

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>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</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>11/15/2012</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	11/15/2012		s		23,000,000	D	\$21.065	55,532,208	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

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)					

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GSCP V ADVISORS, L.L.C.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GSCP V OFFSHORE ADVISORS, L.L.C.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GS ADVISORS V, L.L.C.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GOLDMAN, SACHS MANAGEMENT GP
GMBH](#)

(Last) (First) (Middle)

MESSETURM

FRIEDRICH-EBERT-ANLAGE 49

(Street)

FRANKFURT AM 2M 2M 0000
MAIN 60323

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GSCP VI Advisors, L.L.C.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GSCP VI Offshore Advisors, L.L.C.](#)

(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 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 Advisors VI, L.L.C.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

Explanation of Responses:

- 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),
- 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 PVF Holdings LLC ("PVF") (GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, GS Advisors VI, the Funds and PVF, collectively, the "Reporting Persons").
- Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- Pursuant to an underwriting agreement, dated November 8, 2012 (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 9, 2012 (the "Prospectus Supplement"), which Offering was consummated on November 15, 2012, PVF sold 23,000,000 shares of Common Stock. Pursuant to the Prospectus Supplement, the public offering price in the Offering of Common Stock by the Company was \$22.00 per share of Common Stock and the underwriting discount was \$0.935 per share of Common Stock. Accordingly, the Reporting Persons sold an aggregate of 23,000,000 shares of Common Stock and received a price per share of \$21.065 (which is net of underwriting discounts and commissions) for an aggregate amount of \$484,495,000.00.
- The 55,532,208 shares of Common Stock of the Company reported herein are beneficially owned directly by PVF. The Funds are members of PVF and own common units of PVF. At this time, the Funds' common units of PVF correspond to 33,839,587 shares of Common Stock. The common units of PVF that correspond to the balance of Common Stock owned directly by PVF are held by former shareholders of the Company's predecessor companies, including McJunkin Corporation, Red Man Pipe & Supply Co., and Transmark Fcx Group B.V., as well as certain employees, officers and directors of the Company.
- Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, all of the Common Stock owned directly by PVF through the Funds because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds and (ii) the Funds control PVF and have the power to vote or dispose of the Common Stock owned by PVF. Goldman Sachs is a wholly-owned subsidiary of 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.
- GS Capital V and its general partner, GSCP V Advisors, may be deemed to beneficially own indirectly 9,525,218 shares of Common Stock. GS V Offshore and its general partner, GSCP V Offshore Advisors, may be deemed to beneficially own indirectly 4,920,329 shares of Common Stock. GS V Institutional and its general partner, GS Advisors V, may be deemed to beneficially own indirectly 3,266,327 shares of Common Stock. GS Germany V and its general partner, GS GmbH, may be deemed to beneficially own indirectly 377,642 shares of Common Stock. GS Capital VI and its general partner, GSCP VI Advisors, may be deemed to beneficially own indirectly 7,351,988 shares of Common Stock (continued in footnote 8).
- GS VI Offshore and its general partner, GSCP VI Offshore Advisors, may be deemed to beneficially own indirectly 6,115,124 shares of Common Stock. GS VI Parallel and its general partner, GS Advisors VI, may be deemed to beneficially own indirectly 2,021,670 shares of Common Stock. GS Germany VI and its general partner, GS GmbH, may be deemed to beneficially own indirectly 261,289 shares of Common Stock.
- 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-in-fact](#) [11/19/2012](#)

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[/s/ Kevin P. Treanor, Attorney-in-fact](#) [11/19/2012](#)

** 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.

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