

GERDAU AMERISTEEL CORP
Form SC 13D/A
August 24, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

GERDAU AMERISTEEL CORPORATION

(Name of Issuer)

COMMON SHARES

(Title of Class of Securities)

37373P 10 5

(CUSIP Number)

Alan M. Klein

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017

(212) 455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 24, 2010

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gerdau S.A.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Federative Republic of Brazil
7. Sole Voting Power
0
8. Shared Voting Power
287,375,350
9. Sole Dispositive Power
0
10. Shared Dispositive Power
287,375,350
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,375,350
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
66.3%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gerdau Steel North America Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	x
(b)	o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Canada
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
287,375,350 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
287,375,350 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,375,350
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
66.3%
 14. Type of Reporting Person (See Instructions)
CO

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jorge Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
435,668 |
| | 8. | Shared Voting Power
287,375,350 |
| | 9. | Sole Dispositive Power
435,668 |
| | 10. | Shared Dispositive Power
287,375,350 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,811,018
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
66.4%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frederico Carlos Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	x
(b)	o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | |
|-----|---|
| 7. | Sole Voting Power
1,009,232 |
| 8. | Shared Voting Power
287,375,350 |
| 9. | Sole Dispositive Power
1,009,232 |
| 10. | Shared Dispositive Power
287,375,350 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
288,384,582
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
66.6%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Andre Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | |
|-----|---|
| 7. | Sole Voting Power
76,000 |
| 8. | Shared Voting Power
287,375,350 |
| 9. | Sole Dispositive Power
76,000 |
| 10. | Shared Dispositive Power
287,375,350 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,451,350
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
66.3%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Claudio Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
17,600 |
| | 8. | Shared Voting Power
287,375,350 |
| | 9. | Sole Dispositive Power
17,600 |
| | 10. | Shared Dispositive Power
287,375,350 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,392,950
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
66.3%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Germano Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | |
|-----|---|
| 7. | Sole Voting Power
425,668 |
| 8. | Shared Voting Power
287,375,350 |
| 9. | Sole Dispositive Power
425,668 |
| 10. | Shared Dispositive Power
287,375,350 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
287,801,018
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
66.4%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 37373P 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Klaus Gerdau Johannpeter
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Federative Republic of Brazil
- | | |
|-----|---|
| 7. | Sole Voting Power
946,232 |
| 8. | Shared Voting Power
287,375,350 |
| 9. | Sole Dispositive Power
946,232 |
| 10. | Shared Dispositive Power
287,375,350 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
288,321,582
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
66.5%
 14. Type of Reporting Person (See Instructions)
IN

Amendment No. 5 to Schedule 13D

This Amendment No. 5 to Schedule 13D (Amendment No. 5) amends and supplements Item 4 and amends and supplements Item 7 of the Schedule 13D filed by Gerdau S.A., Gerdau Steel North America Inc. (GSNAI) and Jorge Gerdau Johannpeter, Frederico Carlos Gerdau Johannpeter, Claudio Gerdau Johannpeter, Klaus Gerdau Johannpeter, Germano Gerdau Johannpeter and Andre Gerdau Johannpeter (collectively, the Gerdau Johannpeter family and together with Gerdau S.A. and Gerdau Steel North America Inc., the Reporting Persons) on July 9, 2010, as previously amended and supplemented, (the Schedule 13D), in respect of the common shares, no par value, of Gerdau Ameristeel Corporation (the Issuer), a corporation incorporated under the laws of Canada. Capitalized terms used in this Amendment No. 5 but not defined herein have the meanings given to such terms in the Schedule 13D. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

Item 4.

Purpose of Transaction

This Amendment No. 5 includes as Exhibit 1 a press release dated August 24, 2010, entitled Gerdau Ameristeel Shareholders Approve Plan of Arrangement issued by the Issuer and Gerdau S.A.

Item 7.

Material to be Filed as Exhibits

The following document is filed as an exhibit:

**Exhibit
Number**

Exhibit Name

1 Press Release dated August 24, 2010

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: August 24, 2010

GERDAU S.A.

By: /s/ Osvaldo Burgos Schirmer
Name: Osvaldo Burgos Schirmer
Title: Chief Financial Officer

GERDAU STEEL NORTH AMERICA INC.

By: /s/ Expedito Luz
Name: Expedito Luz
Title: Assistant Secretary

/s/ Jorge Gerdau Johannpeter
Jorge Gerdau Johannpeter

/s/ Frederico C. Gerdau Johannpeter
Frederico C. Gerdau Johannpeter

/s/ Andre Gerdau Johannpeter
Andre Gerdau Johannpeter

/s/ Claudio Gerdau Johannpeter
Claudio Gerdau Johannpeter

/s/ Germano Gerdau Johannpeter
Germano Gerdau Johannpeter

/s/ Klaus Gerdau Johannpeter
Klaus Gerdau Johannpeter