., its General Partner	By:	Citadel Investment Group, L.L.C., its General Partner				
By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel				
CITADEL WELLINGTON PARTNERS L.P.		CITADEL C	REDIT TRADING LTD.				
By:	Citadel Limited Partnership, its General Partner	By:	Citadel Limited Partnership, its Portfolio Manager				
By:	GLB Partners, L.P., its General Partner	By:	GLB Partners, L.P., its General Partner				
By:	Citadel Investment Group, L.L.C., its General Partner	By:	Citadel Investment Group, L.L.C., its General Partner				

By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel

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CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.			CITADEL EQUITY FUND LTD.	
By:	Citadel Limited Partnership, its Portfolio Manager		By:	Citadel Limited Partnership, its Portfolio Manager
By:	GLB Partners, L.P., its General Partner		By:	GLB Partners, L.P., its General Partner
By:	Citadel Investment Group, L.L.C. its General Partner	••	By:	Citadel Investment Group, L.L.C., its General Partner
By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managir Director and General Counsel	ng	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel
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