

Mario Investments LLC
 Form 4
 June 12, 2018

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mario Investments LLC

2. Issuer Name and Ticker or Trading Symbol
 MRC GLOBAL INC. [MRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O DAVIS POLK & WARDWELL LLP, 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock ⁽¹⁾ | 06/10/2018 | | A | 5,574 ⁽²⁾ | \$ 0 19,137 ^{(3) (5)} | D | |
| Common Stock ⁽¹⁾ | | | | | 10 ^{(4) (5)} | I | See Footnote ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mario Investments LLC C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Cornell Capital Special Situations Partners II LP C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| Cornell Capital GP II LP C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| Cornell Investment Partners LLC C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| Cornell Henry C/O DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |

Signatures

/s/ Joanna Reiss, Attorney-in-fact for Mario Investments LLC

06/12/2018

**Signature of Reporting Person

Date

06/12/2018

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/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital Special Situations Partners II LP

__Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital GP II LP

06/12/2018

__Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Cornell Investment Partners LLC

06/12/2018

__Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Henry Cornell

06/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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. In addition, on June 10, 2018, Mr. Cornell was appointed to the Board of Directors of the Issuer (the "Board").

- (1) Represents shares of restricted Common Stock awarded to Mr. Cornell on 06/10/2018 in his capacity as a member of the Board that will vest on 06/10/2019, conditioned on Mr. Cornell's continued service as a member of the Board and subject to (a) pro-rata vesting if Mr. Cornell's service as a member of the Board terminates prior to 06/10/2019 and (b) accelerated vesting under certain circumstances.
- (2) Mr. Cornell is the direct beneficial owner of these shares of Common Stock.
- (3) Reflects shares held by Mr. Cornell's minor son.
- (4) Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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