

MRC GLOBAL INC.
Form 3
April 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	MRC GLOBAL INC. [MRC]	
(Last)	(First)	(Middle)	04/11/2012		
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, Â NY Â 10282			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person		
			<input checked="" 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	84,214,026	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^
GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^ X	^	^

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

04/11/2012

**Signature of Reporting Person

Date

04/11/2012

/s/ Kevin P. Treanor,
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Kevin P. Treanor, Attorney-in-fact 04/11/2012

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/s/ Kevin P. Treanor, Attorney-in-fact 04/11/2012

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/s/ Kevin P. Treanor, Attorney-in-fact 04/11/2012

__Signature of Reporting Person Date

/s/ Kevin P. Treanor, Attorney-in-fact 04/11/2012

__Signature of Reporting Person Date

/s/ Kevin P. Treanor, Attorney-in-fact 04/11/2012

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(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)

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The 84,214,026 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 correspond to 51,315,827 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 14,444,455 shares of Common Stock. GS V Offshore and its general partner, GSCP V Offshore Advisors, may be deemed to beneficially own indirectly 7,461,402 shares of Common Stock. GS V Institutional and its general partner, GS Advisors V, may be deemed to beneficially own indirectly 4,953,200 shares of Common Stock. GS Germany V and its general partner, GS GmbH, may be deemed to beneficially own indirectly 572,673 shares of Common Stock. GS Capital VI and its general partner, GSCP VI Advisors, may be deemed to beneficially own indirectly 11,148,876 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 9,273,241 shares of Common Stock. GS VI Parallel and its general partner, GS Advisors VI, may be deemed to beneficially own indirectly 3,065,749 shares of Common Stock. GS Germany VI and its general partner, GS GmbH, may be deemed to beneficially own indirectly 396,231 shares of Common Stock.

- (8) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity 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.

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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