Ryerson Holding Corp
Form S-1/A
July 15, 2014
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As filed with the Securities and Exchange Commission on July 15, 2014

Registration No 333-164484

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 20

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

RYERSON HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**5051**	**26-1251524**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification No.)**

227 W. Monroe, 27th Floor

Chicago, Illinois 60606

(312) 292-5000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Mark S. Silver

Vice President and Managing Counsel

Ryerson Holding Corporation

227 W. Monroe, 27th Floor

Chicago, Illinois 60606

(312) 292-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller reporting company ¨

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value $0.01 per share	$300,000,000	$34,380

(1) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
(2) Includes shares of common stock that may be purchased by the underwriters to cover over-allotments, if any. See Underwriting.
(3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. Neither we nor the selling stockholders may sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated , 2014

PROSPECTUS

Shares

Ryerson Holding Corporation

Common Stock

We are selling shares of our common stock. The selling stockholders identified in this prospectus have granted the underwriters an option to purchase up to additional shares of common stock to cover over-allotments. We will not receive any proceeds from the sale of shares by the selling stockholders.

This is the initial public offering of our common stock. We currently expect the initial public offering price to be between $ and $ per share. We have applied to have our common stock listed on the New York Stock Exchange under the symbol RYI.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 19.

	Per Share	Total
Public Offering Price	$	$
Underwriting Discount(1)	$	$
Proceeds, before expenses, to us	$	$

(1) See Underwriting for a description of the compensation payable to the underwriters.

The underwriters may also purchase up to an additional shares from the selling stockholders, at the public offering price, less the underwriting discount, within 30 days of the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on or about , 2014.

BofA Merrill Lynch **Deutsche Bank Securities** **BMO Capital Markets**

J.P. Morgan **Jefferies**

Wells Fargo Securities **KeyBanc Capital Markets** **Citigroup**

Stephens Inc. **Macquarie Capital** **Evercore**

The date of this prospectus is , 2014

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You should rely only on the information contained in this prospectus and any free writing prospectus we may specifically authorize to be delivered or made available to you. We have not, and the selling stockholders and the underwriters have not, authorized anyone to provide you with different information. We are not, and the selling stockholders and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus and any free writing prospectus we may specifically authorize to be delivered or made available to you is accurate as of any date other than the date on the front of this prospectus, regardless of its time of delivery or of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

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INDUSTRY AND MARKET DATA

In this prospectus, we rely on and refer to information and statistics regarding the steel processing industry and our market share in the sectors in which we compete. We obtained this information and these statistics from sources other than us, which we have supplemented where necessary with information from publicly available sources, discussions with our customers and our own internal estimates. References in this prospectus to:

- American Iron and Steel Institute (AISI) refer to its SteelWorks website from February 2014, or its Steel Production Capacity Utilization index from July 2014;
- The Institute for Supply Management refer to its June 2014 Manufacturing ISM Report on Business®;
- United States Federal Reserve refer to its June 2014 Summary of Economic Projections ;
- The Metals Service Center Institute (MSCI) refer to its February 2014 edition of MSCI Metal Activity Report ;
- The Federal Reserve Bank of Philadelphia refer to its June 2014 issue of The Livingston Survey ;
- Euromonitor refer to its May 2014 Consumer Appliances in the U.S. report;
- IBIS Worldwide refer to its May 2014 Heating & Air Conditioning Manufacturing Equipment in the U.S. report;
- LMC Automotive refer to its Q2 2014 data;
- MarketLine refer to its May 2013 Machinery in the United States report;
- Wood Mackenzie refer to its June 2014 Aluminium Monthly Update reports;
- Bureau of Economic Analysis refer to its June 2014 Auto and Truck Seasonal Adjustment data; and
- Metal Center News refer to its September 2013 Service Center Top 50 report.

We use these sources and estimates and believe them to be reliable, but we cannot give you any assurance that any of the projected results will be achieved.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus carefully together with our consolidated financial statements and the related notes appearing elsewhere in this prospectus before making an investment decision. This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those discussed in the Risk Factors and other sections of this prospectus.

Except as otherwise indicated herein or as the context otherwise requires, references in this prospectus to Ryerson Holding, the Company, we, our, and us refer to Ryerson Holding Corporation and its direct and indirect subsidiaries (including Ryerson Inc.). The term Ryerson refers to Ryerson Inc., a direct wholly owned subsidiary of Ryerson Holding, together with its subsidiaries on a consolidated basis. Platinum refers to Platinum Equity, LLC and its affiliated investment funds, certain of which are our principal stockholders, and Platinum Advisors refers to Platinum Equity Advisors, LLC. We refer to the issuance of our common stock being offered hereby as the offering.

Our Company

We believe we are one of the largest processors and distributors of metals in North America measured in terms of sales, with global operations in North America, China and Brazil. Our industry is highly fragmented with the largest companies accounting for only a small percentage of total market share. Our customer base ranges from local, independently owned fabricators and machine shops to large, international original equipment manufacturers. We process and distribute a full line of over 70,000 products in stainless steel, aluminum, carbon steel and alloy steels and a limited line of nickel and red metals in various shapes and forms. More than one-half of the products we sell are processed to meet customer requirements. We use various processing and fabricating techniques to process materials to a specified thickness, length, width, shape and surface quality pursuant to customer orders. For the year ended December 31, 2013, we purchased 2.1 million tons of materials from suppliers throughout the world. For the three months ended March 31, 2014, our revenue was $874.4 million, Adjusted EBITDA, excluding last-in, first-out (LIFO) income was $53.2 million and net income was $1.4 million. See note 4 in Summary Historical Consolidated Financial and Other Data for a reconciliation of Adjusted EBITDA to net income.

We operate over 90 facilities across North America, six facilities in China and one in Brazil. Our service centers are strategically located in close proximity to our customers, which allows us to quickly process and deliver our products and services, often within the next day of receiving an order. We own, lease or contract a fleet of tractors and trailers, allowing us to efficiently meet our customers delivery demands. In addition, our scale enables us to maintain low operating costs. Our operating expenses as a percentage of sales for the years ended December 31, 2012 and 2013 were 12.6% and 14.2%, respectively.

In addition to providing a wide range of flat and long metals products, we offer numerous value-added processing and fabrication services such as sawing, slitting, blanking, cutting to length, leveling, flame cutting, laser cutting, edge trimming, edge rolling, roll forming, tube manufacturing, polishing, shearing, forming, stamping, punching, rolling shell plate to radius and beveling to process materials to a specified thickness, length, width, shape and surface quality pursuant to specific customer orders. Our value proposition also includes providing a superior level of customer service and responsiveness, technical services and inventory management solutions. Our breadth of services allows us to create long-term partnerships with our customers and enhances our profitability.

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We serve approximately 40,000 customers across a wide range of manufacturing end markets. We believe our diverse end market exposure reduces the volatility of our business in the aggregate. Our geographic network and broad range of products and services allow us to serve large, international manufacturing companies across multiple locations.

Following this offering, because Platinum will control more than 50% of the voting power of our common stock, we will be considered a controlled company under the New York Stock Exchange rules. As such, we are permitted, and have elected, to opt out of compliance with certain NYSE corporate governance requirements. Accordingly, stockholders will not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements. See Risk Factors We are exempt from certain corporate governance requirements because we are a controlled company within the meaning of the NYSE rules for a summary of the effects of a controlled company on investors.

We are broadly diversified in our end markets and product lines in North America, as detailed below.

2013 Sales by End Market

2013 Sales by Product

(1) Other includes copper, brass, nickel, pipe, valves and fittings.

Industry and End Market Outlook

Ryerson participates in the metals service center industry providing steel, aluminum and other metals products across a wide range of industrial manufacturing end markets. Our business performance is therefore impacted by a number of factors tied to industrial activity, including economic growth, end market demand and metals pricing. Steel products are the largest driver of our business and accounted for 75% of 2013 sales. The balance of our business is comprised of aluminum products, accounting for 22% of our 2013 sales, and other metals.

Macroeconomic Outlook. Steel is utilized in a diverse range of manufacturing and fabrication applications with a variety of end market demand drivers. The primary drivers of demand for the steel industry are the construction, automotive, machinery and equipment, and energy end markets, which, according to the American Iron and Steel Institute, account for approximately 85% of shipments collectively. As evidenced by our end market sales segmentation, we are not reliant on a single specific sector, but rather broader diversified industrial activity. Our primary end markets include industrial equipment and fabrication, transportation equipment, heavy equipment, electrical machinery and oil and gas. We believe that we are well positioned in these markets and that

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they are poised for growth as the broader industrial sectors continue to grow. The charts below, which reflect the most recently available data from AISI, show our end market exposure as well as the broader steel market.

2013 Steel Shipments by Market Classification (AISI)

Source: American Iron and Steel Institute

2013 Ryerson Sales by End Market

Source: Company estimates

While some of the key end market drivers of steel industry demand do not directly overlap with our end markets, they do impact broader steel demand and pricing, which can impact our business. Recently, leading indicators in the key steel industry end markets referenced above have begun to show sustained growth and continue to build positive momentum. For example, housing starts have shown stable growth over the last 24 months, while non-residential construction, which typically lags housing, is starting to show signs of sustained improvement as well. Additionally, U.S. automotive sales continue to rise according to the Bureau of Economic Analysis, reaching 17.3 million vehicles on a seasonally adjusted annualized rate basis in June 2014 versus 16.2 million for June of 2013. Machinery and equipment, a key end market for us, includes a variety of industrial manufacturing end markets, many of which are showing signs of significant growth. This is evidenced by the Institute for Supply Management s (ISM) Purchasing Managers Index (PMI), which reached 55.3 in June 2014. The United States Federal Reserve midpoint GDP growth estimates of 2.2% and 3.1% for 2014 and 2015, respectively. Finally, the oil and gas end market continues to be a long-term growth market in steel. Much of this growth is attributable to growth in North American drilling and refining, substantially impacted by activity in United States shale oil and gas and the Canadian oil sands. Additionally, investment in new petrochemical production capacity in the United States as a result of relatively low domestic natural gas prices may further bolster steel demand. The following chart shows the historical movements of the Purchasing Managers Index.

ISM Purchasing Managers Index

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According to MSCI, total inventory levels of carbon steel, stainless steel and aluminum at U.S. service centers reached a trough in August 2009 and bottomed at the lowest levels since the data series began in 1977. Although industry demand recovered in 2010, 2011 and 2012, shipments and inventory are still well below pre-downturn averages, which we believe suggests long-term growth potential that may be realized if these metrics return to, or exceed, their historical averages.

North American Monthly Service Center Shipments

North American Monthly Service Center Inventory

Ryerson End Market Outlook. Although our revenue for 2013 decreased 14.0% compared to 2012 due to weaker economic conditions in the metals market, according to the latest Livingston Survey, published by the Federal Reserve Bank of Philadelphia, U.S. industrial production is expected to grow by 3.8% and 3.6% in 2014 and 2015, respectively. Two of our largest end markets, industrial equipment and fabrication, include numerous diversified industrial manufacturing markets which, along with the broader economy, are showing signs of sustained growth. For example, in the U.S. major appliances and Heating Ventilation and Air Conditioning (HVAC) equipment, both markets we serve, are projected to grow at even higher rates. Specifically, major appliances are expected to grow 4.9% and 4.8% in 2014 and 2015, respectively, according to Euromonitor. According to IBIS Worldwide, HVAC is expected to grow 1.4% and 3.8% over the same periods.

In addition, we also serve the transportation equipment, heavy equipment and electrical equipment markets which are expected to show significant growth in the coming years. Transportation equipment, including commercial vehicle production, represents 20% of our sales and is expected to grow 6.1% per year in the U.S. between 2013 and 2015 according to LMC Automotive. Machinery and heavy equipment, including construction and agricultural equipment, represents 11% of our end-market sales and is projected to grow 7.1% per year in the U.S. between 2012 and 2016 according to MarketLine.

Metals Pricing. Along with improvements in volume, as indicated by demand trends in the end markets, movements in the price of steel will also impact our business. Steel prices are driven by a number of factors, including input prices, capacity utilization and foreign imports. Currently, input costs are providing support for steel pricing, as they flow directly through the pricing of the mills steel output. Additionally, we believe that recent closings of mills, including the Sparrows Point steel mill, among others, that have been dismantled, combined with continued growth in the global economy and end market demand, should begin to absorb global capacity, resulting in increased utilization. The U.S. steel industry production capacity utilization rate increased to 77.0% by the beginning of July 2014 from a low of 34% in December 2008, according to AISI. North American production capacity utilization levels remain below the 85% average utilization level observed in the post-consolidation restructured steel industry from 2002 to 2008. Although our average selling price decreased 9.3% in 2013 compared to 2012 due to decreases in metals prices across all of our products, with some of the largest decreases in our carbon plate, stainless steel plate and stainless steel long product lines, we believe that the combination of higher input prices, increased global demand and increased capacity utilization will support steel price increases in the near future, positively impacting our business.

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Aluminum pricing also remains well below pre-downturn levels but has stabilized recently. Global output of aluminum is projected to increase 6.4% in 2014 according to Wood Mackenzie, fueled by factors including the rebound in U.S. construction and increased demand from the transportation and infrastructure markets in China.

Industry Consolidation. The United States service center industry is a highly fragmented market with the top 50 service centers controlling approximately 27% of industry sales, according to Metal Center News, only 15 of which have sales over $1 billion. Such fragmentation has historically resulted in the smaller service centers having less negotiating leverage with both the larger consolidated steel mills, as well as larger customers. In recent years, however, there has been increased consolidation among larger players resulting in fewer customers of size for the mills and greater purchasing power for service centers. A recent example is the acquisition of Metals USA Holding Corp. by Reliance Steel & Aluminum Co. We believe that there is significant opportunity for consolidation and we expect the trend will continue.

Our Competitive Strengths

Leading Market Position in North America.

We believe we are one of the largest service center companies for carbon and stainless steel as well as aluminum based on sales in the North American market where we have a broad geographic presence with over 90 locations.

Our service centers are located near our customer locations, enabling us to provide timely delivery to customers across numerous geographic markets. Additionally, our widespread network of locations in the United States, Canada and Mexico helps us to utilize our expertise to more efficiently serve customers with complex supply chain requirements across multiple manufacturing locations. We believe this is a key differentiator among customers who need a supplier that can reliably and consistently support them. Our ability to transfer inventory among our facilities better enables us to more timely and profitably source and process specialized items at regional locations throughout our network than if we were required to maintain inventory of all products and specialized equipment at each location.

We believe with our significant footprint in the North American market, combined with our significant scale and operating leverage, a cyclical recovery of the service center industry supported by long-term growth trends in Ryerson s end-markets should allow us to experience higher growth rates relative to North American economic improvement, but there can be no guarantee that we will experience such higher growth rates.

Broad Geographic Reach across Attractive End Markets.

Our operations cover a diverse range of industries, including industrial equipment, industrial fabrication, electrical machinery, transportation equipment, heavy equipment and oil and gas. Manufacturing growth has accelerated since November 2012 as shown by the ISM index (as described in the Industry and End Market Outlook), and we believe industries we serve will provide strong demand for our products and services as the North American manufacturing economy continues to recover. We also believe that the continued trend of moving manufacturing to the United States from overseas should benefit us with our broad North American platform. In addition, we expect to benefit from continued growth in international markets that will help spur demand at domestic manufacturing facilities that sell into the global market. We believe that our ability to quickly adjust our offering based on regional and industry specific trends creates stability while also providing the opportunity to access specific growth markets.

Established Platform for Organic and Acquisition Growth.

Since 2011, we have opened eight new service centers in previously underserved North American regions. We have acquired another ten facilities to complement our existing locations and expanded the product offering in many

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locations based on customer demand. Over the last three years, a significant portion of our capital expenditures have been made to expand our long and plate processing capabilities at 15 existing locations. We believe that our expanded presence in select regions and products positions us well to capture further growth in these regions and products.

Although there can be no guarantee of growth, we believe a number of our other strategies, such as improving our product mix, pricing our products and services based on the value we provide our customers, growing our large national network, and expanding our diverse operating capabilities, will provide us with growth opportunities.

In addition, we have utilized our leadership and experience in the North American markets to establish operations in China, the largest and one of the highest growth metals markets in the world, as well as in Brazil.

Given the highly fragmented nature of the service center industry, we believe there are numerous additional opportunities to acquire businesses and incorporate them into our existing infrastructure. Given our large scale and geographic reach, we believe we can add value to these businesses in a number of ways, including providing greater purchasing power, access to additional end markets and broadening product mix. Although the Company does not have any current plans to engage in any specific acquisitions, from time to time and in the ordinary course of business, the Company regularly evaluates potential acquisition opportunities.

Lean Operating Structure Providing Operating Leverage.

Since the acquisition by Platinum, we have transformed our operating model by decentralizing our operations and reducing our cost base. Decentralization has improved our customer service by moving key functions such as procurement, credit and operations support to our regional offices. From 2007 through the end of 2009, we engaged in a number of cost reduction initiatives that included a headcount reduction of approximately 1,700, representing 33% of our workforce, and the closure of 14 redundant or underperforming facilities in North America. Furthermore, in 2011, we also completed the decentralization of credit, operations, and procurement and reduced field staffing levels. In that overall period, we believe that we have generated annual fixed cost savings of approximately $200 million since 2007. We believe this reduction has improved our operating efficiency while also providing the flexibility for further growth in our targeted markets.

We have also focused on process improvements in inventory management. Despite an increase in average inventory days from 74 days in 2011 to 84 days in 2013, our average inventory days have improved on an overall basis from 100 days in 2006. This reduction has decreased our exposure to metals price movements as well as increased capacity in our facilities to devote to higher margin products. These organizational and operating changes have improved our operating structure, working capital management and efficiency.

As a result of our initiatives, we have increased our financial flexibility and believe we have a favorable cost structure compared to many of our peers. This will provide significant operating leverage.

Extensive Breadth of Products and Services for Diverse Customer Base.

We carry a full range of over 70,000 products, including aluminum, carbon, stainless and alloy steels and a limited line of nickel and red metals. In addition, we provide a broad range of processing and fabrication services to meet the needs of our 40,000 customers and fulfill more than 1,000,000 orders per year. We also provide supply chain solutions, including just-in-time delivery, and value-added components to many original equipment manufacturers. We have recently introduced Ryerson Direct, a new online purchasing and service solution which allows us to be available 24/7.

We believe our broad product mix and marketing approach provides customers with a one-stop shop solution few other service center companies are able to offer.

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For the year ended December 31, 2013, no single customer accounted for more than 2% of our sales, and our top 10 customers accounted for less than 11% of sales.

Strong Relationships with Suppliers.

We are among the largest purchasers of metals in North America and have long-term relationships with many of our North American suppliers. We believe we are frequently one of the largest customers of our suppliers and that concentrating our orders among a core group of suppliers is an effective method for obtaining favorable pricing and service. We believe we have the opportunity to further leverage this strength through continued focus on price and volume using an analytics-driven approach to procurement. In addition, we view our strategic suppliers as supply chain partners. Our coordinated effort focused on logistics, lead times, rolling schedules, and scrap return programs ultimately results in value-based buying that is advantageous for us. Metals producers worldwide are consolidating, and large, geographically diversified customers, such as Ryerson, are desirable partners for these larger suppliers. Our relationships with suppliers often provides us with access to metals when supply is constrained. Through our knowledge of the global metals marketplace and capabilities of specific mills we believe we have developed a global purchasing strategy that allows us to secure favorable prices across our product lines.

Experienced Management Team with Deep Industry Knowledge.

Our senior management team has extensive industry and operational experience and has been instrumental in optimizing and implementing our strategy in the last three years. Our senior management has an average of more than 20 years of experience in the metals or service center industries. The senior executive team s extensive experience in international markets and outside the service center industry provides perspective to drive profitable growth.

Our CEO, Mr. Michael Arnold, joined the Company in January 2011 and has 34 years of diversified industrial experience. Mr. Edward Lehner, who has been our CFO since August 2012, has 24 years of experience, predominantly in the metals industry. Under their leadership, we have increased our focus on positioning the Company for growth and enhanced profitability.

Our Strategy

Expand Margins.

We are actively pursuing strategies to achieve increased gross margins. We believe this will allow our profitability to accelerate as volumes in our industry improve. Although net sales in 2013 decreased by 14.0% as compared to 2012, we have employed and continue to employ the initiatives below, which have resulted in an increase in our gross margins as a percentage of sales, excluding LIFO expense, by 90 basis points, from 17.0% in Q1 2013 to 17.9% in Q1 2014. We have excluded LIFO expense from the gross margin as a percentage of sales metric in order to provide a means of comparison amongst our competitors who may not use the same basis of accounting for inventories.

Optimize Product Mix. We see significant opportunity to improve margins by increasing long and plate products sales as these products are typically higher margin than flat products. We have established regional long product inventory to provide a broad line of stainless, aluminum, carbon and alloy long products as well as the necessary processing equipment to meet demanding requirements of these customers. We expect to continue to optimize product mix as we expand our long product inventory and processing capability.

Optimize Customer Mix. We have increased our focus on serving a diversified group of industrial customers that value our customized processing services which we price on a transaction-by-transaction basis as opposed to larger volume program account customers who typically have fixed pricing arrangements over varying time

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periods. Our sales to customers using transactional pricing arrangements typically generate higher margins and require less working capital investment. We have re-evaluated and re-priced many of our lower margin program accounts which has resulted in an increase in our margins, as evidenced above.

Expand Value-added Processing Services. We seek to continue to improve our margins by complementing our products with first stage manufacturing and other processing capabilities that add value for our customers. Additionally, for certain customers we have assumed the management and responsibility for complex supply chains involving numerous suppliers, fabricators and processors. We leverage our capabilities to deliver the highest value proposition to our customers by providing a wide breadth of competitive products and services, as well as superior customer service and product quality.

Improve Supply Chain and Procurement Management. As a large purchaser of metals we continue to use analytic-driven processes to develop supply chains which lower our procured costs, shorten our lead times, improve our working capital management and decrease our exposure to commodity price fluctuations.

Improve Operating Efficiency.

We are committed to improving our operating capabilities through continuous business improvements and cost reductions. We have made, and continue to make, improvements in a variety of areas, including operations, sales, delivery, administration and working capital management. Furthermore, we continue to focus on better customer service and the hiring, retention and promotion of high performing employees as well as place greater emphasis on working capital efficiencies. In particular with respect to inventory, our goal of maintaining approximately 75-80 days of sales on hand reduces our exposure to metals prices and increases capacity in facilities to devote to higher margin products. Our streamlined organizational structure improves efficiency by combining local decision making with regional and national sourcing capabilities.

Pursue Profitable Growth Through Expansion and Value-Accretive Acquisitions.

We are focused on increasing our sales to existing customers, as well as expanding our customer base globally, but there can be no guarantee we will be able to expand. We expect to continue increasing revenue through a variety of sales initiatives and by targeting attractive markets.

In North America, we have expanded and continue to expand in markets that we believe are underserved. We opened eight new facilities in Texas, Georgia, Iowa, Illinois, Utah and Mexico since 2011 as well as expanded our higher-margin plate fabrication or long-product capabilities at many existing locations, where we have observed an opportunity to generate attractive returns. We are continuously monitoring opportunities for further expansion across the United States, Canada and Mexico. We expect to leverage our expertise in North America and selectively expand our business in China and Brazil as well as additional high growth emerging markets.

Since 2010, we have completed five strategic acquisitions: Texas Steel Processing Inc., SFI-Gray Steel Inc., Singer Steel Company, Turret Steel and Açofran Aços e Metais Ltda. These acquisitions have provided various opportunities for long-term value creation through the expansion of our product and service capabilities, geographic reach, operational distribution network, end markets diversification, cross-selling opportunities and the addition of transactional-based customers. Although the Company does not have any current plans to engage in any specific acquisitions, we regularly evaluate potential acquisitions of service center companies that complement our existing customer base and product offerings, and plan to continue pursuing our disciplined approach to such acquisitions.

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Maintain Flexible Capital Structure and Strong Liquidity Position.

Our management team is focused on maintaining a strong level of liquidity that will facilitate our plans to execute our various growth strategies. Throughout the economic downturn, we maintained liquidity in excess of $300 million. Liquidity as of March 31, 2014 was approximately $426 million, comprised of $308 million of availability under Ryerson s senior secured $1.35 billion asset-based revolving credit facility and foreign debt facilities, and $118 million of cash and cash equivalents and marketable securities. We have no financial maintenance covenants in our debt agreements unless availability under the Ryerson Credit Facility falls below $125 million.

In addition, there are no significant debt maturities until the maturity of the Ryerson Credit Facility, which occurs on the earlier of (a) April 3, 2018 and (b) August 16, 2017 (60 days prior to the scheduled maturity date of the 9% Senior Secured Notes due 2017 issued by Ryerson and its wholly owned subsidiary, Joseph T. Ryerson & Son Inc. (the 2017 Notes)), if the 2017 Notes are then outstanding. Substantially all of the proceeds from this offering will be used to further reduce our outstanding indebtedness.

Risk Factors

An investment in our common stock is subject to substantial risks and uncertainties. Before investing in our common stock, you should carefully consider the following, as well as the more detailed discussion of risk factors and other information included in this prospectus:

- although the financial markets are in a state of recovery, the economic downturn reduced both demand for our products and metals prices;

- the metals distribution business is very competitive and increased competition could reduce our gross margins and net income;

- we may not be able to sustain the annual cost savings realized as part of our cost reduction initiatives; and

- we may not be able to successfully consummate and complete the integration of future acquisitions, and if we are unable to do so, we may be unable to increase our growth rates.

Recent Developments

Second Quarter Results

We are currently in the process of finalizing our financial results for the three months ended June 30, 2014. Based on our preliminary results, we believe that for the three months ended June 30, 2014, our net sales were between $ million and $ million, our Adjusted EBITDA, excluding LIFO expense, was between $ million and $ million and our net income attributable to Ryerson Holding Corporation was between $ and $ million. As of June 30, 2014, our total liquidity was estimated at $ million (comprised of $ million of cash and marketable securities and $ million of availability under our credit facilities), and our total debt balance was approximately $ million.

Our estimates of net sales, Adjusted EBITDA, excluding LIFO expense, net income attributable to Ryerson Holding Corporation, cash and marketable securities and indebtedness are derived from our preliminary financial results for the three months ended June 30, 2014 and are unaudited and subject to completion of our interim financial statements for this period and may change. Our actual results for the three months ended June 30, 2014 may be materially different from the estimated ranges set forth above due to, among other factors, special charges, closing adjustments or other developments that may arise between now and the time the review of our financial statements is completed. Similarly, our actual total debt as of June 30, 2014 may be materially different from our estimate primarily due to closing adjustments.

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The estimated results were not prepared with a view toward complying with the Public Company Accounting Oversight Board guidelines with respect to prospective financial information. These preliminary estimated results have been prepared by and are the responsibility of management. Neither our independent registered public accounting firm nor any other independent registered public accounting firm has audited, reviewed or compiled, examined or performed any procedures with respect to the estimated results, nor have they expressed any opinion or any other form of assurance on the estimated results.

Set forth below is a reconciliation of our anticipated net income attributable to Ryerson Holding Corporation to our Adjusted EBITDA and our Adjusted EBITDA, excluding LIFO expense.

	Range of Estimates
Net income attributable to Ryerson Holding Corporation	$
Interest and other expense on debt	
Provision for income taxes	
Depreciation and amortization expense	
EBITDA	$
Reorganization	
Advisory services fee	
Foreign currency transaction gains	
Purchase consideration	
Other adjustments	
Adjusted EBITDA	$
Adjusted EBITDA	$
LIFO expense	
Adjusted EBITDA, excluding LIFO expense	$

Note: EBITDA represents net income before interest and other expense on debt, provision for income taxes, depreciation and amortization. Adjusted EBITDA gives further effect to, among other things, reorganization expenses and the payment of management fees. We believe that the presentation of EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense provides useful information to investors regarding our operational performance because they enhance an investor s overall understanding of our core financial performance and provide a basis of comparison of results between current, past and future periods. We also disclose the metric Adjusted EBITDA, excluding LIFO expense, to provide a means of comparison amongst our competitors who may not use the same basis of accounting for inventories. EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense are three of the primary metrics management uses for planning and forecasting in future periods, including trending and analyzing the core operating performance of our business without the effect of U.S. generally accepted accounting principles, or GAAP, expenses, revenues and gains (losses) that are unrelated to the day to day performance of our business. We also establish compensation programs for our executive management and regional employees that are based upon the achievement of pre-established EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense targets. We also use EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense to benchmark our operating performance to that of our competitors. EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense do not represent, and should not be used as a substitute for, net income or cash flows from operations as

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determined in accordance with generally accepted accounting principles, and neither EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense is necessarily an indication of whether cash flow will be sufficient to fund our cash requirements. Our definitions of EBITDA, Adjusted EBITDA and Adjusted EBITDA, excluding LIFO expense may differ from that of other companies.

Stock Split

On , 2014, our Board of Directors approved a for 1.00 stock split of the Company s common stock to be effected prior to the closing of this offering. Our consolidated financial statements as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011 give retroactive effect to the stock split.

The Sponsor

Platinum Equity, LLC (together with its affiliates, Platinum Equity) is a global acquisition firm headquartered in Beverly Hills, California with principal offices in New York, Boston and London. Since its founding in 1995, Platinum Equity has completed more than 145 acquisitions in a broad range of market sectors including packaging, technology, industrials, logistics, distribution, maintenance and service. Platinum Equity s current portfolio includes over 30 companies in a variety of different industries that serve customers around the world. Platinum Equity has a diversified capital base that includes the assets of its portfolio companies, which generated more than $15 billion in revenue in 2012, as well as capital commitments from institutional investors in private equity funds managed by the firm. Platinum Equity s M&A&O® (Mergers & Acquisitions & Operations) approach to investing focuses on acquiring businesses that need operational support to realize their full potential and can benefit from Platinum Equity s expertise in transition, integration and operations.

Joseph T. Ryerson & Son, Inc. (JT Ryerson), one of our subsidiaries, is party to a corporate advisory services agreement (the Services Agreement) with Platinum Advisors, an affiliate of Platinum. In connection with this offering, Platinum Advisors and JT Ryerson intend to terminate the Services Agreement, pursuant to which JT Ryerson will pay Platinum Advisors $ million as consideration for terminating the Services Agreement. We refer to this as the Services Agreement Termination. See Certain Relationships and Related Party Transactions Services Agreement. Upon the consummation of this offering, the Company and Platinum will enter into an amended and restated investor rights agreement (the Investor Rights Agreement) which will provide, among other things, that for so long as Platinum collectively beneficially owns (i) at least 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate for election to the board of directors of the Company no fewer than that number of directors that would constitute a majority of the number of directors if there were no vacancies on the board, (ii) at least 15% but less than 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate two directors and (iii) at least 5% but less than 15% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate one director. For additional information with respect to Platinum s rights pursuant to the Investor Rights Agreement, see Certain Relationships and Related Party Transactions Investor Rights Agreement.