

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>GS CAPITAL PARTNERS V GMBH & CO. KG</u> (Last) (First) (Middle) <u>MESSETURM</u> <u>FRIEDRICH-EBERT-ANLAGE 49</u> (Street) <u>FRANKFURT</u> <u>AM MAIN 2M 60308</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2013</u>	
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	11/13/2013		S		17,489,233	D	\$28.5	7,017	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

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					

1. Name and Address of Reporting Person*
GS CAPITAL PARTNERS V GMBH & CO. KG
 (Last) (First) (Middle)
MESSETURM
FRIEDRICH-EBERT-ANLAGE 49
 (Street)
FRANKFURT AM 2M 60308
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS Capital Partners VI Fund, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS Capital Partners VI GmbH & Co KG](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS Capital Partners VI Offshore Fund, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS Capital Partners VI Parallel LP](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional") (continued in footnote 2).

2. GS Capital Partners V Offshore Fund, L.P. ("GS V Offshore"), GS Capital Partners VI Fund, L.P. ("GS Capital VI"), GS Capital Partners VI GmbH & Co. KG ("GS Germany VI"), GS Capital Partners VI Offshore Fund, L.P. ("GS VI Offshore"), GS Capital Partners VI Parallel, L.P. ("GS VI Parallel" and, together with GS Capital V, GS Germany V, GS V Institutional, GS V Offshore, GS Capital VI, GS Germany VI and GS VI Offshore, the "Funds" and, together with GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors and GS Advisors VI, collectively, the "Reporting Persons").

3. Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

4. Pursuant to an underwriting agreement, dated November 6, 2013 (the "Underwriting Agreement"), and in connection with the registered public offering (the "Offering") of shares of common stock, par value \$0.01 per share (the "Common Stock"), of MRC Global Inc. (the "Company"), pursuant to the prospectus supplement to the prospectus filed by the Company on November 8, 2013 (the "Prospectus Supplement"), which offering was consummated on November 13, 2013, the Funds sold 17,489,233 shares of Common Stock. The public offering price in the Offering of Common Stock was \$28.90 per share of Common Stock and the underwriting discount was \$0.40 per share of Common Stock. Accordingly, the Reporting Persons sold an aggregate of 17,489,233 shares of Common Stock and received a price per share of \$28.50 (which is net of underwriting discounts and commissions) for an aggregate amount of \$498,443,140.50.

5. GS Group may be deemed to beneficially own, in the aggregate, 968 shares of restricted stock, consisting of 484 shares of restricted stock granted to each of Christopher A.S. Crampton and John F. Daly in their capacity as directors of the Company pursuant to the Company's 2011 Omnibus Incentive Plan. Messrs. Crampton and Daly, each a managing director of Goldman Sachs, each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group. In addition, an additional 6,049 shares are beneficially owned directly by Goldman Sachs and indirectly by GS Group. Goldman Sachs is the investment manager of certain of the Funds. Goldman Sachs holds an open short position of 48 shares of Common Stock, due to an exempt transaction.

6. The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

[/s/ Kevin P. Treanor, Attorney-](#) [11/15/2013](#)
[in-fact](#)

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[in-fact](#)

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[in-fact](#)

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[in-fact](#)

[/s/ Kevin P. Treanor, Attorney-](#) [11/15/2013](#)
[in-fact](#)

** 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.