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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 15, 2013

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

Delaware
(State or other jurisdiction
of incorporation)

001-35479
(Commission
File Number)

20-5956993
(I.R.S. Employer
Identification Number)

**2 Houston Center, 909 Fannin, Suite 3100,
Houston, TX 77010**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (877) 294-7574

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 **Regulation FD Disclosure.**

MRC Global Inc. (“MRC”) executive management will make a presentation on August 15, 2013 to attendees of the Barclays Energy Distribution Day regarding, among other things, MRC’s operations and performance. A copy of the materials to be used at the presentation (the “Presentation Materials”) is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The Presentation Materials, possibly with modifications, will also be used from time to time after August 15, 2013 in presentations about MRC’s operations and performance to current and potential investors, lenders, creditors, insurers, vendors, customers, employees and others with an interest in MRC and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of MRC’s filings with the Securities and Exchange Commission and other public announcements that MRC may make by press release or otherwise from time to time. The Presentation Materials speak as of the date of this Current Report on Form 8-K. While MRC may elect to update the Presentation Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, MRC specifically disclaims any obligation to do so. The Presentation Materials will also be posted in the Investor Relations section of MRC’s website, <http://www.mrcglobal.com> for 90 days.

The information referenced under Item 7.01 (including Exhibit 99.1 referenced in the Item 9.01 below) of this Current Report on Form 8-K is being “furnished” under “Item 7.01. Regulation FD Disclosure” and, as such, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information set forth in this Current Report on Form 8-K (including Exhibit 99.1 referenced in Item 9.01 below) shall not be incorporated by reference into any registration statement, report or other document filed by MRC pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such filing.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Presentation Materials, dated August 15, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2013

MRC GLOBAL INC.

By: /s/ James E. Braun
James E. Braun
Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Exhibit
No.

Description

99.1 Presentation Materials, dated August 15, 2013

MRC Global Inc. // Barclays Energy Distribution Day

August 15, 2013



MRC[®]
Global Supplier of Choice[®]

Forward Looking Statements and Non-GAAP Disclaimer

This presentation contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act, as amended, including, for example, statements about the Company's business strategy, its industry, its future profitability, growth in the Company's various markets, and the Company's expectations, beliefs, plans, strategies, objectives, prospects and assumptions. These forward-looking statements are not guarantees of future performance. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. For a discussion of key risk factors, please see the risk factors disclosed in the Company's annual report on Form 10-K for the year ended December 31, 2012 and the registration statement (including a prospectus and prospectus supplement) for the offering to which this communication relates, which are available on the SEC's website at www.sec.gov and on the Company's website, www.mrcglobal.com.

Undue reliance should not be placed on the Company's forward-looking statements. Although forward-looking statements reflect the Company's good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise.

Statement Regarding Use of Non-GAAP Measures:

The Non-GAAP financial measures contained in this presentation (EBITDA, Adjusted EBITDA, Adjusted Gross Profit and variations thereof) are not measures of financial performance calculated in accordance with GAAP and should not be considered as alternatives to net income (loss) or any other performance measure derived in accordance with GAAP or as alternatives to cash flows from operating activities as a measure of our liquidity. They should be viewed in addition to, and not as a substitute for, analysis of our results reported in accordance with GAAP, or as alternative measures of liquidity. Management believes that certain non-GAAP financial measures provide a view to measures similar to those used in evaluating our compliance with certain financial covenants under our credit facilities and provide financial statement users meaningful comparisons between current and prior year period results. They are also used as a metric to determine certain components of performance-based compensation. The adjustments and Adjusted EBITDA are based on currently available information and certain adjustments that we believe are reasonable and are presented as an aid in understanding our operating results. They are not necessarily indicative of future results of operations that may be obtained by the Company.

Company Snapshot

By the Numbers

2013E Sales Guidance Midpoint	\$5.2 B
Locations	400+
Countries	44+
Customers	18,000+
Suppliers	18,000+
SKU's	175,000+

Industry Sectors

Upstream



Line Pipe / OCTG



Midstream



Valves



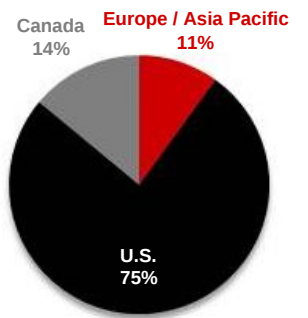
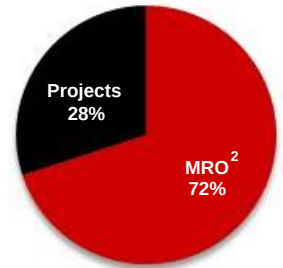
Downstream/Industrial



Fittings / Flanges



Business Model ¹

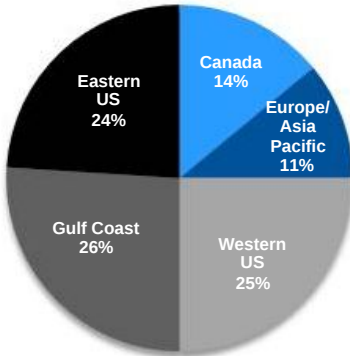


¹ Percentage of sales for the six months ended June 30, 2013
² MRO revenue generated from broad based contracts covering both ongoing capital and operating needs of customers.

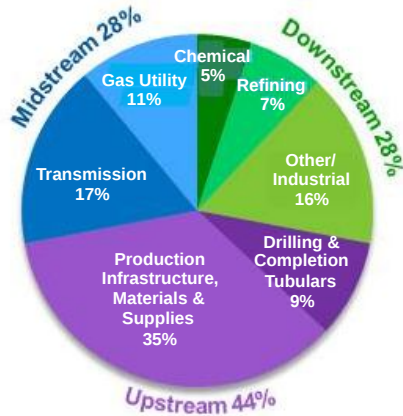
MRC is the largest global distributor of pipe, valves and fittings (PVF) to the energy industry

MRC Revenue Diversification

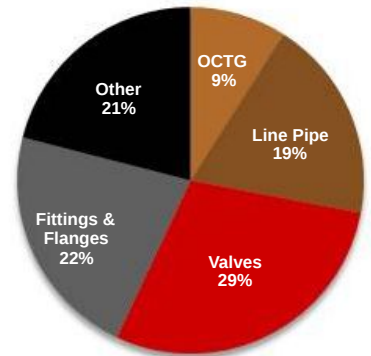
By Geography



By Industry Sector



By Product Line



Note: Percentage of sales for the six months ended June 30, 2013.

Why Customers Choose Distribution & MRC

Benefits of MRC

- Supplier Registration / Preferred Supplier List
- Global footprint
- Integrated IT procurement systems

PVF is low cost relative to overall cost of maintenance or project spend so **service is integral**

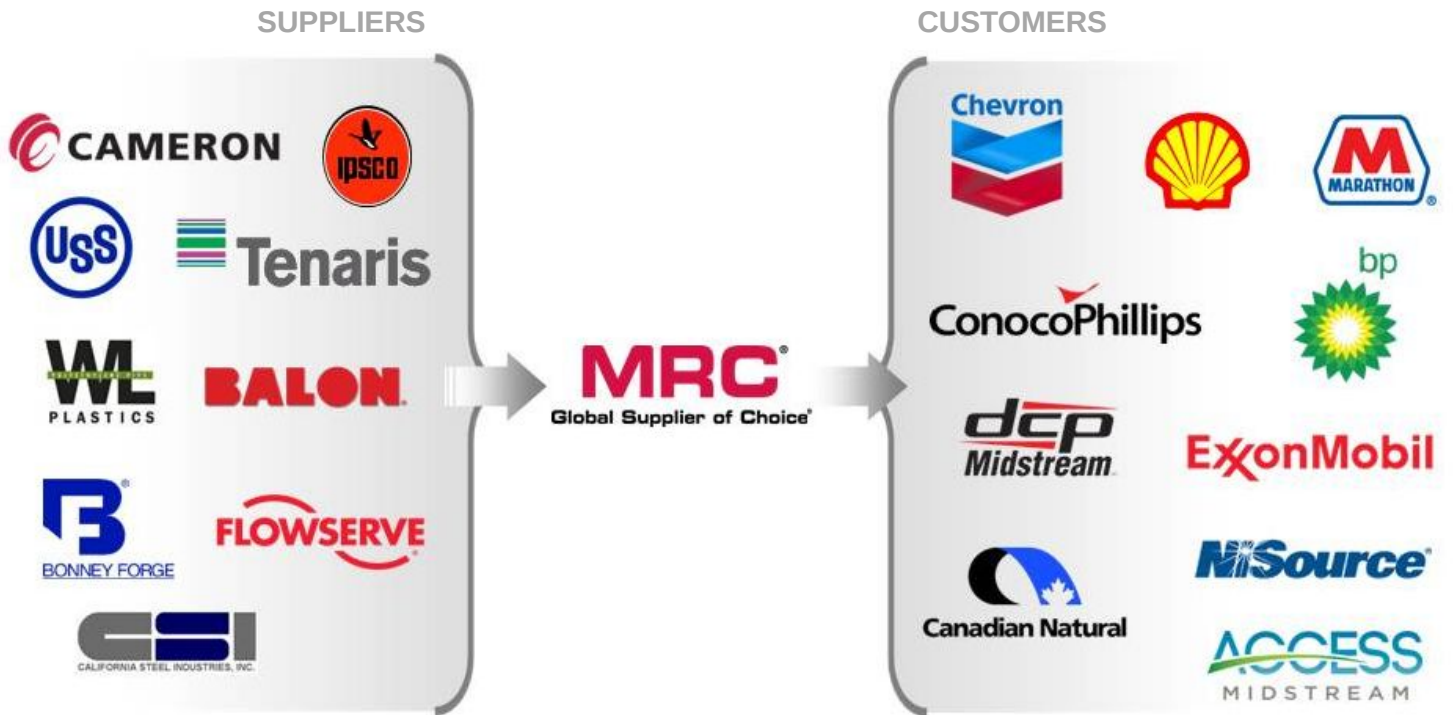
Integrated Supply Chain Services

- Inventory Consignment / Just-in-Time Delivery
- Customized IT Solutions
- Warehouse Management
- Technical Assistance / Product Recommendation
- Cost Savings and Efficiencies
- Logistics Management



Generating savings and efficiencies for our customers while enabling them to focus on their core competencies

Long-Term Customer & Supplier Relationships



MRC plays a critical role in the complex, technical, global energy supply chain

Where Our Customers Need Us To Be



Leading industrial distributor of PVF globally to the energy and industrials sectors

Strategic Objectives

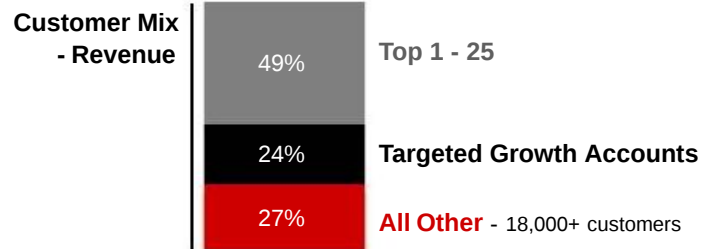
Execute Global Preferred Supplier Contracts

- 2012: Global Shell valve contract
- 2013: Global Celanese PVF contract
- More expected



Organic Growth

- Target Accounts: develop the “next 75” customers
- Top 25 customers represent 49% of revenue¹



Rebalance Product Mix to Higher Margin Items

- Lowered OCTG as a percentage of inventory / sales
- Focus on valve and valve automation
- Strengthen offerings in stainless and alloy PFF

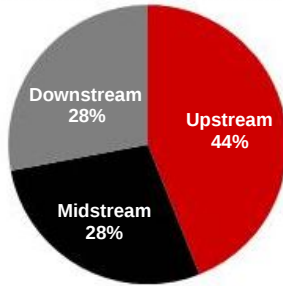
Growth from Mergers & Acquisitions

- Add product lines to complete global PVF offerings
 - 2012: Production Specialty Services
 - 2013: Flow Control Products, Permian Basin – Valve & valve automation
 - NAWAH – Iraqi alliance
- Service customers where they spend – currently an international focus

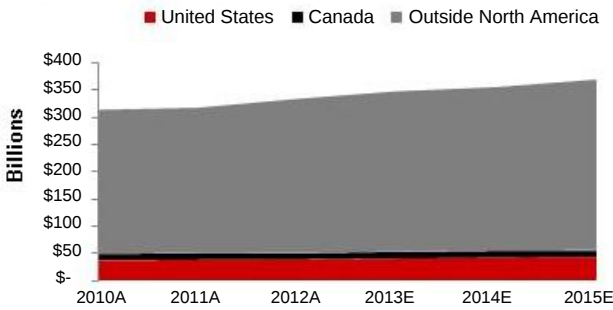
1. Percentage of sales for the six months ended June 30, 2013

End Market Opportunities

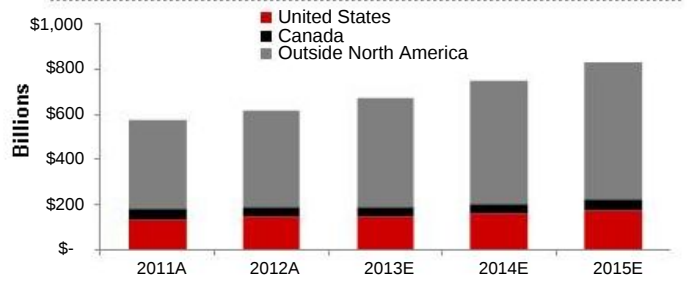
MRC Revenue Mix by End Market ¹



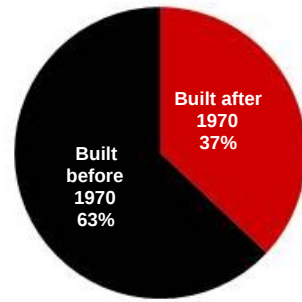
Global Petroleum Refining & Chemical Processing Spend ³



Global E&P Spending ²



Aging Infrastructure & New Legislation Driving Pipeline Replacement ⁴



1. Percentage of sales for the six months ended June 30, 2013
 2. Source: Barclays 2013 E&P Spending Outlook Mid Year Update.
 3. Source: Industrial Info Resources: June 2013
 4. Source: Pipeline Safety and Hazardous Materials Administration, Wall Street Journal, for Top 10 states by pipeline mileage

Changing PVF Energy Distribution Landscape



Decentralized Procurement

- PVF purchasing handled locally
- Separate contracts by product class

Centralized Procurement

- Purchasing more consolidated
- Contracts by end segment
- Contracts cover PVF
- Customers align with suppliers with size/scale

Global Procurement

- Global upstream / midstream / downstream PVF contracts

Consolidating energy industry benefits global players

M&A - Track Record of Strategic Acquisitions

Acquisition Priorities

- Branch platforms/infrastructure for North American shale plays
- Global valve and valve automation
- Global stainless/alloys
- International branch platform for “super majors” E&P spend

Date	Acquisition	Rationale	Region	Revenue (\$ millions)
Oct-08	LaBarge	U.S. Midstream	U.S.	\$ 233
Oct-09	Transmark	International Valve Platform	Europe and Asia	346
May-10	South Texas Supply	Eagle Ford Shale	South Texas	9
Aug-10	Dresser Oil Tools Supply	Bakken Shale	North Dakota	13
Jun-11	SPF	Australia / SE Asia Projects	Australia	91
Jul-11	VSC	Valve Automation	U.S.	13
Mar-12	OneSteel Piping Systems	Australia PVF MRO	Australia	174
Jun-12	Chaparral Supply	Mississippian Lime MRO	Oklahoma / Kansas	71
Dec-12	Production Specialty Services	Permian Basin / Eagle Ford MRO	U.S.	127
Jul-13	Flow Control Products	Permian Basin / Valve Automation	U.S.	28
				\$ 1,105

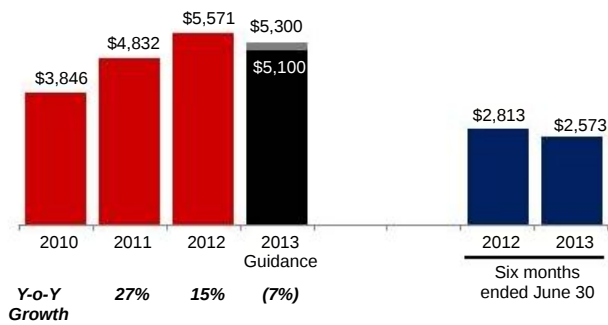
Note: Reflects reported revenues for the year of acquisition

Financial Overview

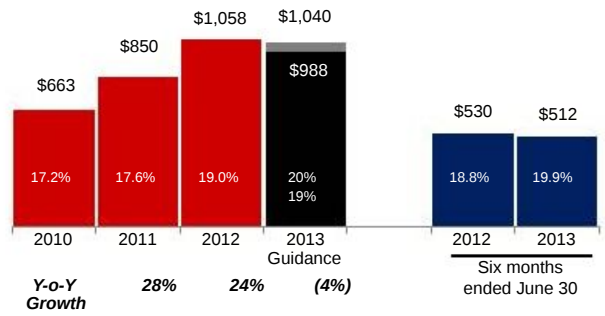
Financial Metrics

(\$ in millions, except per share data)

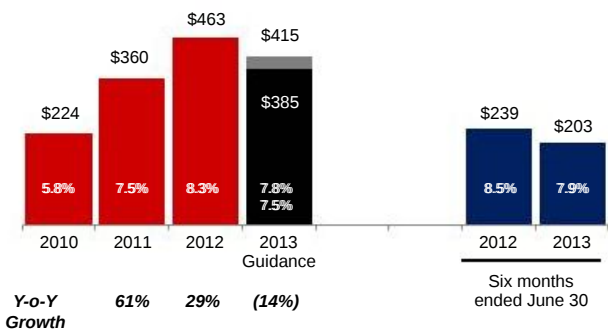
Sales



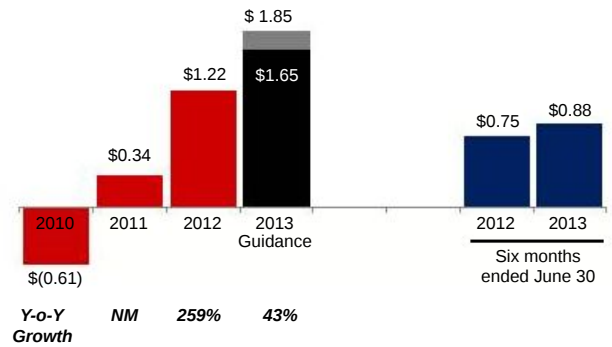
Adjusted Gross Profit and % Margin



Adjusted EBITDA and % Margin



Diluted EPS

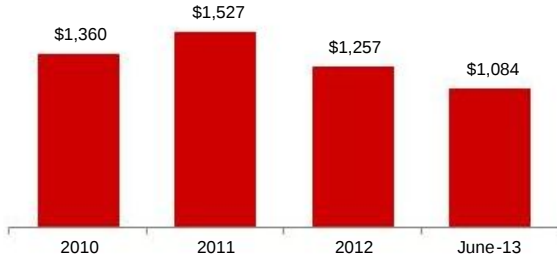


Longer term revenue growth and improving profitability

Balance Sheet Metrics

(\$ in millions)

Total Debt

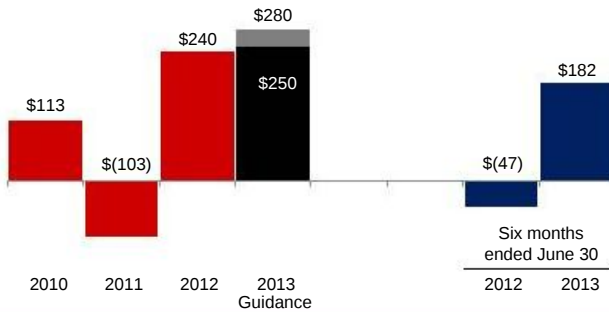


Capital Structure

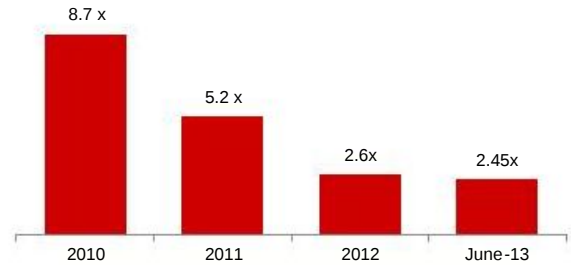
June 30, 2013

Cash and Cash Equivalents	\$ 38
Total Debt (including current portion):	
Term Loan B due 2019, net of discount	640
Global ABL Facility due 2017	439
Other	6
Total Debt	\$ 1,084
Total Equity	1,261
Total Capitalization	\$ 2,345

Cash Flow from Operations



Net Leverage



Strong balance sheet and cash flow

Investment Thesis Summary

Drivers

- Growth in global energy consumption drives capital investment
- Infrastructure to support transmission and distribution of energy
- Increase in downstream energy conversion businesses to produce end products

Targets (through cycle)

Revenue Growth	10-12%
• Organic	8-9%
• Acquisitions	2-3%
Adjusted Gross Profit Margin	20%
Adjusted EBITDA Margin	10%
Leverage	2.0 – 3.0x

Appendix

Adjusted EBITDA Reconciliation

(\$ in millions)	Six months ended June 30		December 31		
	2013	2012	2012	2011	2010
Net income (loss)	\$ 90.0	\$ 68.9	\$ 118.0	\$ 29.0	\$ (51.8)
Income tax expense (benefit)	44.2	37.5	63.7	26.8	(23.4)
Interest expense	30.5	64.4	112.5	136.8	139.6
(Decrease) increase in LIFO reserve	(15.6)	18.5	(24.1)	73.7	74.6
Write off of debt issuance costs	-	1.7	1.7	9.5	-
Loss (gain) on early extinguishment of debt	-	11.4	114.0	-	-
Depreciation and amortization	11.2	8.6	18.6	17.0	16.6
Amortization of intangibles	26.0	24.8	49.5	50.7	53.9
Change in fair value of derivative instruments	(2.4)	(0.9)	(2.2)	(7.0)	4.9
Equity based compensation expense	4.6	3.6	8.5	8.4	3.7
Foreign currency losses (gains)	13.4	1.5	(0.8)	(0.6)	0.3
Inventory write-down	-	-	-	-	0.4
M&A transaction & integration expenses	-	-	-	0.5	1.4
Pension settlement	-	-	4.4	-	-
Legal and consulting expenses	-	-	(1.2)	9.9	4.2
Joint venture termination	-	-	-	1.7	-
Provision for uncollectible accounts	-	-	-	0.4	(2.0)
Severance and related costs	-	-	-	1.1	3.2
Franchise taxes	-	-	-	0.4	0.7
Closed locations	-	-	-	-	(0.7)
Other expenses	0.8	(1.2)	0.6	2.2	(1.4)
Adjusted EBITDA	\$ 202.7	\$ 238.8	\$ 463.2	\$ 360.5	\$ 224.2

Adjusted Gross Profit GAAP Reconciliation

(\$ in millions)	Six months ended June 30		December 31		
	2013	2012	2012	2011	2010
Gross Profit	\$ 490.5	\$ 478.2	\$ 1,013.7	\$ 708.2	\$ 518.1
Depreciation and amortization	11.2	8.6	18.6	17.0	16.6
Amortization of intangibles	26.0	24.8	49.5	50.7	53.9
(Decrease) increase in LIFO reserve	(15.6)	18.5	(24.1)	73.7	74.6
Adjusted Gross Profit	\$ 512.1	\$ 530.1	\$ 1,057.7	\$ 849.6	\$ 663.2