

Cornell Henry
Form 4
May 02, 2019

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 *
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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	04/30/2019		A	V Amount <u>6,857</u> ⁽²⁾	(A) or (D) Price \$ 0	25,994 ⁽³⁾ ⁽⁵⁾	D
Common Stock ⁽¹⁾					10 ⁽⁴⁾ ⁽⁵⁾	I	See Footnote ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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).

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").

- (1) 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.
- (2) Mr. Cornell is the direct beneficial owner of these shares of Common Stock.
- (3) Reflects shares held by Mr. Cornell's minor son.
- (4) Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.
- (5)

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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