

MRC GLOBAL INC.
Form 4
November 19, 2012

FORM 4

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

OMB APPROVAL

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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)
11/15/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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. Transaction 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2012		S		23,000,000	D	\$ 21.065
					55,532,208	I	

See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282-2198				Former Director
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60323, 2M 2M 0000		X		
GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET		X		

NEW YORK, NY 10282

GS CAPITAL PARTNERS V FUND, L.P.
200 WEST STREET
NEW YORK, NY 10282

X

GS Advisors VI, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

X

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 11/19/2012

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 11/19/2012

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Attorney-in-fact 11/19/2012

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/s/ Kevin P. Treanor,
Attorney-in-fact 11/19/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C.

- (1) ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional") (continued in footnote 2),

GS Capital Partners V Offshore Fund, L.P. ("GS V Offshore"), GS Capital Partners VI Fund, L.P. ("GS Capital VI"), GS Capital Partners VI GmbH & Co. KG ("GS Germany VI"), GS Capital Partners VI Offshore Fund, L.P. ("GS VI Offshore"), GS Capital Partners VI Parallel, L.P. ("GS VI Parallel" and, together with GS Capital V, GS Germany V, GS V Institutional, GS V Offshore, GS Capital VI, GS

- (2) Germany VI and GS VI Offshore, the "Funds") and PVF Holdings LLC ("PVF") (GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, GS Advisors VI, the Funds and PVF, collectively, the "Reporting Persons").

- (3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

Pursuant to an underwriting agreement, dated November 8, 2012 (the "Underwriting Agreement"), and in connection with the registered public offering (the "Offering") of shares of common stock, par value \$0.01 per share (the "Common Stock"), of MRC Global Inc. (the "Company"), pursuant to the prospectus supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus

- (4) Supplement"), which Offering was consummated on November 15, 2012, PVF sold 23,000,000 shares of Common Stock. Pursuant to the Prospectus Supplement, the public offering price in the Offering of Common Stock by the Company was \$22.00 per share of Common Stock and the underwriting discount was \$0.935 per share of Common Stock. Accordingly, the Reporting Persons sold an aggregate of 23,000,000 shares of Common Stock and received a price per share of \$21.065 (which is net of underwriting discounts and commissions) for an aggregate amount of \$484,495,000.00.

The 55,532,208 shares of Common Stock of the Company reported herein are beneficially owned directly by PVF. The Funds are members of PVF and own common units of PVF. At this time, the Funds' common units of PVF correspond to 33,839,587 shares of

(5) Common Stock. The common units of PVF that correspond to the balance of Common Stock owned directly by PVF are held by former shareholders of the Company's predecessor companies, including McJunkin Corporation, Red Man Pipe & Supply Co., and Transmark Fcx Group B.V., as well as certain employees, officers and directors of the Company.

Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, all of the Common Stock owned directly by PVF through the Funds because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing general partner,

- (6) 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. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Funds. Goldman Sachs holds an open short position of 48 shares of Common Stock, due to an exempt transaction.

GS Capital V and its general partner, GSCP V Advisors, may be deemed to beneficially own indirectly 9,525,218 shares of Common Stock. GS V Offshore and its general partner, GSCP V Offshore Advisors, may be deemed to beneficially own indirectly 4,920,329

- (7) shares of Common Stock. GS V Institutional and its general partner, GS Advisors V, may be deemed to beneficially own indirectly 3,266,327 shares of Common Stock. GS Germany V and its general partner, GS GmbH, may be deemed to beneficially own indirectly 377,642 shares of Common Stock. GS Capital VI and its general partner, GSCP VI Advisors, may be deemed to beneficially own indirectly 7,351,988 shares of Common Stock (continued in footnote 8).

GS VI Offshore and its general partner, GSCP VI Offshore Advisors, may be deemed to beneficially own indirectly 6,115,124 shares of Common Stock. GS VI Parallel and its general partner, GS Advisors VI, may be deemed to beneficially own indirectly 2,021,670 shares of Common Stock. GS Germany VI and its general partner, GS GmbH, may be deemed to beneficially own indirectly 261,289 shares of Common Stock.

- (8) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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