

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

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)

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 ____ Other (specify
title below) 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	(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
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282				X
				X

See footnotes (1), (2) and (3)

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

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Attorney-in-fact 07/13/2012

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/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 footonote (1).

(2) See Exhibit 99.1 for text of footonote (2).

(3) See Exhibit 99.1 for text of footonote (3).

(4) See Exhibit 99.1 for text of footonote (4).

(5) See Exhibit 99.1 for text of footonote (5).

(6) See Exhibit 99.1 for text of footonote (6).

(7) See Exhibit 99.1 for text of footonote (7).

(8) See Exhibit 99.1 for text of footonote (8).

(9) See Exhibit 99.1 for text of footonote (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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