

PHOENIX METALS USA II INC  
Form 15-12G  
May 22, 2006

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 000-30570

Phoenix Metals USA II Inc.

(Exact name of registrant as specified in its charter)

2533 N Carson St, Carson City, Nevada 89706

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

Common Stock, Par Value \$0.0001 Per Share

(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	/x/	Rule 12h-3(b)(1)(i)	/x/
Rule 12g-4(a)(1)(ii)	//	Rule 12h-3(b)(1)(ii)	//
Rule 12g-4(a)(2)(i)	//	Rule 12h-3(b)(2)(i)	//
Rule 12g-4(a)(2)(ii)	//	Rule 12h-3(b)(2)(ii)	//
		Rule 15d-6	//

Approximate number of holders of record as of the certificate or notice date: 236

Pursuant to the requirements of the Securities Exchange Act of 1934, Phoenix Metals USA II Inc., a Nevada corporation, has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 3, 2006

By:

President