

Cornell Henry  
Form 4  
May 02, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cornell Henry

(Last) (First) (Middle)

C/O CORNELL CAPITAL  
LLC, 499 PARK AVENUE, 21ST  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ 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 (A) or (D)	Price		
Common Stock <sup>(1)</sup>	04/30/2019		A		6,857 <sup>(2)</sup>	\$ 0	25,994 <sup>(3)</sup> <sup>(5)</sup>	D
Common Stock <sup>(1)</sup>						10 <sup>(4)</sup> <sup>(5)</sup>	I	See Footnote <sup>(4)</sup>

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornell Henry C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022	X	X		
Cornell Capital Special Situations Partners II LP C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		
Cornell Capital GP II LP C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		
Cornell Investment Partners LLC C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		
Mario Investments LLC C/O CORNELL CAPITAL LLC 499 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		

## Signatures

/s/ Joanna Reiss, Attorney-in-fact for Henry Cornell

05/02/2019

\_\_\_\_Signature of Reporting Person

Date

05/02/2019

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/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital Special Situations Partners II LP

\_\_Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Cornell Capital GP II LP

05/02/2019

\_\_Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Cornell Investment Partners LLC

05/02/2019

\_\_Signature of Reporting Person

Date

/s/ Joanna Reiss, Attorney-in-fact for Mario Investments LLC

05/02/2019

\_\_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) This statement is being filed jointly by Henry Cornell ("Mr. Cornell"), Cornell Capital Special Situations Partners II LP ("Cornell Special Situations II"), Cornell Capital GP II LP ("Cornell GP II"), Cornell Investment Partners LLC ("Cornell Investment Partners") and Mario Investments LLC ("Mario" and, together with Mr. Cornell, Cornell Special Situations II, Cornell GP II and Cornell Investment Partners, the "Reporting Persons"). Mr. Cornell is the sole member of Cornell Investment Partners, which is the general partner of Cornell GP II, which is the general partner of Cornell Special Situations II, which is the sole member of Mario. In addition, on June 10, 2018, Mr. Cornell was appointed to the Board of Directors of the Issuer (the "Board").

(2) Represents shares of restricted common stock awarded to Mr. Cornell on 4/30/2019 in his capacity as a member of the Board that will vest on 4/30/2020, conditioned on Mr. Cornell's continued service as a member of the Board and subject to (a) pro-rata vesting if Mr. Cornell's service as a member of the Board terminates prior to 4/30/2020 and (b) accelerated vesting under certain circumstances.

(3) Mr. Cornell is the direct beneficial owner of these shares of Common Stock.

(4) Reflects shares held by Mr. Cornell's minor son.

(5) Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.

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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