

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

<b>1. Name and Address of Reporting Person*</b> <u>Bates Grant R</u> <hr/> (Last) (First) (Middle) 1301 MCKINNEY ST., SUITE 2300 <hr/> (Street) HOUSTON TX 77010 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> MRC GLOBAL INC. [ MRC ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/07/2024	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		
<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/07/2024		F		4,575 <sup>(1)</sup>	D	\$10.53	120,024	D	
Common Stock	02/07/2024		A		23,654 <sup>(2)</sup>	A	\$0.00	143,678	D	
Common Stock	02/07/2024		F		234 <sup>(3)</sup>	D	\$10.53	6,746	I	By Spouse
Common Stock	02/07/2024		A		1,635 <sup>(4)</sup>	A	\$0.00	8,381	I	By Spouse

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V	(A)	(D)	Title	Amount or Number of Shares			

**Explanation of Responses:**

- The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock of the issuer.
- On February 7, 2024, the reporting person received 23,654 Restricted Stock Units (the "February 2024 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock. 34% of the February 2024 Grant will vest on February 7, 2025 and 33% of the February 2024 Grant will vest on each of February 7, 2026 and February 7, 2027, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- The reporting person's spouse surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock of the issuer.
- On February 7, 2024, the reporting person's spouse received 1,635 Restricted Stock Units (the "February 2024 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock. 34% of the February 2024 Grant will vest on February 7, 2025 and 33% of the February 2024 Grant will vest on each of February 7, 2026 and February 7, 2027, each conditioned on the reporting person's spouse's continued service with the issuer and subject to accelerated vesting under certain circumstances.

**Remarks:**

SVP - North America Operations & E-Commerce

/s/ Ann D. Garnett, by power of attorney 02/09/2024

\*\* 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.