

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Cornell Henry</u> <hr/> (Last) (First) (Middle) C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 <sup>(1)</sup>	05/07/2024		A		12,196 <sup>(2)</sup>	A	\$0.00	96,370 <sup>(3)(5)</sup>	D	
Common Stock <sup>(1)</sup>								10 <sup>(4)(5)</sup>	I	See footnote <sup>(4)</sup>

**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					

1. Name and Address of Reporting Person\*  
Cornell Henry  


---

 (Last) (First) (Middle)  
 C/O CORNELL CAPITAL LLC  
 499 PARK AVENUE, 21ST FLOOR  


---

 (Street)  
 NEW YORK NY 10022  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cornell Capital Special Situations Partners II LP  


---

 (Last) (First) (Middle)  
 C/O CORNELL CAPITAL LLC  
 499 PARK AVENUE, 21ST FLOOR  


---

 (Street)  
 NEW YORK NY 10022  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cornell Capital GP II LP

(Last) (First) (Middle)  
C/O CORNELL CAPITAL LLC  
499 PARK AVENUE, 21ST FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

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

(Last) (First) (Middle)  
C/O CORNELL CAPITAL LLC  
499 PARK AVENUE, 21ST FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Mario Investments LLC](#)

(Last) (First) (Middle)  
C/O CORNELL CAPITAL LLC  
499 PARK AVENUE, 21ST FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is being filed jointly by Henry Cornell ("Mr. Cornell"), 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 Mario Investments LLC ("Mario" and, together with Mr. Cornell, 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. In addition, on June 10, 2018, Mr. Cornell was appointed to the Board of Directors of the Issuer (the "Board").
2. Represents shares of restricted common stock awarded to the reporting person on 05/07/2024 that will vest on 05/07/2025, conditioned on the reporting person's continued service as a director of the issuer through the earlier of that date and the end of the director's term and subject to (a) pro-rata vesting if the reporting person's service as a director terminates prior to the end of the director's term and (b) accelerated vesting under certain circumstances.
3. Mr. Cornell is the direct beneficial owner of these shares of common stock.
4. Reflects shares held by Mr. Cornell's minor son.
5. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.

[/s/ Henry Cornell](#) [05/09/2024](#)

[/s/ Henry Cornell, Attorney-in-fact for Cornell Capital Special Situations Partners II LP](#) [05/09/2024](#)

[/s/ Henry Cornell, Attorney-in-fact for Cornell Capital GP II LP](#) [05/09/2024](#)

[/s/ Henry Cornell, Attorney-in-fact for Cornell Investment Partners LLC](#) [05/09/2024](#)

[/s/ Henry Cornell, Attorney-in-fact for Mario Investments LLC](#) [05/09/2024](#)

\*\* 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.**