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

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**FORM 8-K**

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

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**Date of Report: May 13, 2013  
Date of earliest event reported: May 13, 2013**

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

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-134579**  
(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**

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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 8.01 Other Events.**

On May 13, 2013, MRC Global Inc. (the “Company”) issued a press release announcing that its largest shareholder, PVF Holdings LLC (“PVF Holdings”), has distributed all of its shares of common stock of the Company to the owners of PVF Holdings. A copy of this press release is filed as Exhibit 99.1 hereto and incorporated by reference herein.

In addition, on May 13, 2013, the Company filed a prospectus supplement registering for resale 29,081,987 shares of the Company’s common stock for the benefit of the former members of PVF Holdings. The Company has attached as Exhibit 5.1 to this Form 8-K a legality opinion with respect to the shares being registered.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

- 5.1 Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
- 23.1 Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)
- 99.1 Press Release dated May 13, 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: May 13, 2013

MRC GLOBAL INC.

By: /s/ Daniel J. Churay  
Daniel J. Churay  
Executive Vice President – Corporate Affairs, General  
Counsel and Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)
99.1	Press Release dated May 13, 2013

May 13, 2013

MRC Global Inc.  
2 Houston Center  
909 Fannin, Suite 3100  
Houston, Texas 77010

Ladies and Gentlemen:

We have acted as counsel to MRC Global Inc., a Delaware corporation (the "Company"), in connection with (i) the Company's Registration Statement on Form S-3 (Registration No. 333-187034) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the issuance and sale by the Company or the sale by certain selling stockholders from time to time as set forth in the prospectus contained in the Registration Statement (the "Prospectus") and as may be set forth in one or more supplements to the Prospectus of shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") and (ii) a supplement to the Prospectus (the "Prospectus Supplement") relating to the registration for resale of 29,081,987 shares of Common Stock (the "Shares"). With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part, except to the extent otherwise expressly stated, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed, facsimile, electronic or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed, facsimile, electronic or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized by the Company and are validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Constitution of the State of Delaware, in each case as currently in effect, and reported judicial decisions interpreting such provisions of the DGCL and the Constitution of the State of Delaware. The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond

the matters expressly stated herein. We undertake no obligation to supplement this letter if any applicable laws change after the effectiveness of the Registration Statement or if we become aware of any facts that might change the opinion expressed herein after that date or for any other reason.

We hereby consent to the filing of this opinion as an exhibit to the report on Form 8-K filed by the Company on the date hereof and which is incorporated by reference into the Registration Statement and to the references to this firm under the caption "Legal Matters" in the Prospectus Supplement. In giving these consents, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Fried, Frank, Harris, Shriver & Jacobson LLP  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

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FOR IMMEDIATE RELEASE

Contacts:

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 713-529-6600

**MRC GLOBAL INC. ANNOUNCES DISTRIBUTION OF SHARES BY PVF HOLDINGS LLC**

**HOUSTON, TX – MAY 13, 2013** – MRC Global Inc. (NYSE:MRC) today announced that its largest shareholder, PVF Holdings LLC, has distributed all of its shares of the common stock of MRC Global to the owners of PVF Holdings.

Andrew R. Lane, MRC's chairman, president and chief executive officer, stated, "This action today by PVF Holdings is one of the final steps in the natural evolution of MRC going from a company that is private equity sponsored and owned to a company whose shares are publicly traded."

PVF Holdings was formed in 2006 in connection with MRC Global's acquisition of McJunkin Corporation and utilized for the acquisition of other legacy companies. The over 400 owners of PVF Holdings include many of the former owners and employees of these predecessor businesses as well as investment funds managed by the Merchant Banking Division of The Goldman Sachs Group, Inc. (Goldman Sachs MBD).

Prior to MRC Global's initial public offering in April 2012, PVF Holdings owned 99.6% of the common stock of MRC Global. As a result of the initial public offering and two subsequent follow-on offerings in November 2012 and March 2013, PVF Holdings beneficially owned 28.6% of the common stock of MRC Global. Immediately following this distribution, Goldman Sachs MBD beneficially owns 17.2% of the outstanding common stock of MRC Global, and none of the other over 400 individual owners of PVF Holdings own more than 1.0% of the shares (except for Transmark N.V., which owns 1.8% of the shares). The average number of shares distributed to each individual holder (excluding Goldman Sachs MBD) is approximately 28,800 shares. PVF Holdings has informed MRC Global that PVF Holdings expects to dissolve and wind up its affairs.

In connection with the distribution, MRC Global has registered all 29,081,987 shares distributed for resale by filing a prospectus supplement to the company's automatic shelf registration statement relating to MRC Global's common stock. The company will not receive any of the proceeds of any of the shares that may be sold pursuant to this registration. Each equity owner of PVF Holdings who receives MRC Global shares as a result of PVF Holdings distribution will individually determine if and when that shareholder desires to sell the shareholder's shares.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or jurisdiction.

The company has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the company, any underwriter or any dealer participating in the offering (if any) will arrange to send you the prospectus if you request it by calling the issuer toll-free at 877-294-7574.

**About MRC Global Inc.**

Headquartered in Houston, Texas, MRC, a Fortune 500 company, is the largest global distributor, based on sales, of pipe, valves and fittings (PVF) and related products and services to the energy and industrial sectors and supplies these products and services across each of the upstream, midstream and downstream sectors.

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