

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Mario Investments LLC</u>  (Last) (First) (Middle) C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/10/2015	3. Issuer Name and Ticker or Trading Symbol <u>MRC GLOBAL INC. [ MRC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,849	D <sup>(4)(7)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
6.5% Series A Convertible Perpetual Preferred Stock	(3)	(3)	Common Stock	20,302,009.2	17.88	D <sup>(1)(2)(5)(7)</sup>	
Stock Option (right to buy)	(6)	(6)	Common Stock	9,415	24.07	D <sup>(6)(7)</sup>	

1. Name and Address of Reporting Person\*  
Mario Investments LLC  
 (Last) (First) (Middle)  
 C/O DAVIS POLK & WARDWELL LLP  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cornell Capital Special Situations Partners II LP  
 (Last) (First) (Middle)  
 C/O DAVIS POLK AND WARDWELL LLP  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cornell Capital GP II LP  
 (Last) (First) (Middle)  
 C/O DAVIS POLK & WARDWELL LLP  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

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NEW YORK NY 10017

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[Cornell Investment Partners LLC](#)

(Last) (First) (Middle)  
C/O DAVIS POLK & WARDWELL LLP  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Cornell Henry](#)

(Last) (First) (Middle)  
C/O DAVIS POLK & WARDWELL LLP  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is being filed jointly by Mario Investments LLC ("Mario"), Cornell Capital Special Situations Partners II LP ("Cornell Special Situations II"), Cornell Capital GP II LP ("Cornell GP II"), Cornell Investment Partners LLC ("Cornell Investment Partners") and Henry Cornell ("Mr. Cornell" and, together with Mario, Cornell Special Situations II, Cornell GP II and Cornell Investment Partners, the "Reporting Persons"). Mr. Cornell is the sole member of Cornell Investment Partners, which is the general partner of Cornell GP II, which is the general partner of Cornell Special Situations II, which is the sole member of Mario.
2. On May 19, 2015, the Issuer entered into a Purchase Agreement (the "Purchase Agreement") with Mario, pursuant to which the Issuer agreed to issue and sell to Mario an aggregate of 363,000 shares of its 6.50% Series A Convertible Perpetual Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), for an aggregate purchase price of \$363 million, or \$1,000 per share, in a privately negotiated transaction. The transactions contemplated by the Purchase Agreement closed on June 10, 2015 (the "Issuance Date"), at which time the Series A Preferred Stock was issued to Mario.
3. The Series A Preferred Stock is convertible at the option of Mario at any time after the Issuance Date and, under certain circumstances, as required by the Issuer, into shares of Common Stock at an initial conversion rate of 55.9284 shares of Common Stock for each share of Series A Preferred Stock, which represents an initial conversion price of approximately \$17.88 per share of Common Stock, subject to adjustment for stock splits and other similar corporate transactions. The Series A Preferred Stock does not have an expiration date.
4. Mr. Cornell is the direct beneficial owner of these shares of Common Stock.
5. Mario is the direct beneficial owner of these shares of Series A Preferred Stock. Cornell Special Situations II, Cornell GP II, Cornell Investment Partners and Mr. Cornell are indirect beneficial owners of these shares of Series A Preferred Stock.
6. Mr. Cornell is the direct beneficial owner of these stock options. The stock options are fully exercisable, and expire on November 14, 2015, which is 180 days after Mr. Cornell's termination of service as a director of the Issuer.
7. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in Table I and Table II except to the extent of its pecuniary interest therein, if any.

[/s/ Joanna Reiss, Attorney-in-fact for Mario Investments LLC](#) 06/19/2015  
[/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital Special Situations Partners II LP](#) 06/19/2015  
[/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital GP II LP](#) 06/19/2015  
[/s/ Joanna Reiss, Attorney-in-fact for Cornell Investment Partners LLC](#) 06/19/2015  
[/s/ Joanna Reiss, Attorney-in-fact for Henry Cornell](#) 06/19/2015  
\*\* 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 5 (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.**

## POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints each of Henry Cornell and Joanna Reiss, or any of them signing singly, and with full power of substitution, as the undersigned's true and lawful attorneys-in-fact to prepare, execute and file, or cause to be prepared, executed and filed, with the U.S. Securities and Exchange Commission ("SEC") for the undersigned and in the undersigned's name in connection with certain transactions of common stock, par value \$0.01 per share, of MRC Global Inc., a Delaware corporation (the "Company"):

(1) the Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership on Form 4 and any Annual Statement of Changes in Beneficial Ownership on Form 5, or any similar or successor form, which may be required to be filed by the undersigned pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the SEC and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10<sup>th</sup> day of June, 2015.

### MARIO INVESTMENTS LLC

By: Cornell Special Situations Partners II LP, its sole member

By: Cornell Capital GP II LP, its general partner

By: Cornell Investment Partners LLC, its general partner

By: Henry Cornell, its sole member

By: /s/ Henry Cornell

Name: Henry Cornell

## POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints each of Henry Cornell and Joanna Reiss, or any of them signing singly, and with full power of substitution, as the undersigned's true and lawful attorneys-in-fact to prepare, execute and file, or cause to be prepared, executed and filed, with the U.S. Securities and Exchange Commission ("SEC") for the undersigned and in the undersigned's name in connection with certain transactions of common stock, par value \$0.01 per share, of MRC Global Inc., a Delaware corporation (the "Company"):

(1) the Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership on Form 4 and any Annual Statement of Changes in Beneficial Ownership on Form 5, or any similar or successor form, which may be required to be filed by the undersigned pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the SEC and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10<sup>th</sup> day of June, 2015.

### **CORNELL CAPITAL SPECIAL SITUATIONS PARTNERS II LP**

By: Cornell Capital GP II LP, its general partner  
By: Cornell Investment Partners LLC, its general partner  
By: Henry Cornell, its sole member  
By: /s/ Henry Cornell  
Name: Henry Cornell

## POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints each of Henry Cornell and Joanna Reiss, or any of them signing singly, and with full power of substitution, as the undersigned's true and lawful attorneys-in-fact to prepare, execute and file, or cause to be prepared, executed and filed, with the U.S. Securities and Exchange Commission ("SEC") for the undersigned and in the undersigned's name in connection with certain transactions of common stock, par value \$0.01 per share, of MRC Global Inc., a Delaware corporation (the "Company"):

(1) the Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership on Form 4 and any Annual Statement of Changes in Beneficial Ownership on Form 5, or any similar or successor form, which may be required to be filed by the undersigned pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the SEC and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10<sup>th</sup> day of June, 2015.

### CORNELL CAPITAL GP II LP

By: Cornell Investment Partners LLC, its general partner

By: Henry Cornell, its sole member

By: /s/ Henry Cornell

Name: Henry Cornell

## POWER OF ATTORNEY

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**CORNELL INVESTMENT PARTNERS LLC**

By: Henry Cornell, its sole member

By: /s/ Henry Cornell

Name: Henry Cornell

## POWER OF ATTORNEY

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(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10<sup>th</sup> day of June, 2015.

/s/ Henry Cornell

Henry Cornell