

Wagstaff Neil Philip  
 Form 3  
 April 11, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 Wagstaff Neil Philip (Last) (First) (Middle)  2 HOUSTON CENTER, 909 FANNIN,Â SUITE 3100 (Street)  HOUSTON,Â TXÂ 77010 (City) (State) (Zip)	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)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP - International Operations	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	I	See Foonotes <sup>(1)</sup> <sup>(2)</sup>

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)  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)
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## Edgar Filing: Wagstaff Neil Philip - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (3)	10/30/2019	Common Stock	43,706	\$ 22.88	D	Â
Stock Option (right to buy)	Â (4)	11/10/2021	Common Stock	13,812	\$ 18.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagstaff Neil Philip 2 HOUSTON CENTER, 909 FANNIN SUITE 3100 HOUSTON, TX 77010	Â	Â	Â EVP - International Operations	Â

## Signatures

/s/ Brian K. Shore,  
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).

PVF Holdings LLC ("PVF") owns 84,214,026 shares of common stock, par value \$0.01 per share ("Common Stock"), of MRC Global Inc. (the "Company"). Mr. Wagstaff owns 3,081,240 common units ("Common Units") of PVF, representing 0.92% of the total outstanding Common Units. Mr. Wagstaff may be deemed to beneficially own 777,499 shares of Common Stock indirectly through his ownership of such Common Units. The Amended and Restated Limited Liability Company Agreement of PVF, dated as of October 31, 2007 (the "LLC Agreement"), Amendment No. 1 to the LLC Agreement, dated as of December 18, 2007, and Amendment No. 2 to the LLC Agreement, dated as of October 31, 2009, are filed as exhibits 10.17, 10.17.1, and 10.17.2 to the Company's Registration Statement on Form S-1, File No. 333-178980.

Mr. Wagstaff does not have the power to vote or dispose of the shares of Common Stock that correspond to his ownership of Common Units and thus does not have beneficial ownership of such shares. In addition, Mr. Wagstaff does not have any pecuniary interest in the shares of Common Stock held by PVF because he does not control PVF and does not have or share investment control over the shares of Common Stock owned by PVF.

(3) 33 1/3% of the options reported above will become exercisable on each of 10/30/2012, 10/30/2013, and 10/30/2014.

(4) 20% of the options reported above will become exercisable on each of 11/10/2012, 11/10/2013, 11/10/2014, 11/10/2015, and 11/10/2016.

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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