

GS Capital Partners VI Parallel LP
 Form 4
 July 13, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**GS CAPITAL PARTNERS V GMBH & CO.
 KG**

(Last) (First) (Middle)

MESSETURM, FRIEDRICH-EBERT-ANLAGE
 49

(Street)

FRANKFURT AM MAIN 60308, 2M 60308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/10/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 78,532,208 | I | See footnotes (1) (2) (3) (4) (5) (6) (7) (8) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 21.45 | 07/10/2012 | | A | 35,958 | 07/10/2013 | 07/10/2022 | Common Stock | 35,958 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GS CAPITAL PARTNERS V GMBH & CO. KG MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60308, 2M 60308 | | 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 | | See footnotes (1), (2) and (3) |
| GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| | | X | | |

PVF Holdings LLC
835 HILLCREST DRIVE
CHARLESTON, WV 25311

Signatures

| | |
|---|------------|
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
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| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __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) See Exhibit 99.1 for text of footnote (1).
 - (2) See Exhibit 99.1 for text of footnote (2).
 - (3) See Exhibit 99.1 for text of footnote (3).
 - (4) See Exhibit 99.1 for text of footnote (4).
 - (5) See Exhibit 99.1 for text of footnote (5).
 - (6) See Exhibit 99.1 for text of footnote (6).
 - (7) See Exhibit 99.1 for text of footnote (7).
 - (8) See Exhibit 99.1 for text of footnote (8).
 - (9) See Exhibit 99.1 for text of footnote (9).

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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