

MRC GLOBAL INC.  
Form 4  
May 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDMAN SACHS GROUP INC**

2. Issuer Name and Ticker or Trading Symbol  
**MRC GLOBAL INC. [MRC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**200 WEST STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/09-04:00/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

**NEW YORK, NY 10282**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/09-04:00/2013		A	1,870 (2)	A \$ 0 29,090,127	I	See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



## Edgar Filing: MRC GLOBAL INC. - Form 4

29,082,208 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company reported herein are beneficially owned directly by PVF Holdings LLC ("PVF"). Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the Common Stock owned by PVF through certain investment partnerships (the "Funds") that are members of and own

- (3) common units of PVF because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds and (ii) the Funds control PVF and have the power to vote or dispose of the Common Stock owned by PVF. 6,049 shares of Common Stock are beneficially owned directly by Goldman Sachs and indirectly by GS Group. Goldman Sachs also holds an open short position of 48 shares of Common Stock, due to an exempt transaction.

GS Group may be deemed to beneficially own 14,288 options, consisting of 7,144 options granted to each of Christopher A.S. Crampton and John F. Daly in their capacity as directors of the Company pursuant to the Plan. The options vest one year from the grant date,

- (4) conditioned on Messrs. Crampton and Daly's continued service with the Company and subject to accelerated vesting under certain circumstances. Messrs. Crampton and Daly, each a managing director of Goldman Sachs, each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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