

MRC GLOBAL INC.
Form 3
April 11, 2016

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 Stein Robert Wayne | | (Month/Day/Year) | MRC GLOBAL INC. [MRC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| FULBRIGHT TOWER,Â 1301 | | 04/01/2016 | | |
| MCKINNEY ST., SUITE 2300 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| HOUSTON,Â TXÂ 77010 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP - Business Development | |
| | | | | 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 | 27,402 ⁽¹⁾ | D | Â |
| Common Stock | 2,629 ⁽²⁾ | I | By Spouse |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|-----------|
| Stock Options (Right to Buy) | Â <u>(3)</u> | 02/18/2024 | Common Stock | 3,881 | \$ 29.3 | D | Â |
| Stock Options (Right to Buy) | Â <u>(3)</u> | 02/18/2024 | Common Stock | 242 | \$ 29.3 | I | By Spouse |
| Stock Options (Right to Buy) | Â <u>(4)</u> | 11/10/2021 | Common Stock | 552 | \$ 18.1 | I | By Spouse |
| Stock Options (Right to Buy) | Â <u>(5)</u> | 03/07/2023 | Common Stock | 613 | \$ 29.35 | I | By Spouse |
| Stock Options (Right to Buy) | Â <u>(5)</u> | 03/07/2023 | Common Stock | 5,033 | \$ 29.35 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stein Robert Wayne FULBRIGHT TOWER 1301 MCKINNEY ST., SUITE 2300 HOUSTON, TX 77010 | Â | Â | Â SVP - Business Development | Â |

Signatures

Ann D. Garnett 04/11/2016

__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) On 3/27/2007, the reporting person received 3,177 restricted shares of common stock, par value \$0.01 per share of MRC Global Inc. (the "Common Stock") which are now fully vested. On 3/7/2013, the reporting person received 690 restricted shares (the "March 2013 Grant") of Common Stock. 20% of the March 2013 Grant vested on each of 3/7/2014, 3/7/2015 and 3/7/2016, at which times 46, 37 and 114 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining March 2013 Grant, 20% will vest on each of 3/7/2017 and 3/7/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2014, the reporting person received 1,583 restricted shares (the "February 2014 Grant") of Common Stock. 25% of the February 2014 Grant vested on each of 2/18/2015 and 2/18/2016, at which times 129 and 105 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining February 2014 Grant, 25% will vest on each of 2/18/2017 and 2/18/2018, and each is subject to accelerated vesting under certain circumstances. On 2/17/2015, the reporting person received 10,008 restricted shares (the "February 2015 Grant") of Common Stock. 34% of the February 2015 Grant vested on 2/17/2016, at which time 3,151 shares of Common Stock were surrendered to satisfy tax withholding obligations, and 33% of the February 2015 Grant will vest on each of 2/17/2017 and 2/17/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2016, the reporting person received 13,889 Restricted Stock Units (the "February 2016 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the February 2016 Grant will vest on 2/18/2017 and 33% of the February 2016 Grant will vest on each of 2/18/2018 and 2/18/2019, each conditioned on the reporting person's continued service with the issuer through at least 2/18/2017 and subject to accelerated vesting under certain circumstances. On 5/13/2013, the reporting person received 437 shares of Common Stock in connection with an in-kind distribution of shares of Common Stock by PVF Holdings LLC to its members in accordance with the

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Amended and Restated Limited Liability Company Agreement of PVF Holdings LLC, dated October 31, 2007, as amended, with the closing price of the Common Stock on the New York Stock Exchange on the date of distribution of May 13, 2013 at \$31.28. The reporting person also personally acquired 1,200 shares of Common Stock.

- On 3/7/2013, the reporting person's spouse received 112 restricted shares (the "Spouse March 2013 Grant") of Common Stock. 20% of the Spouse March 2013 Grant vested on each of 3/7/2014, 3/7/2015 and 3/7/2016, at which times 8, 8 and 23 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining Spouse March 2013 Grant, 20% will vest on each of 3/7/2017 and 3/7/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2014, the reporting person's spouse received 150 restricted shares (the "Spouse February 2014 Grant") of Common Stock. 25% of the Spouse February 2014 Grant vested on each of 2/18/2015 and 2/18/2016, at which times 13 and 37 shares of Common Stock, respectively, were surrendered to satisfy tax withholding obligations. Of the remaining Spouse February 2014 Grant, 25% will vest on each of 2/18/2017 and 2/18/2018, and each is subject to accelerated vesting under certain circumstances. On 4/29/2015, the reporting person's spouse received 1,029 restricted shares (the "April 2015 Grant") of Common Stock. 34% of the April 2015 Grant will vest on 4/29/2016 and 33% of the April 2015 Grant will vest on each of 4/29/2017 and 4/29/2018, and each is subject to accelerated vesting under certain circumstances. On 2/18/2016, the reporting person's spouse received 1,427 Restricted Stock Units (the "Spouse February 2016 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the Spouse February 2016 Grant will vest on 2/18/2017 and 33% of the Spouse February 2016 Grant will vest on each of 2/18/2018 and 2/18/2019, each conditioned on the reporting person's continued service with the issuer through at least 2/18/2017 and subject to accelerated vesting under certain circumstances.
- (2) 25% of the options reported above vested and became exercisable on each of 3/7/2014, 3/7/2015 and 3/7/2016, and 25% of the options reported above will vest and become exercisable on 3/7/2017, and each is subject to accelerated vesting under certain circumstances.
 - (3) 33% of the options reported above vested and became exercisable on each of 2/18/2015 and 2/18/2016, and 34% of the options reported above will vest and become exercisable on 2/18/2017, and each is subject to accelerated vesting under certain circumstances.
 - (4) All of the options reported above are fully vested and exercisable.

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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