SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 Ad <u>Witt Karl</u>	dress of Reporti	ng Person <sup>*</sup>	2. Date of Event Requiring State (Month/Day/Yea 04/01/2016	ment	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>MRC GLOBAL INC.</u> [ MRC ]						
(Last) FULBRIGHT	(First) T TOWER	(Middle)			4. Relationship of Reporting Pers (Check all applicable) Director	10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)			
1301 MCKIN	INEY ST., SU	JITE 2300			X Officer (give title below)			6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) HOUSTON TX 77010			_		SVP Operations East	Gulf Coast		X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					31,866 <sup>(1)</sup>	D	D				
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Securi		4. Convers or Exerc	ise Form	Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivati Security	ve or Inc	Direct (D) or Indirect (I) (Instr. 5)		
Stock Options (Right to Buy)		(2)	03/27/2017	7 Common Stock	9,532	9.62 D		D			
Stock Options (Right to Buy)			(2)	12/03/2019	9 Common Stock	21,853	21.05 D		D		
Stock Options (Right to Buy)			(2)	11/10/2021	1 Common Stock	8,287	18.1		D		
Stock Options (Right to Buy)			(3)	03/07/2023	3 Common Stock	5,445	29.3	5	D		
Stock Options (Right to Buy)			(4)	02/18/2024	4 Common Stock	3,667	29.3		D		

## Explanation of Responses:

1. On 3/27/2007, the reporting person received 3,177 restricted shares of common stock, par value \$0.01 per share of MRC Global Inc. (the "Common Stock") which are now fully vested. On 3/7/2013, the reporting person received 746 restricted shares (the "March 2013 Grant") of Common Stock. 20% of the March 2013 Grant vested on each of 3/7/2014, 3/7/2015 and 3/7/2016, at which times 45, 45 and 140 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining March 2013 Grant, 20% will vest on each of 3/7/2017 and 3/7/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2014, the reporting person received 1,495 restricted shares (the "February 2014 Grant") of Common Stock. 25% of the February 2014 Grant, 25% will vest on each of 2/18/2017 and 2/18/2018, and each is subject to accelerated vesting under certain circumstances. On 2/17/2016, at which times 436 and 112 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining February 2014 Grant, 25% will vest on each of 2/18/2017 and 2/18/2018, and each is subject to accelerated vesting under certain circumstances. On 2/17/2016, at which time 4,365 shares of Common Stock were surrendered to satisfy tax withholding obligations, and 33% of the February 2015 Grant vested on 2/17/2016, at which time 4,365 shares of Common Stock were surrendered to satisfy tax withholding beltagations. And 33% of the February 2016 Grant will vest on each of 2/18/2017 and 2/17/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2016, the reporting person received 17,742 Restricted Stock Units (the "February 2016 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the February 2018 Grant will vest on each of 2/18/2017 and 2/18/2017 and 3/18/2017, and 33% of the February 2016 Grant will vest on each of 2/18/2018 and 2/18/2019, each conditioned on the reportin

2. All of the options reported above are fully vested and exercisable.

3. 25% of the options reported above vested and became exercisable on each of 3/7/2014, 3/7/2015 and 3/7/2016, and 25% of the options reported above will vest and become exercisable on 3/7/2017, and each is subject to accelerated vesting under certain circumstances.

4. 33% of the options reported above vested and became exercisable on each of 2/18/2015 and 2/18/2016, and 34% of the options reported above will vest and become exercisable on 2/18/2017, and each is subject to accelerated vesting under certain circumstances.



04/11/2016

Date

\*\* Signature of Reporting Person

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 5 (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.

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