

Stein Robert Wayne  
Form 4  
February 14, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Stein Robert Wayne

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)  
FULBRIGHT TOWER,  
1301, MCKINNEY ST., SUITE  
2300

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2018

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP- Business Development

(Street)  
HOUSTON, TX 77010

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/12/2018                           |  | A                              | 10,415 <sup>(1)</sup>   | \$ 0  | D  |   |
| Common Stock                    | 02/13/2018                           |  | F                              | 950 <sup>(2)</sup>  | \$ 16.35  | D  |   |
| Common Stock                    | 02/12/2018                           |  | A                              | 1,018 <sup>(3)</sup>  | \$ 0  | I  | By Spouse   |
| Common Stock                    | 02/13/2018                           |  | F                              | 100 <sup>(4)</sup>  | \$ 16.35  | I  | By Spouse   |

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Stein Robert Wayne<br>FULBRIGHT TOWER, 1301<br>MCKINNEY ST., SUITE 2300<br>HOUSTON, TX 77010 |               |           | SVP- Business<br>Development |       |

## Signatures

/s/ Ann D. Garnett, by power of attorney 02/14/2018

\_\_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) On February 12, 2018, the reporting person received 10,415 Restricted Stock Units (the "February 2018 Annual Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the February 2018 Annual Grant will vest on 2/12/2019 and 33% of the February 2018 Annual Grant will vest on each of 2/12/20 and 2/12/21, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
  - (2) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer.
  - (3) On February 12, 2018, the reporting person received 1,018 Restricted Stock Units through his spouse (the "Spouse February 2018 Annual Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the Spouse February 2018 Annual Grant will vest on 2/12/2019 and 33% of the February 2018 Annual Grant will vest on each of 2/12/20 and

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2/12/21, each conditioned on the reporting person's continued spouse's service with the issuer and subject to accelerated vesting under certain circumstances.

- (4) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer.

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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