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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MRC GLOBAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5956993
(I.R.S Employer
Identification No.)

Fulbright Tower
1301 McKinney Street, Suite 2300
Houston, Texas 77010
(877) 294-7574

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

MRC GLOBAL INC. 2011 OMNIBUS INCENTIVE PLAN, as amended
(Full title of the plan)

Daniel J. Churay
Executive Vice President – Corporate Affairs, General Counsel and Corporate Secretary
MRC Global Inc.
Fulbright Tower
1301 McKinney Street, Suite 2300
Houston, Texas 77010
Telephone: (877) 294-7574

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brian P. Fenske
Norton Rose Fulbright US LLP
Fulbright Tower
1301 McKinney, Suite 5100
Houston, Texas 77010
Telephone: (713) 651-5557
Facsimile: (713) 651-5246

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	2,500,000 shares (2)	\$17.08 (3)	\$42,700,000	\$5,176

- (1) This Registration Statement also includes such additional number of shares of MRC Global Inc. common stock, par value \$0.01 (“Common Stock”), issuable under the MRC Global Inc. 2011 Omnibus Incentive Plan, as amended (the “2011 Plan”), as may be required in the event of a stock split, stock dividend or similar transaction in accordance with Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Represents 2,500,000 additional shares of Common Stock reserved for future issuances under the 2011 Plan.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act, based upon the average of the high and low prices of Common Stock on May 1, 2019, as reported on the New York Stock Exchange, of \$17.08.
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EXPLANATORY NOTE

On April 30, 2019, at the 2019 Annual Meeting of Stockholders of MRC Global Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Amendment”) to the MRC Global Inc. 2011 Omnibus Incentive Plan, as amended (the “Plan”). The Amendment provides that an additional 2,500,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) may be issued under the Plan (the “Additional Shares”).

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Company to register the Additional Shares. These shares are in addition to the 3,250,000 shares of Common Stock, that may be issued under the Plan pursuant to the Company’s Registration Statement on Form S-8 (File No. 333-180777) filed with the Securities and Exchange Commission (the “Commission”) on April 17, 2012, and the Registration Statement on Form S-8 (File No. 333-206455) filed on August 18, 2015, to provide for an additional 4,250,000 shares (less the 102,525 Remaining Shares, which is defined therein) of Common Stock that maybe issued under the Plan (together, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement, except to the extent supplemented, amended and superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of MRC Global Inc. dated April 11, 2012. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on April 17, 2012, File No. 001-35479).</u>
4.2	<u>Amended and Restated Bylaws of MRC Global Inc. dated November 7, 2013. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 13, 2013, File No. 001-35479).</u>
4.3	<u>Certificate of Designations, Preferences, Rights and Limitations of Series A Convertible Perpetual Preferred Stock of MRC Global Inc. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015, File No. 001-35479).</u>
5.1*	<u>Opinion of Norton Rose Fulbright US LLP regarding legality of securities being registered.</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Norton Rose Fulbright US LLP (contained in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included as part of signature page to this Registration Statement).</u>
99.1	<u>MRC Global Inc. 2011 Omnibus Incentive Plan. (Incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K of MRC Global Inc., filed with the SEC on March 5, 2012, File No. 001-35479).</u>
99.2	<u>Amendment to the MRC Global Inc. Omnibus Incentive Plan, approved by the stockholders on April 29, 2015 (Incorporated by reference to Annex A to the Schedule 14A Definitive Proxy Statement of MRC Global Inc. filed with the SEC on March 25, 2015, File No. 001-35479).</u>
99.3*	<u>Amendment to the the MRC Global Inc. Omnibus Incentive Plan, as amended, approved by the stockholders on April 30, 2019.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, MRC Global Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 3, 2019.

MRC GLOBAL INC.

By: /s/ Daniel J. Churay
Daniel J. Churay
Executive Vice President – Corporate Affairs, General
Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, the undersigned officers and directors of MRC Global Inc., hereby severally constitute and appoint Andrew R. Lane, James E. Braun and Daniel J. Churay, and each of them singly (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrew R. Lane</u> Andrew R. Lane	President and Chief Executive Officer (principal executive officer)	May 3, 2019
<u>/s/ James E. Braun</u> James E. Braun	Executive Vice President and Chief Financial Officer (principal financial officer)	May 3, 2019

<u>/s/ Elton R. Bond</u> Elton R. Bond	Senior Vice President and Chief Accounting Officer (principal accounting officer)	May 3, 2019
<u>/s/ Rhys J. Best</u> Rhys J. Best	Chairman	May 3, 2019
<u>/s/ Deborah G. Adams</u> Deborah G. Adams	Director	May 3, 2019
<u>/s/ Leonard M. Anthony</u> Leonard M. Anthony	Director	May 3, 2019
<u>/s/ Henry Cornell</u> Henry Cornell	Director	May 3, 2019
<u>/s/ Barbara J. Duganier</u> Barbara J. Duganier	Director	May 3, 2019
<u>/s/ Craig Ketchum</u> Craig Ketchum	Director	May 3, 2019
<u>/s/ Dr. Comelis A. Linse</u> Dr. Comelis A. Linse	Director	May 3, 2019
<u>/s/ John A. Perkins</u> John A. Perkins	Director	May 3, 2019
<u>/s/ H.B. Wehrle, III</u> H.B. Wehrle, III	Director	May 3, 2019
<u>/s/ Robert L. Wood</u> Robert L. Wood	Director	May 3, 2019



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May 3, 2019

MRC Global Inc.
Fulbright Tower
1301 McKinney Street, Suite 2300
Houston, TX 77010

Ladies and Gentlemen:

We have acted as counsel to MRC Global Inc., a Delaware corporation (the “Company”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of an additional 2,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, that are reserved for issuance under the MRC Global Inc. 2011 Omnibus Incentive Plan, as amended (the “Plan”), as described in the Company’s Registration Statement on Form S-8 (as may subsequently be amended, the “Registration Statement”), which was filed with the Securities and Exchange Commission (the “SEC”) on May 3, 2019.

In connection with the foregoing, we have examined the Plan and originals or copies of certain corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. We have assumed that the persons identified to us as officers of the Company are actually serving as such and that any certificates representing the Shares will be properly executed by one or more such persons. We have assumed the effectiveness of the Registration Statement pursuant to the Securities Act. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, that the Company will receive any required consideration for such Shares and the legal capacity of each individual who signed any of those documents.

MRC Global Inc.
May 3, 2019
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Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited exclusively to applicable federal laws of the United States of America, and applicable provisions of, respectively, the Delaware Constitution, the Delaware General Corporation Law and reported judicial interpretations of such law, in each case as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP, Norton Rose Fulbright South Africa (incorporated as Deneys Reitz, Inc.), each of which is a separate legal entity, are members of Norton Rose Fulbright Verein, a Swiss Verein. Details of each entity, with certain regulatory information, are at nortonrosefulbright.com. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the MRC Global Inc. 2011 Omnibus Incentive Plan, as amended, of our reports dated February 15, 2019, with respect to the consolidated financial statements of MRC Global Inc. and the effectiveness of internal control over financial reporting of MRC Global Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
May 3, 2019

**AMENDMENT TO THE
MRC GLOBAL INC. 2011 OMNIBUS INCENTIVE PLAN**

THIS AMENDMENT is made by MRC Global Inc. (the “*Company*”),

WITNESSETH:

WHEREAS, the Company sponsors and maintains the plan now known as the “MRC Global Inc. 2011 Omnibus Incentive Plan”, as amended (the “*Plan*”);

WHEREAS, unless the context clearly requires the contrary, capitalized terms that this Amendment uses that this Amendment does not define shall have the meaning that the Plan ascribes to those terms; and references to Articles and Sections mean the articles and sections of the Plan;

WHEREAS, Section 20.1(a) of the Plan authorizes the amendment of the Plan at any time;

WHEREAS, as amended, there were 7,397,475 Shares reserved and subject to issuance pursuant to the terms of the Plan;

WHEREAS, the Board and the Compensation Committee have determined that (i) the Plan should be amended to increase the number of Shares by 2,500,000 and (ii) that the number of shares that may be issued under the Plan should be increased to a total of 9,897,475 Shares.

NOW, THEREFORE, the Board and the Compensation Committee agree that, effective as of the date the shareholders of the Company approve the following amendment (the “*Effective Date*”), and contingent upon the shareholders’ approval of the amendments is amended and restated as follows:

1. Section 4.1 of the Plan is hereby amended and restated in its entirety to provide as follows:

4.1. Number of Shares Authorized and Available for Awards. Subject to adjustment as provided under the Plan and the following provisions of this Article 4, the total number of Shares that are available for Awards under the Plan shall be equal to 9,897,475. These Shares may be authorized and unissued Shares or treasury Shares or any combination of the foregoing, as the Board or Committee may determine from time to time. Any of the authorized Shares may be used for any type of Award under the Plan, and any or all of the Shares may be allocated to Incentive Stock Options.

**Approved by the Compensation Committee of the Board of Directors
On February 11, 2019**

**Approved by the Board of Directors
On February 12, 2019**