

GS Capital Partners VI Parallel LP
Form 4
March 14, 2013

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 *
GS CAPITAL PARTNERS V
GMBH & CO. KG

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/12/2013		S		26,450,000	D	\$ 26.81	29,082,208	I
									See footnotes
									(1) (2) (3)
									(4) (5) (6)
									(7) (8) (9)

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

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SEC 1474
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282		X		
PVF Holdings LLC 200 WEST STREET		X		

NEW YORK, NY 10282

Signatures

/s/ Yvette Koscic,
Attorney-in-fact 03/14/2013

__Signature of Reporting Person Date

/s/ Yvette Koscic,
Attorney-in-fact 03/14/2013

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Attorney-in-fact 03/14/2013

__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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional") (continued in footnote 2),

(2) GS Capital Partners V Offshore Fund, L.P. ("GS V Offshore"), GS Capital Partners VI Fund, L.P. ("GS Capital VI"), GS Capital Partners VI GmbH & Co. KG ("GS Germany VI"), GS Capital Partners VI Offshore Fund, L.P. ("GS VI Offshore"), GS Capital Partners VI Parallel, L.P. ("GS VI Parallel" and, together with GS Capital V, GS Germany V, GS V Institutional, GS V Offshore, GS Capital VI, GS Germany VI and GS VI Offshore, the "Funds") and PVF Holdings LLC ("PVF") (GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, GS Advisors VI, the Funds and PVF, collectively, the "Reporting Persons").

(3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(4) Pursuant to an underwriting agreement, dated March 6, 2013 (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

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"Company"), pursuant to the prospectus supplement to the prospectus filed by the Company on March 8, 2013 (the "Prospectus Supplement"), which offering was consummated on March 12, 2013, PVF sold 26,450,000 shares of Common Stock. Pursuant to the Prospectus Supplement, the public offering price in the Offering of Common Stock by the Company was \$28.00 per share of Common Stock and the underwriting discount was \$1.19 per share of Common Stock. Accordingly, the Reporting Persons sold an aggregate of 26,450,000 shares of Common Stock and received a price per share of \$26.81 (which is net of underwriting discounts and commissions) for an aggregate amount of \$709,124,500.00.

The 29,082,208 shares of Common Stock of the Company reported herein are beneficially owned directly by PVF. The Funds are members of PVF and own common units of PVF. At this time, the Funds' common units of PVF correspond to 17,721,786 shares of

(5) Common Stock. The common units of PVF that correspond to the balance of Common Stock owned directly by PVF are held by former shareholders of the Company's predecessor companies, including McJunkin Corporation, Red Man Pipe & Supply Co., and Transmark Fcx Group B.V., as well as certain employees, officers and directors of the Company.

Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, all of the Common Stock owned directly by PVF through the Funds because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing general partner,

(6) 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 is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Funds. Goldman Sachs holds an open short position of 48 shares of Common Stock, due to an exempt transaction.

GS Capital V and its general partner, GSCP V Advisors, may be deemed to beneficially own indirectly 4,988,355 shares of Common Stock. GS V Offshore and its general partner, GSCP V Offshore Advisors, may be deemed to beneficially own indirectly 2,576,775 shares of Common Stock. GS V Institutional and its general partner, GS Advisors V, may be deemed to beneficially own indirectly

(7) 1,710,575 shares of Common Stock. GS Germany V and its general partner, GS GmbH, may be deemed to beneficially own indirectly 197,771 shares of Common Stock. GS Capital VI and its general partner, GSCP VI Advisors, may be deemed to beneficially own indirectly 3,850,235 shares of Common Stock (continued in footnote 8).

GS VI Offshore and its general partner, GSCP VI Offshore Advisors, may be deemed to beneficially own indirectly 3,202,489 shares of Common Stock. GS VI Parallel and its general partner, GS Advisors VI, may be deemed to beneficially own indirectly 1,058,749 shares of Common Stock. GS Germany VI and its general partner, GS GmbH, may be deemed to beneficially own indirectly 136,837 shares of Common Stock.

(8)

The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this

(9) report shall not be deemed an admission that any such person or entity 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.

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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