

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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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* GOLDMAN SACHS GROUP INC _____ (Last) (First) (Middle) 200 WEST STREET _____ (Street) NEW YORK NY 10282 _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol MRC GLOBAL INC. [MRC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/10/2012 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

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 | | | | | | | | 78,532,208 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (right to buy) | \$21.45 | 07/10/2012 | | A | | 35,958 | | 07/10/2013 | 07/10/2022 | Common Stock | 35,958 | \$0 | 35,958 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁸⁾⁽⁹⁾ |

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)

(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

(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)

200 WEST STREET

(Street)

NEW YORK NY 10282

(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 Advisors VI, 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)

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1).
2. See Exhibit 99.1 for text of footnote (2).
3. See Exhibit 99.1 for text of footnote (3).
4. See Exhibit 99.1 for text of footnote (4).
5. See Exhibit 99.1 for text of footnote (5).
6. See Exhibit 99.1 for text of footnote (6).
7. See Exhibit 99.1 for text of footnote (7).
8. See Exhibit 99.1 for text of footnote (8).
9. See Exhibit 99.1 for text of footnote (9).

Remarks:

[/s/ Kevin P. Treanor, Attorney-in-fact](#) 07/13/2012

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[/s/ Kevin P. Treanor, Attorney-in-fact](#) 07/13/2012

** 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.

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.

(1) 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).

(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”).

(3) Due to the electronic system’s limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(4) The 78,532,208 shares of common stock, par value \$0.01 per share (“Common Stock”), of MRC Global Inc. (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 47,853,611 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.

(5) 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.

(6) GS Capital V and its general partner, GSCP V Advisors, may be deemed to beneficially own indirectly 13,469,906 shares of Common Stock. GS V Offshore and its general partner, GSCP V Offshore Advisors, may be deemed to beneficially own indirectly 6,957,990 shares of Common Stock. GS V Institutional and its general partner, GS Advisors V, may be deemed to beneficially own indirectly 4,619,014 shares of Common Stock. GS Germany V and its general partner, GS GmbH, may be deemed to beneficially own indirectly 534,035 shares of Common Stock. GS Capital VI and its general partner, GSCP VI Advisors, may be deemed to beneficially own indirectly 10,396,674 shares of Common Stock (continued in footnote 7).

(7) GS VI Offshore and its general partner, GSCP VI Offshore Advisors, may be deemed to beneficially own indirectly 8,647,587 shares of Common Stock. GS VI Parallel and its general partner, GS Advisors VI, may be deemed to beneficially own indirectly 2,858,907 shares of Common Stock. GS Germany VI and its general partner, GS GmbH, may be deemed to beneficially own indirectly 369,498 shares of Common Stock.

(8) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person 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.

(9) GS Group may be deemed to beneficially own, in the aggregate, 35,958 options, consisting of 11,986 options granted to each of Christopher A.S. Crampton, Henry Cornell and John F. Daly in their capacity as directors of the Company pursuant to the MRC Global Inc. 2011 Omnibus Incentive Plan. Messrs. Cornell and Daly, each a managing director of Goldman Sachs, and Mr. Crampton, a vice president of Goldman Sachs, each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.