

MRC GLOBAL INC.
Form 4/A
September 11, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cornell Henry

(Last) (First) (Middle)

2 HOUSTON CENTER, 909
FANNIN, SUITE 3100

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/09/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Common Stock ⁽¹⁾	08/07/2013		A	(A) or (D) 1,246 ⁽²⁾	\$ 0 1,246 ⁽³⁾	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)
Stock Options (Right to Buy)	\$ 24.07	08/07/2013		A	9,415	08/07/2014 ⁽⁴⁾ 08/07/2023	Common Stock 9,415

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornell Henry 2 HOUSTON CENTER 909 FANNIN, SUITE 3100 HOUSTON, TX 77010		X		

Signatures

/s/ Henry
Cornell

09/11/2014

__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 amended Form 4 is being filed to reflect the deletion of the second transaction shown under each of Table I and Table II on the Reporting Person's original Form 4 filed on August 9, 2013, and amended Form 4 filed on May 1, 2014, which transactions incorrectly reported the transfer by the Reporting Person of a number of shares of restricted Common Stock and options, respectively to The Cornell Family Foundation. The transactions reflected on this amended Form 4 are not new transactions, but are included to allow access to the reporting system and accurately report the transactions that should have been reported on the original Form 4.
- All of the shares of Common Stock reported above were shares of restricted Common Stock that vested on 8/7/2014.
 - The Reporting Person resigned from Goldman, Sachs & Co. ("Goldman Sachs") effective 5/17/2013. Accordingly, the Reporting Person's Form 4 and other Section 16 filings no longer report beneficial ownership of shares or options held by affiliates of The Goldman Sachs Group, Inc. ("GS Group"), including options to purchase 11,986 shares of common stock, which were held by the Reporting Person for the benefit of GS Group as previously reported, as the Reporting Person no longer may be deemed to beneficially own or have any pecuniary interest in any of such shares or options.
 - All of the options reported above vested on 8/7/2014 and are exercisable, subject to the terms of the Reporting Person's underlying option agreement.

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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