

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

| OMB APPROVAL | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Witt Karl</u> (Last) (First) (Middle) FULBRIGHT TOWER, 1301 MCKINNEY ST., SUITE 2300 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2020 | |
| 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 | 02/10/2020 | | A | | 17,202 ⁽¹⁾ | A | \$0.00 | 86,950 | D | |
| Common Stock | 02/10/2020 | | A | | 10,008 ⁽²⁾ | A | \$0.00 | 96,958 | D | |
| Common Stock | 02/10/2020 | | A | | 9,990 ⁽³⁾ | A | \$0.00 | 106,948 | D | |
| Common Stock | 02/10/2020 | | F | | 4,097 ⁽⁴⁾ | D | \$10.8 | 102,851 | D | |
| Common Stock | 02/11/2020 | | F | | 1,684 ⁽⁵⁾ | D | \$11.12 | 101,167 | D | |

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) | | 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) | | | | | |

Explanation of Responses:

- On February 10, 2020, the reporting person received 17,202 Restricted Stock Units (the "February 2020 Annual Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock. 34% of the February 2020 Annual Grant will vest on February 10, 2021 and 33% of the February 2020 Annual Grant will vest on each of February 10, 2022 and February 10, 2023, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- On February 10, 2020 the reporting person was awarded 10,008 Restricted Stock Units. Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock, all of which will vest on February 10, 2023, conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- The reporting person acquired these shares upon the settlement of certain Performance Share Units of the issuer.
- The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the settlement of certain Performance Share Units of the issuer.
- The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer's Common Stock.

Remarks:

SVP US Operations

/s/ Ann D. Garnett, by power of attorney 02/12/2020

** 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.