Daly John Francis 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

0.5

Estimated average burden hours per

response...

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 \*

A Daly John Francis

(Last)

1. Title of Security

(Instr. 4)

(First)

(Middle)

Statement

(Month/Day/Year)

04/11/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MRC GLOBAL INC. [MRC]

(Check all applicable)

(give title below) (specify below)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

\_X\_\_ Director Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10282

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

Ownership Form:

Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common Stock 84,214,026 I See Footnotes (1) (2)

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

SEC 1473 (7-02)

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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)

Conversion or Exercise Price of

Ownership Form of Derivative Security:

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

Title

Derivative Security

Direct (D)

### Edgar Filing: Daly John Francis - Form 3

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

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Daly John Francis C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK. NYÂ 10282

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**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) offlictes of Goldman Sachs and GS Group was the general partner managing
- aggregate, the Common Stock owned by FVF Holdings LLC through Certain investment partners in Stock owned by FVF Holdings LLC through Certain investment partners from 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 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.

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.

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