

MRC GLOBAL INC.
Form 4
November 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
11/13/2013

____ 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. 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	(D)	Price
Common Stock	11/13/2013		S		17,489,233	D	\$ 28.5
					7,017	I	

See footnotes (1) (2) (3) (4) (5) (6)

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)

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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. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		X		
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282		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 NEW YORK, NY 10282		X		
GS Advisors VI, 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

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 11/15/2013

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 11/15/2013

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Attorney-in-fact 11/15/2013

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/s/ Kevin P. Treanor,
Attorney-in-fact 11/15/2013

__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).

(1) 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. ("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,

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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),

(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 Germany VI and GS VI Offshore, the "Funds" and, together with GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors and GS Advisors VI, 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 6, 2013 (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 8, 2013 (the "Prospectus Supplement"), which offering was consummated on November 13, 2013, the Funds sold 17,489,233 shares of Common Stock. The public offering price in the Offering of Common Stock was \$28.90 per share of Common Stock and the underwriting discount was \$0.40 per share of Common Stock. Accordingly, the Reporting Persons sold an aggregate of 17,489,233 shares of Common Stock and received a price per share of \$28.50 (which is net of underwriting discounts and commissions) for an aggregate amount of \$498,443,140.50.

(5) GS Group may be deemed to beneficially own, in the aggregate, 968 shares of restricted stock, consisting of 484 shares of restricted stock granted to each of Christopher A.S. Crampton and John F. Daly in their capacity as directors of the Company pursuant to the Company's 2011 Omnibus Incentive Plan. 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. In addition, an additional 6,049 shares are beneficially owned directly by Goldman Sachs and indirectly by 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.

(6) 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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