

OMB APPROVAL	
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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Mario Investments LLC</u>  (Last) (First) (Middle) C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (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) 10/29/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year) 10/29/2024		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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	(A)	(D)	Date Exercisable	Expiration Date					
6.5% Series A Convertible Perpetual Preferred Stock	\$17.88	10/29/2024		D		363,000		(3)	(3)	Common Stock	20,302,009.2	(4)	0	D <sup>(1)</sup> (2)(5)

1. Name and Address of Reporting Person\*  
Mario Investments 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 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*			
<a href="#">Cornell Investment Partners LLC</a>			
(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*			
<a href="#">Cornell Henry</a>			
(Last)	(First)	(Middle)	
C/O DAVIS POLK & WARDWELL LLP			
450 LEXINGTON AVENUE			
(Street)	NEW YORK	NY	10017
(City)	(State)	(Zip)	

**Explanation of Responses:**

- 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.
- Mario is the direct beneficial owner of these shares of the 6.50% Series A Convertible Perpetual Preferred Stock (the "Series A Preferred Stock"). Cornell Special Situations II, Cornell GP II, Cornell Investment Partners and Mr. Cornell are indirect beneficial owners of these shares of Series A Preferred Stock. The Reporting Persons are directors by deputization of the Company as a result of Mr. Cornell's status as a director of the Company. After consummation of this transaction, none of the Reporting Persons, other than Mr. Cornell, continue to hold any equity interests in the Issuer.
- The Series A Preferred Stock is convertible at the option of Mario at any time after the Issuance Date and, under certain circumstances, as required by the Issuer, into shares of Common Stock at an initial conversion rate of 55.9284 shares of Common Stock for each share of Series A Preferred Stock, which represents an initial conversion price of approximately \$17.88 per share of Common Stock, subject to adjustment for stock splits and other similar corporate transactions. The Series A Preferred Stock does not have an expiration date.
- On October 15, 2024, Mario entered into a Preferred Stock Repurchase Agreement (the "Repurchase Agreement"), pursuant to which Mario agreed to sell all of the 363,000 shares of Series A Preferred Stock beneficially owned by Mario (the "Repurchase"). The Repurchase was consummated on October 29, 2024. The aggregate purchase price for these shares under the Repurchase Agreement was \$361,185,000, plus payment of all accrued dividends in an amount equal to \$3,951,252.60.
- Each of the Reporting Persons disclaims beneficial ownership of the securities reported in Table II except to the extent of its pecuniary interest therein, if any.

**Remarks:**

This amendment is being filed because the previously-filed statement inadvertently omitted the reporting persons' signatures.

<a href="#">/s/ Henry Cornell, Attorney-in-fact for Mario Investments LLC</a>	<a href="#">11/07/2024</a>
<a href="#">/s/ Henry Cornell, Attorney-in-fact for Cornell Capital Special Situations Partners II LP</a>	<a href="#">11/07/2024</a>
<a href="#">/s/ Henry Cornell, Attorney-in-fact for Cornell Capital GP II LP</a>	<a href="#">11/07/2024</a>
<a href="#">/s/ Henry Cornell, Attorney-in-fact for Cornell Investment Partners LLC</a>	<a href="#">11/07/2024</a>
<a href="#">/s/ Henry Cornell</a>	<a href="#">11/07/2024</a>
** 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.