

Cornell Henry
Form 3
April 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 Cornell Henry
(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring
Statement

(Month/Day/Year)
04/11/2012

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities
Beneficially Owned
(Instr. 4)

84,214,026

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

I

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

See Footnotes ⁽¹⁾ ⁽²⁾

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

SEC 1473 (7-02)

**Persons who respond to the collection of
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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: Cornell Henry - Form 3

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornell Henry C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	☒	☐	☐	☐

Signatures

/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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities
- (1) reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person 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.
- The 84,214,026 shares of common stock, par value \$0.01 per share ("Common Stock"), of MRC Global Inc. reported herein are beneficially owned directly by PVF Holdings LLC. Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the Common Stock owned by PVF Holdings LLC through certain investment partnerships (the "Funds") that are members of and own common units of PVF Holdings LLC 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 Holdings LLC and have the power to vote or dispose of the Common Stock owned by PVF Holdings LLC.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.