

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Cornell Henry</u>  (Last) (First) (Middle) 2 HOUSTON CENTER 909 FANNIN, SUITE 3100  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	08/07/2013		A		1,246 <sup>(1)</sup>	A	\$0	1,246 <sup>(2)</sup>	D	
Common Stock	08/07/2013		G <sup>(3)</sup>	V	1,246 <sup>(1)</sup>	D	\$0	0	D	
Common Stock	08/07/2013		G <sup>(3)</sup>	V	1,246 <sup>(1)</sup>	A	\$0	1,246	I	Through a foundation

**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						Title
Stock Options (Right to Buy)	\$24.07	08/07/2013		A		9,415		08/07/2014 <sup>(4)</sup>	08/07/2023	Common Stock	9,415	\$0	9,415 <sup>(2)</sup>	D	
Stock Options (Right to Buy)	\$24.07	08/07/2013		G <sup>(3)</sup>	V	9,415		08/07/2014 <sup>(4)</sup>	08/07/2023	Common Stock	9,415	\$0	0	D	
Stock Options (Right to Buy)	\$24.07	08/07/2013		G <sup>(3)</sup>	V	9,415		08/07/2014 <sup>(4)</sup>	08/07/2023	Common Stock	9,415	\$0	9,415	I	Through a foundation

**Explanation of Responses:**

- All of the shares of restricted Common Stock reported above will become exercisable on 8/7/2014, conditioned on the Reporting Person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- The Reporting Person resigned from Goldman, Sachs & Co. ("Goldman Sachs") effective 5/17/2013. Accordingly, the Reporting Person's Form 4 and other Section 16 filings no longer report beneficial ownership of shares or options held by affiliates of The Goldman Sachs Group, Inc. ("GS Group"), including options to purchase 11,986 shares of common stock, which were held by the Reporting Person for the benefit of GS Group as previously reported, as the Reporting Person no longer may be deemed to beneficially own or have any pecuniary interest in any of such shares or options.
- The Reporting Person transferred this security as a gift to a family foundation.
- All of the options reported above will become exercisable on 8/7/2014, conditioned on the Reporting Person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

/s/ Brian K. Shore, Attorney-in-fact 08/09/2013

\*\* 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.

**MRC Global Inc.**

**Power of Attorney  
for Executing Forms 3, 4 and 5**

Know all men by these presents, that the undersigned, director or officer, or both, of MRC Global Inc., hereby constitutes and appoints each of Brian K. Shore, Justin M. Whittenburg, Daniel C. Churay, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MRC Global Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of MRC Global Inc. unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 9<sup>th</sup> day of August, 2013

/s/ Henry Cornell  
\_\_\_\_\_  
Henry Cornell