

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Bates Grant R</u>  (Last) (First) (Middle) FULBRIGHT TOWER, 1301 MCKINNEY ST., SUITE 2300  (Street) HOUSTON TX 77010  (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) Director 10% Owner Officer (give title below) Other (specify below) SVP-Operational Excellence/CIO
	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2018	
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	02/12/2018		A		9,186 <sup>(1)</sup>	A	\$0.00	63,565	D	
Common Stock	02/13/2018		F		959 <sup>(2)</sup>	D	\$16.35	62,606	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On February 12, 2018, the reporting person received 9,186 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.
- The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer's Common Stock.

**Remarks:**

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

\*\* 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.