Crampton Christopher A.S.

Form 4

November 19, 2012

FORM (4
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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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Crampton Christopher A.S.

Symbol

MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction

(Last) (First) (Middle)

(Month/Day/Year) 11/15/2012

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

21.065

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10282

(City)

(Instr. 3)

Common

Stock

200 WEST STREET

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

11/15/2012

(State)

Execution Date, if (Month/Day/Year)

(Zip)

4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5)

Code V

S

(Instr. 8)

23,000,000

(A) or Amount (D) Price

D

Securities Beneficially Owned Following Reported

5. Amount of

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

55,532,208

See footnotes (1)(2)(3)

(9-02)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Crampton Christopher A.S.							
200 WEST STREET	X						
NEW YORK, NY 10282							

Signatures

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

**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).

The Reporting Person is a vice president 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 reported herein

- (1) 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.
 - Pursuant to an underwriting agreement, dated November 8, 2012 (the "Underwriting Agreement"), and in connection with the registered public offering (the "Offering") of shares of common stock, par value \$0.01 per share (the "Common Stock"), of MRC Global Inc. (the "Company"), pursuant to the prospectus supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement"), which Offering was a supplement to the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement") and the supplement of the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement") and the supplement of the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement") and the supplement of the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement") and the supplement of the supplement of the prospectus filed by the Company on November 9, 2012 (the "Prospectus Supplement") and the supplement of the supplement
- Supplement"), which Offering was consummated on November 15, 2012, PVF Holdings LLC ("PVF") sold 23,000,000 shares of Common Stock. Pursuant to the Prospectus Supplement, the public offering price in the Offering of Common Stock by the Company was \$22.00 per share of Common Stock and the underwriting discount was \$0.935 per share of Common Stock. Accordingly, PVF sold an aggregate of 23,000,000 shares of Common Stock and received a price per share of \$21.065 (which is net of underwriting discounts and commissions) for an aggregate amount of \$484,495,000.00.

The 55,532,208 shares of Common Stock of the Company reported herein are beneficially owned directly by PVF. Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the Common Stock owned by PVF through certain investment partnerships (the "Funds") that are members of and own common units of PVF 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 holds an open short position of 48 shares of Common Stock, due to an exempt transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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