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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5956993
(I.R.S Employer
Identification No.)

**1301 McKinney Street, Suite 2300
Houston, Texas 77010
(877) 294-7574**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

MRC GLOBAL INC. OMNIBUS INCENTIVE PLAN, as amended
(Full title of the plan)

Daniel J. Churay
Executive Vice President – Corporate Affairs, General Counsel and Corporate Secretary
MRC Global Inc.

**1301 McKinney Street, Suite 2300
Houston, Texas 77010
Telephone: (877) 294-7574**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brian P. Fenske
Norton Rose Fulbright US LLP
1301 McKinney, Suite 5100
Houston, Texas 77010
Telephone: (713) 651-5557
Facsimile: (713) 651-5246

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On May 5, 2022, at the 2022 Annual Meeting of Stockholders of MRC Global Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Amendment”) to the MRC Global Inc. Omnibus Incentive Plan (as amended, the “Plan”). The Amendment provides that an additional 3,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), may be issued under the Plan (the “Additional Shares”).

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Company to register the Additional Shares. The Additional Shares are in addition to (i) the 2,500,000 shares of Common Stock that may be issued under the Plan pursuant to the Company’s Registration Statement on Form S-8 ([File No. 333-231222](#)) filed with the Securities and Exchange Commission (the “Commission”) on May 3, 2019, (ii) the 4,250,000 shares (less the 102,525 Remaining Shares, which is defined therein) of Common Stock that may be issued under the Plan pursuant to the Company’s Registration Statement on Form S-8 ([File No. 333-206455](#)) filed with the Commission on August 18, 2015, and (iii) the 3,250,000 shares of Common Stock that may be issued under the Plan pursuant to the Company’s Registration Statement on Form S-8 ([File No. 333-180777](#)) filed with the Commission on April 17, 2012 (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement, except to the extent supplemented, amended and superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation of MRC Global Inc. dated April 11, 2012. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on April 17, 2012, File No. 001-35479).
4.2	Amended and Restated Bylaws of MRC Global Inc. dated November 7, 2013. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 13, 2013, File No. 001-35479).
4.3	Certificate of Designations, Preferences, Rights and Limitations of Series A Convertible Perpetual Preferred Stock of MRC Global Inc. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015, File No. 001-35479).
5.1*	Opinion of Norton Rose Fulbright US LLP regarding legality of securities being registered.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Norton Rose Fulbright US LLP (contained in Exhibit 5.1).
24.1*	Power of Attorney (included as part of signature page to this Registration Statement).

- 99.1 [Amendment to the MRC Global Inc. Omnibus Incentive Plan, as amended, approved by the stockholders on May 5, 2022 \(Incorporated by reference to Annex A to the Schedule 14A Definitive Proxy Statement of MRC Global Inc. filed with the SEC on March 23, 2022, File No. 001-35479\).](#)
- 99.2 [MRC Global Inc. 2011 Omnibus Incentive Plan. \(Incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K of MRC Global Inc., filed with the SEC on March 5, 2012, File No. 001-35479\).](#)
- 99.3 [Amendment to the MRC Global Inc. 2011 Omnibus Incentive Plan, approved by the stockholders on April 29, 2015 \(Incorporated by reference to Annex A to the Schedule 14A Definitive Proxy Statement of MRC Global Inc. filed with the SEC on March 25, 2015, File No. 001-35479\).](#)
- 99.4 [Amendment to the MRC Global Inc. 2011 Omnibus Incentive Plan, as amended, approved by the stockholders on April 30, 2019 \(Incorporated by reference to Exhibit 99.3 to the Form S-8 of MRC Global Inc., filed with the SEC on May 3, 2019, File No. 333-231222\).](#)
- 107* [Filing Fee Table](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, MRC Global Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 15, 2022.

MRC GLOBAL INC.

By: /s/ Daniel J. Churay

Daniel J. Churay
Executive Vice President – Corporate Affairs, General
Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, the undersigned officers and directors of MRC Global Inc., hereby severally constitute and appoint Rob Saltiel, Kelly Youngblood and Daniel J. Churay, and each of them singly (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Saltiel, Jr.</u> Robert J. Saltiel, Jr.	President and Chief Executive Officer (principal executive officer)	June 15, 2022
<u>/s/ Kelly Youngblood</u> Kelly Youngblood	Executive Vice President and Chief Financial Officer (principal financial officer)	June 15, 2022
<u>/s/ Gillian Anderson</u> Gillian Anderson	Vice President and Chief Accounting Officer (principal accounting officer)	June 15, 2022
<u>/s/ Robert L. Wood</u> Robert L. Wood	Chairman	June 15, 2022
<u>/s/ Deborah G. Adams</u> Deborah G. Adams	Director	June 15, 2022
<u>/s/ Leonard M. Anthony</u> Leonard M. Anthony	Director	June 15, 2022

<u>/s/ Henry Cornell</u> Henry Cornell	Director	June 15, 2022
<u>/s/ George J. Damiris</u> George J. Damiris	Director	June 15, 2022
<u>/s/ Barbara J. Duganier</u> Barbara J. Duganier	Director	June 15, 2022
<u>/s/ Ronald L. Jadin</u> Ronald L. Jadin	Director	June 15, 2022
<u>/s/ Dr. Cornelis Adrianus Linse</u> Dr. Cornelis Adrianus Linse	Director	June 15, 2022



Norton Rose Fulbright US LLP
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June 15, 2022

MRC Global Inc.
1301 McKinney Street, Suite 2300
Houston, TX 77010

Ladies and Gentlemen:

We have acted as counsel to MRC Global Inc., a Delaware corporation (the “Company”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of an additional 3,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, that are reserved for issuance under the MRC Global Inc. Omnibus Incentive Plan, as amended (the “Plan”), as described in the Company’s Registration Statement on Form S-8 (as may subsequently be amended, the “Registration Statement”), which was filed with the Securities and Exchange Commission (the “SEC”) on June 15, 2022.

In connection with the foregoing, we have examined the Plan and originals or copies of certain corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. We have assumed that the persons identified to us as officers of the Company are actually serving as such and that any certificates representing the Shares will be properly executed by one or more such persons. We have assumed the effectiveness of the Registration Statement pursuant to the Securities Act. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, that the Company will receive any required consideration for such Shares and the legal capacity of each individual who signed any of those documents.

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP, Norton Rose Fulbright South Africa (incorporated as Deneys Reitz, Inc.), each of which is a separate legal entity, are members of Norton Rose Fulbright Verein, a Swiss Verein. Details of each entity, with certain regulatory information, are at nortonrosefulbright.com. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited exclusively to applicable federal laws of the United States of America, and applicable provisions of, respectively, the Delaware Constitution, the Delaware General Corporation Law and reported judicial interpretations of such law, in each case as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

Norton Rose Fulbright US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the MRC Global Inc. Omnibus Incentive Plan, as amended of our reports dated February 16, 2022, with respect to the consolidated financial statements of MRC Global Inc. and the effectiveness of internal control over financial reporting of MRC Global Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas

June 15, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

MRC GLOBAL INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)(2)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Rule 457(c) and Rule 457(h)	3,000,000	\$11.81	\$35,430,000.00	\$92.70 per \$1,000,000	\$3,284.36
Total Offering Amounts					\$35,430,000.00		\$3,284.36
Total Fee Offsets							—
Net Fee Due							\$3,284.36

- (1) This Registration Statement also includes such additional number of shares of MRC Global Inc. common stock, par value \$0.01 per share (“Common Stock”), issuable under the MRC Global Inc. Omnibus Incentive Plan, as amended (the “Incentive Plan”), as may be required in the event of a stock split, stock dividend or similar transaction in accordance with Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Represents 3,000,000 additional shares of Common Stock reserved for future issuances under the Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act, based upon the average of the high and low prices of the registrant’s Common Stock on the New York Stock Exchange on June 8, 2022.