

Flag Intermediate Holdings CORP  
Form 8-K  
September 14, 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): September 11, 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 8.01 Other Events.**

On September 11, 2006 it was announced that Gerard Papazian, President of Metals USA's Building Products Group, left the Company to pursue other opportunities. A copy of the press release announcing Mr. Papazian's resignation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated September 11, 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: September 13, 2006

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

METALS USA, INC.

Date: September 13, 2006

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

Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated September 11, 2006.