

RELIANCE STEEL & ALUMINUM CO  
Form SC 13G/A  
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 1

Reliance Steel & Aluminum Co.  
-----

(Name of Issuer)

COMMON STOCK, no par value  
-----

(Title of Class of Securities)

759509102  
-----

(CUSIP Number)

December 31, 2007  
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(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 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.

(Continued on following pages)

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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TPG-Axon Capital Management, LP ("TPG-Axon Management")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |X|  
 (b)  |\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF 5 SOLE VOTING POWER  
 SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
 6,046,000

OWNED BY 7 SOLE DISPOSITIVE POWER  
 EACH 0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER  
 WITH 6,046,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 6,046,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 |\_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 8.1%\*

12 TYPE OF REPORTING PERSON  
 IA

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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TPG-Axon Partners GP, LP ("PartnersGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |X|  
(b)  |\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
1,995,180

OWNED BY 7 SOLE DISPOSITIVE POWER  
EACH 0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER  
WITH 1,995,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,995,180

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 |\_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.7%\*

12 TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
TPG-Axon GP, LLC ("GPLLC")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |X|

(b)  |\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER

6,046,000

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH

6,046,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,046,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 |\_|

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

8.1%\*

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

TPG-Axon Partners, LP ("TPG-Axon Domestic")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |X|  
 (b)  |\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF 5 SOLE VOTING POWER  
 SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
 1,995,180

OWNED BY 7 SOLE DISPOSITIVE POWER  
 EACH 0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER  
 WITH 1,995,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,995,180

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 |\_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.7%\*

12 TYPE OF REPORTING PERSON  
 PN

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |X|

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(b) |\_ |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 5 SOLE VOTING POWER

0

BENEFICIALLY 6 SHARED VOTING POWER

4,050,820

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH 4,050,820

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,050,820

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

|\_ |

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

5.4%\*

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dinakar Singh LLC ("Singh LLC")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X |

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER

0

BENEFICIALLY 6 SHARED VOTING POWER

6,046,000

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH 6,046,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,046,000

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

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

8.1%\*

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dinakar Singh ("Mr. Singh")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
6,046,000

OWNED BY 7 SOLE DISPOSITIVE POWER  
EACH 0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 6,046,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,046,000

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

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

8.1%\*

12 TYPE OF REPORTING PERSON

IN

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The Schedule 13G initially filed on November 20, 2007, is hereby amended and restated by this Amendment No. 1 to the Schedule 13G.

ITEM 1.

(a) NAME OF ISSUER: Reliance Steel & Aluminum Co.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

350 South Grand Avenue  
Suite 5100



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Los Angeles, California 90071

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) TPG-Axon Capital Management, LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G/A held by TPG-Axon Partners, LP ("TPG-Axon Domestic") and TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore," and together with TPG-Axon Domestic the "Funds").
- (ii) TPG-Axon Partners GP, LP ("PartnersGP"), a Delaware limited partnership which serves as the general partner of TPG-Axon Domestic, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by TPG-Axon Domestic.
- (iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.
- (iv) TPG-Axon Domestic, a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G/A directly held by it.
- (v) TPG-Axon Offshore, a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G/A directly held by it.
- (vi) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company which serves as the managing member of GPLLC, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.
- (vii) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.

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(b) ADDRESS OF PRINCIPAL OFFICE:

(All, except TPG-Axon Offshore) TPG-Axon Offshore

888 Seventh Avenue c/o Goldman Sachs (Cayman) Trust Limited  
38th Floor PO Box 896GT, Harbour Centre, 2nd Floor  
New York, New York 10019 George Town, Grand Cayman  
Cayman Islands, BWI

(c) Citizenship: Delaware (all except TPG-Axon Offshore and Mr. Singh);

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TPG-Axon Offshore: Cayman Islands; Mr. Singh is a United States citizen.

(d) Title of Class of Securities: Common Stock, no par value ("Shares")

(e) CUSIP Number: 759509102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX [X]

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ITEM 4. OWNERSHIP

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore.

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Each of Singh LLC, GPLLC, PartnersGP and Mr. Singh disclaim beneficial ownership of all of the Shares of Common Stock reported in this 13G/A.

A. TPG-Axon Management

- (a) Amount beneficially owned: 6,046,000
- (b) Percent of class: 8.1%\*  
(\*All percentages of beneficial ownership reported in this Schedule 13G/A are based on the 74,830,074 shares of Common Stock issued and outstanding as of October 31, 2007, as reported in the Issuer's form 10-Q for the quarterly period ended September 30, 2007.)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
6,046,000
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
6,046,000

B. PartnersGP

- (a) Amount beneficially owned: 1,995,180
- (b) Percent of class: 2.7%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
1,995,180
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
1,995,180

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C. GPLLC

- (a) Amount beneficially owned: 6,046,000
- (b) Percent of class: 8.1%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
6,046,000
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
6,046,000

D. TPG-Axon Domestic

- (a) Amount beneficially owned: 1,995,180
- (b) Percent of class: 2.7%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:

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- 1,995,180
- (iii) Sole power to dispose or to direct the disposition of:  
0
- (iv) Shared power to dispose or to direct the disposition of:  
1,995,180

E. TPG-Axon Offshore

- (a) Amount beneficially owned: 4,050,820
- (b) Percent of class: 5.4%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
4,050,820
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
4,050,820

F. Singh LLC

- (a) Amount beneficially owned: 6,046,000
- (b) Percent of class: 8.1%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
6,046,000
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
6,046,000

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G. Mr. Singh

- (a) Amount beneficially owned: 6,046,000
- (b) Percent of class: 8.1%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
6,046,000
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
6,046,000

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

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.



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Dinakar Singh  
Co-President

TPG-Axon Partners, LP  
By: TPG-Axon Partners GP, LP, general partner  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Co-President

-----  
CUSIP NO. 759509102  
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TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Director

Dinakar Singh LLC

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Managing Member

/s/ Dinakar Singh  
-----  
Dinakar Singh

-----  
CUSIP NO. 759509102  
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TPG-Axon Partners, LP  
By: TPG-Axon Partners GP, LP, general partner  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----

Dinakar Singh  
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh  
-----

Dinakar Singh  
Director

Dinakar Singh LLC

By: /s/ Dinakar Singh  
-----

Dinakar Singh  
Managing Member

/s/ Dinakar Singh  
-----

Dinakar Singh