

MRC GLOBAL INC.  
Form 8-K  
April 29, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 28, 2016**

**MRC GLOBAL INC.**

**(Exact name of registrant as specified in its charter)**

|  |  |  |
|--|--|--|
| <b>Delaware</b><br><b>(State or other jurisdiction</b> | <b>001-35479</b><br><b>(Commission</b> | <b>20-5956993</b><br><b>(I.R.S. Employer</b> |
| <b>of incorporation)</b>                               | <b>File Number)</b>                    | <b>Identification Number)</b>                |

**Fulbright Tower, 1301 McKinney Street, Suite 2300**

**Houston, TX 77010**

**(Address of principal executive offices, including zip code)**  
**Registrant's telephone number, including area code: (877) 294-7574**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MRC Global Inc. ( MRC Global ) held its Annual Meeting of Stockholders on April 28, 2016 (the Annual Meeting ) to: (i) elect ten members to the Board of Directors to serve for a one-year term; (ii) approve a non-binding advisory resolution approving MRC Global s named executive officer compensation; and (iii) ratify Ernst & Young LLP as MRC Global s independent registered public accounting firm for 2016. All of MRC Global s directors were re-elected by a majority of the votes cast, and each of the other matters voted upon at the Annual Meeting was approved.

As of March 4, 2016, the record date (the Record Date ) for the Annual Meeting, there were 102,119,960 shares of MRC Global common stock issued and outstanding and entitled to vote at the Annual Meeting. On the Record Date, there were 363,000 shares of preferred stock outstanding entitled to 20,302,009 votes at the Annual Meeting, which number is equal to the number of shares of common stock into which the shares of preferred stock could be converted on the Record Date, rounded to the nearest share. Holdings of the common stock and the preferred stock vote together on all matters as a single class. 113,098,076 shares of MRC Global common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The information below reflects the number of votes cast by the holders of MRC Global common stock and preferred stock.

The number of votes for, votes withheld and non-votes for the election of each director was as follows:

| <b>Name</b>           | <b>Number of Votes FOR</b> | <b>Number of Votes Withheld</b> | <b>Number of Non-Votes</b> |
|-----------------------|----------------------------|---------------------------------|----------------------------|
| Andrew R. Lane        | 104,669,638                | 1,872,194                       | 6,556,244                  |
| Leonard M. Anthony    | 105,253,698                | 1,288,134                       | 6,556,244                  |
| Rhys J. Best          | 104,032,750                | 2,509,082                       | 6,556,244                  |
| Barbara J. Duganier   | 106,239,474                | 302,358                         | 6,556,244                  |
| Craig Ketchum         | 104,658,499                | 1,883,333                       | 6,556,244                  |
| Gerard P. Krans       | 105,254,179                | 1,287,653                       | 6,556,244                  |
| Dr. Cornelis A. Linse | 104,480,301                | 2,061,531                       | 6,556,244                  |
| John A. Perkins       | 104,479,954                | 2,061,878                       | 6,556,244                  |
| H.B. Wehrle, III      | 104,564,069                | 1,977,763                       | 6,556,244                  |
| Robert L. Wood        | 104,466,148                | 2,075,684                       | 6,556,244                  |

The number of votes for, the number of votes against, the number of abstentions and the number of broker non-votes with respect to the non-binding advisory resolution approving MRC Global s named executive officer compensation was as follows:

| <b>Number of Votes FOR</b> | <b>Number of Votes Against</b> | <b>Abstentions</b> | <b>Number of Non-Votes</b> |
|----------------------------|--------------------------------|--------------------|----------------------------|
| 104,728,738                | 1,739,404                      | 73,690             | 6,556,244                  |

The number of votes for, the number of votes against, the number of abstentions and the number of broker non-votes with respect to the ratification of Ernst & Young LLP as MRC Global s independent registered public accounting firm for 2016 was as follows:

| <b>Number of Votes FOR</b> | <b>Number of Votes Against</b> | <b>Abstentions</b> | <b>Number of Non-Votes</b> |
|----------------------------|--------------------------------|--------------------|----------------------------|
| 111,542,513                | 1,548,056                      | 7,507              | 0                          |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 28, 2016

MRC GLOBAL INC.

By: /s/ Daniel J. Churay  
Daniel J. Churay  
Executive Vice President    Corporate  
Affairs,  
General Counsel and Corporate Secretary