

MRC GLOBAL INC.  
 Form 424B7  
 May 13, 2013  
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### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum	Proposed Maximum	Amount of Registration Fee
		Offering Price per Unit	Aggregate Offering Price	
Common Stock, par value \$0.01 per share	29,081,987	\$31.0975(3)	\$904,377,090.74	\$123,357.04(4)

- (1) This prospectus supplement relates to the resale or other distribution by the selling stockholders named herein of up to 29,081,987 shares of our common stock, par value \$0.01 per share (the "Common Stock").
- (2) This prospectus supplement also relates to such additional shares of Common Stock as may be issued in connection with a stock split, stock dividend or similar transaction, pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act").
- (3) Estimated solely for the purposes of computing the registration fee with respect to 29,081,987 shares of Common Stock pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Common Stock on the New York Stock Exchange on May 6, 2013.
- (4) Calculated in accordance with Rule 457(r) under the Securities Act with respect to the 29,081,987 shares of Common Stock registered pursuant to this prospectus supplement. Payment of the registration fee at the time of filing of the registrant's registration statement on Form S-3ASR filed with the Securities and Exchange Commission (the "Commission") on March 4, 2013 (File No. 333-187034), was deferred pursuant to Rule 456(b) and 457(r) of the Securities Act, and is paid herewith. This "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in such registration statement.

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**Filed Pursuant to Rule 424(b)(7)  
Registration No. 333-187034**

**Prospectus Supplement to Prospectus dated March 4, 2013**

**29,081,987 Shares**

**MRC Global Inc.**

**Common Stock**

The selling stockholders identified under **Selling Stockholders** in this prospectus supplement may offer and sell shares of our common stock, par value \$0.01 per share, from time to time.

The common stock may be offered or sold by any selling stockholder at fixed prices, at prevailing market prices at the time of sale or at prices negotiated with purchasers, to or through underwriters, broker-dealers, agents, or through any other means described in this prospectus supplement (or in the accompanying prospectus) under **Plan of Distribution** or in other prospectus supplements in connection with a particular offering of common stock. We cannot predict whether, when or in what amounts any of the selling stockholders may sell any of the shares offered by this prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol **MRC**. As of May 10, 2013, the closing price of our common stock was \$31.29.

This prospectus supplement describes the general manner in which common stock may be offered and sold by any selling stockholder. To the extent required by law, we will provide supplements to this prospectus supplement describing the specific manner in which any selling stockholder may offer and sell the common stock. We urge you to read carefully this prospectus supplement, the accompanying prospectus and any documents we incorporate by reference into this prospectus supplement and the accompanying prospectus before you make your investment decision.

Any selling stockholder may sell common stock to or through underwriters, dealers or agents in one or more transactions. The names of any underwriters, dealers or agents involved in the sale of any common stock and the specific manner in which it may be offered will be set forth in a prospectus supplement covering that sale to the extent required by law. Selling stockholders may also use this prospectus supplement (and the accompanying prospectus) to distribute shares of common stock to their shareholders, members or partners pursuant to an in-kind distribution.

*Investing in our common stock involves risks. You should carefully consider all of the information set forth in this prospectus supplement (including the accompanying prospectus), including the risk factors set forth under **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on February 22, 2013 (which document is incorporated by reference herein), as well as the risk factors and other information in any other documents we incorporate by reference into this prospectus supplement (and the accompanying prospectus), before deciding to invest in our common stock. See **Incorporation By Reference**.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement (including the accompanying prospectus). Any representation to the contrary is a criminal offense.**

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The date of this prospectus supplement is May 13, 2013.

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We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus is current only as of the respective dates of such documents.

*In this prospectus supplement, the Company, MRC, we, us and our refer to MRC Global Inc. and its consolidated subsidiaries.*

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus before deciding to invest in our common stock.

To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, you should rely on the information in this prospectus supplement. You should also read and consider the additional information under the captions **Incorporation by Reference** and **Where You Can Find More Information** in this prospectus supplement.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus and in any related free writing prospectus filed by us with the Securities & Exchange Commission (the **SEC** ). We have not authorized any other person to provide you with different information. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any related free writing prospectus filed by us with the SEC and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Our common stock may be offered and sold only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of our common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of our common stock and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

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**MRC GLOBAL INC.**

We are the largest global industrial distributor of pipe, valves and fittings ( PVF ) and related products and services to the energy industry based on sales and hold a leading position in our industry across each of the upstream (exploration, production and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities and the storage and distribution of oil and natural gas) and downstream (crude oil refining, petrochemical processing and general industrials) sectors. We offer more than 175,000 stock keeping units ( SKUs ), including an extensive array of PVF, oilfield supply, automation, instrumentation and other general and specialty industry supply products from our over 18,000 suppliers. We operate in three segments consisting of our U.S., Canadian and International operations. Through our U.S., Canadian and International segments, we serve our more than 18,000 customers through over 400 service locations throughout North America, Europe, Asia and Australasia. We are diversified by geography, the industry sectors we serve and the products we sell.

Our PVF and oilfield supplies are used in mission critical process applications that require us to provide a high degree of product knowledge, technical expertise and comprehensive value added services to our customers. We seek to provide best-in-class service and a one-stop shop for our customers by satisfying the most complex, multi-site needs of many of the largest companies in the energy and industrial sectors as their primary PVF supplier. We provide services such as product testing, manufacturer assessments, multiple daily deliveries, volume purchasing, inventory and zone store management and warehousing, technical support, just-in-time delivery, truck stocking, order consolidation, product tagging and system interfaces customized to customer and supplier specifications for tracking and replenishing inventory, which we believe result in deeply integrated customer relationships. We believe the critical role we play in our customers supply chain, together with our extensive product offering, broad global presence, customer-linked scalable information systems and efficient distribution capabilities, serve to solidify our long-standing customer relationships and drive our growth. As a result, we have an average relationship of over 20 years with our largest 25 customers.

MRC Global Inc. was incorporated in Delaware on November 20, 2006. Our principal executive office is located at 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010. Our telephone number is (877) 294-7574. Our website address is <http://www.mrcglobal.com>. Information contained on our website is expressly not incorporated by reference into this prospectus supplement and the accompanying prospectus.

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**RISK FACTORS**

You should carefully consider the risk factors set forth under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on February 22, 2013 (which document is incorporated by reference herein), as well as other risk factors described under the caption "Risk Factors" in any documents we incorporate by reference into this prospectus supplement, including all future filings we make with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), before deciding to invest in our common stock. See "Incorporation By Reference."

In particular, the sale of a substantial number of shares of our common stock or other equity-related securities in the public markets, or the perception that such sales could occur, could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities. We cannot predict the effect that future sales of common stock or other equity-related securities would have on the market price of our common stock.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements, including, for example, statements about our business strategy, our industry, our future profitability, growth in the industry sectors we serve, our expectations, beliefs, plans, strategies, objectives, prospects and assumptions, and estimates and projections of future activity and trends in the oil and natural gas industry. We claim the protection of the safe harbor for forward-looking statements provided in the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act. Forward-looking statements are not guarantees of future performance. These statements are based on management's expectations, which involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including the factors described under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012 and other factors in any documents incorporated by reference herein, that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. Such risks and uncertainties include, among other things:

decreases in oil and natural gas prices;

decreases in oil and natural gas industry expenditure levels, which may result from decreased oil and natural gas prices or other factors;

increased usage of alternative fuels, which may negatively affect oil and natural gas industry expenditure levels;

U.S. and international general economic conditions;

our ability to compete successfully with other companies in our industry;

the risk that manufacturers of the products we distribute will sell a substantial amount of goods directly to end users in the industry sectors we serve;

unexpected supply shortages;

cost increases by our suppliers;

our lack of long-term contracts with most of our suppliers;

increases in customer, manufacturer and distributor inventory levels;

suppliers' price reductions of products that we sell, which could cause the value of our inventory to decline;

decreases in steel prices, which could significantly lower our profit;



increases in steel prices, which we may be unable to pass along to our customers which could significantly lower our profit;

our lack of long-term contracts with many of our customers and our lack of contracts with customers that require minimum purchase volumes;

changes in our customer and product mix;

risks related to our customers' creditworthiness;

the potential adverse effects associated with integrating acquisitions into our business and whether these acquisitions will yield their intended benefits;

the success of our acquisition strategies;

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our significant indebtedness;

the dependence on our subsidiaries for cash to meet our debt obligations;

changes in our credit profile;

a decline in demand for certain of the products we distribute if import restrictions on these products are lifted;

environmental, health and safety laws and regulations and the interpretation or implementation thereof;

the sufficiency of our insurance policies to cover losses, including liabilities arising from litigation;

product liability claims against us;

pending or future asbestos-related claims against us;

the potential loss of key personnel;

interruption in the proper functioning of our information systems;

loss of third-party transportation providers;

potential inability to obtain necessary capital;

risks related to adverse weather events or natural disasters;

impairment of our goodwill or other intangible assets;

changes in tax laws or adverse positions taken by taxing authorities in the countries in which we operate;

adverse changes in political or economic conditions in the countries in which we operate;

exposure to U.S. and international laws and regulations, including the Foreign Corrupt Practices Act and the U.K. Bribery Act and other economic sanction programs;

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risks relating to ongoing evaluations of internal controls required by Section 404 of the Sarbanes-Oxley Act;

the impact on us of the SEC's move towards convergence with IFRS;

adverse changes in political or economic conditions in the countries in which we operate; and

the occurrence of cybersecurity incidents.

Undue reliance should not be placed on our forward-looking statements. Although forward-looking statements reflect our good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. The words believe, may, will, aim, estimate, continue, anticipate, intend, expect, plan and similar words are intended to identify estimate and forward-looking statements. Estimates and forward-looking statements speak only as of the date they were made and we undertake no obligation to publicly update or revise any estimate or forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except to the extent law requires.

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**USE OF PROCEEDS**

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders identified herein. Such selling stockholders will receive all of the net proceeds from the sale of their shares of our common stock.

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The table below sets forth certain information known to us with respect to the beneficial ownership of the shares of our common stock held by each of the selling stockholders as of the date of this prospectus supplement. The table includes the shares of common stock received by each named selling stockholder in connection with the distribution by PVF Holdings LLC of shares of common stock, which are being registered for resale in this prospectus supplement. To the extent we are aware that any of the named selling stockholders owns other shares of common stock or options to acquire shares of common stock, we have disclosed this incremental share or option ownership in footnotes to the table. The selling stockholders may from time to time acquire additional shares of our common stock in the ordinary course of their business.

In the table below, the percentage of shares beneficially owned is based on 101,689,930 shares of our common stock outstanding as of May 10, 2013 (which excludes 231,475 non-vested restricted shares). Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

The following table was prepared assuming that the selling stockholders sell or otherwise distribute all of the shares of common stock beneficially owned by such stockholders that are registered by us and that such stockholders do not acquire any additional shares of common stock. However, as the selling stockholders may sell all, some or none of the shares of common stock, no estimate can be made of the aggregate number of shares of common stock that will in fact be offered hereby or the aggregate number of shares of common stock that will in fact be owned by each selling stockholder upon completion of the offering to which this prospectus supplement relates.

Based on information provided to us, none of the selling stockholders that are affiliates of broker-dealers, if any, purchased shares of our common stock outside the ordinary course of business or, at the time of their acquisition of shares of our common stock, had any agreements, understandings or arrangements with any other persons, directly or indirectly, to dispose of the shares. Unless otherwise indicated, none of the selling stockholders is a broker-dealer. As discussed below, the Goldman Sachs Group, Inc. and Goldman, Sachs & Co. may be deemed to beneficially own, in the aggregate, all of the common stock owned by the Goldman Sachs Funds (as defined below) because affiliates of Goldman, Sachs & Co. and The Goldman Sachs Group, Inc. are the general partner, managing general partner, managing partner, managing member or member of the Goldman Sachs Funds. Goldman, Sachs & Co. is a direct and indirect wholly owned subsidiary of The Goldman Sachs Group Inc. Goldman, Sachs & Co. is a broker-dealer and is therefore deemed to be an underwriter within the meaning of the Securities Act as a result of such ownership and control.

Name and Address	Shares Beneficially Owned Prior to the Offering		Shares Being Offered	Shares Beneficially Owned After the Offering+	
	Number	Percent		Number	Percent
The Goldman Sachs Group, Inc.(1) 200 West Street New York, New York 10282	17,489,233	17.2%	17,489,233		
Henry Cornell(1)	17,489,233	17.2%	17,489,233		
John F. Daly(1)	17,489,233	17.2%	17,489,233		
Christopher A.S. Crampton(1)	17,489,233	17.2%	17,489,233		
Transmark N.V(2)	1,828,137	1.8%	1,828,137		
Craig Ketchum(3)	995,924	*	995,924		

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Name and Address	Shares Beneficially Owned Prior to the Offering		Shares Being Offered	Shares Beneficially Owned After the Offering+	
	Number	Percent		Number	Percent
H. B. Wehrle, III(4)(5)	476,364	*	476,364		
Katherine Schilling Wehrle(6)	470,385	*	470,385		
Michael Herscher Wehrle(6)	410,278	*	410,278		
Stephen D. Wehrle(5)	391,668	*	391,668		
BGJC, LLC(3)	385,890	*	385,890		
KBK, LLC(3)	385,890	*	385,890		
KSKN, LLC(3)	385,821	*	385,821		
The Gaines Wehrle 2008 Family Trust(7)	330,468	*	330,468		
Betts, LLC(3)	307,578	*	307,578		
M. Chilton Wehrle Mueller(6)	274,712	*	274,712		
Neil Wagstaff(8)	267,532	*	267,532		
The Mueller 2006 Family Trust(9)	249,320	*	249,320		
The Wehrle-Miller 2008 GRAT, dated May 6, 2008(10)	216,562	*	216,562		
The Katherine Schilling Wehrle 2010 Family Trust(11)	186,443	*	186,443		
Estate of Thomas N. McJunkin	142,094	*	142,094		
Jerry McJunkin Huffman(12)	141,976	*	141,976		
Hugh Brown(13)	133,766	*	133,766		
The Huffman Family Trust dated June 21, 1995(14)	133,189	*	133,189		
Dr. James Enoch McJunkin	123,553	*	123,553		
Helen Lynne Wehrle Zande(5)	123,526	*	123,526		
Dan Endersby(13)	114,888				