

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 *

Â Stein Robert Wayne

(Last)

(First)

(Middle)

FULBRIGHT TOWER,Â 1301
MCKINNEY ST., SUITE 2300

(Street)

HOUSTON,Â TXÂ 77010

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

SVP - Business Development

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ X Form filed by One Reporting
Person☐ 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 of5. Ownership
Form of
Derivative6. 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 (3)	02/18/2024	Common Stock	3,881	\$ 29.3	D	Â
Stock Options (Right to Buy)	Â (3)	02/18/2024	Common Stock	242	\$ 29.3	I	By Spouse
Stock Options (Right to Buy)	Â (4)	11/10/2021	Common Stock	552	\$ 18.1	I	By Spouse
Stock Options (Right to Buy)	Â (5)	03/07/2023	Common Stock	613	\$ 29.35	I	By Spouse
Stock Options (Right to Buy)	Â (5)	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.

- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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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