

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mario Investments LLC</u> (Last) (First) (Middle) <u>C/O DAVIS POLK & WARDWELL LLP</u> <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MRC GLOBAL INC. [MRC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	06/10/2018		A		5,574 ⁽²⁾	A	\$0	19,137 ⁽³⁾⁽⁵⁾	D	
Common Stock ⁽¹⁾								10 ⁽⁴⁾⁽⁵⁾	I	See Footnote ⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Mario Investments LLC</u> (Last) (First) (Middle) <u>C/O DAVIS POLK & WARDWELL LLP</u> <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Cornell Capital Special Situations Partners II LP](#)

(Last) (First) (Middle)

C/O DAVIS POLK & WARDWELL LLP
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cornell Capital GP II LP](#)

(Last) (First) (Middle)

C/O DAVIS POLK & WARDWELL LLP
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cornell Investment Partners LLC](#)

(Last) (First) (Middle)

C/O DAVIS POLK & WARDWELL LLP
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cornell Henry](#)

(Last) (First) (Middle)

C/O DAVIS POLK & WARDWELL LLP
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. This statement is being filed jointly by Mario Investments LLC ("Mario"), Cornell Capital Special Situations Partners II LP ("Cornell Special Situations II"), Cornell Capital GP II LP ("Cornell GP II"), Cornell Investment Partners LLC ("Cornell Investment Partners") and Henry Cornell ("Mr. Cornell" and, together with Mario, Cornell Special Situations II, Cornell GP II and Cornell Investment Partners, the "Reporting Persons"). Mr. Cornell is the sole member of Cornell Investment Partners, which is the general partner of Cornell GP II, which is the general partner of Cornell Special Situations II, which is the sole member of Mario. In addition, on June 10, 2018, Mr. Cornell was appointed to the Board of Directors of the Issuer (the "Board").

2. Represents shares of restricted Common Stock awarded to Mr. Cornell on 06/10/2018 in his capacity as a member of the Board that will vest on 06/10/2019, conditioned on Mr. Cornell's continued service as a member of the Board and subject to (a) pro-rata vesting if Mr. Cornell's service as a member of the Board terminates prior to 06/10/2019 and (b) accelerated vesting under certain circumstances.

3. Mr. Cornell is the direct beneficial owner of these shares of Common Stock.

4. Reflects shares held by Mr. Cornell's minor son.

5. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.

/s/ Joanna Reiss, Attorney-in-
fact for Mario Investments 06/12/2018
LLC

<u>/s/ Joanna Reiss, Attorney-in- fact for Cornell Capital Special Situations Partners II LP</u>	<u>06/12/2018</u>
<u>/s/ Joanna Reiss, Attorney-in- fact for Cornell Capital GP II LP</u>	<u>06/12/2018</u>
<u>/s/ Joanna Reiss, Attorney-in- fact for Cornell Investment Partners LLC</u>	<u>06/12/2018</u>
<u>/s/ Joanna Reiss, Attorney-in- fact for Henry Cornell</u>	<u>06/12/2018</u>

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.