

MRC GLOBAL INC.  
Form 8-K  
May 10, 2013

**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: May 10, 2013**

**Date of earliest event reported: May 8, 2013**

**MRC GLOBAL INC.**

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

Edgar Filing: MRC GLOBAL INC. - Form 8-K

**Delaware**  
(State or other jurisdiction

**001-35479**  
(Commission

**20-5956993**  
(I.R.S. Employer

of incorporation)

File Number)

Identification Number)

**2 Houston Center, 909 Fannin, Suite 3100,**

**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 ) held its Annual Meeting of Stockholders on May 8, 2013 to: (i) elect twelve members to the Board of Directors to serve for a one-year term; (ii) vote on an advisory vote on MRC s executive compensation program; (iii) vote on the frequency of advisory votes on MRC s executive compensation program; and (iv) to ratify Ernst & Young LLP as MRC s independent registered public accounting firm for 2013. All of the directors were re-elected by a majority of the votes and each of the other matters voted upon at the 2013 Annual Meeting of Stockholders was approved.

As of March 19, 2013, the record date, there were 101,859,174 shares of common stock issued and outstanding and entitled to vote at MRC s Annual Meeting of Stockholders and 97,223,100 shares of 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 such common stock.

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

Name	Number of Votes FOR	Number of Votes Withhld	Number of Non-Votes
Andrew R. Lane	80,281,047	15,373,321	1,568,732
Leonard M. Anthony	93,359,775	2,294,593	1,568,732
Rhys J. Best	78,314,510	17,339,858	1,568,732
Peter C. Boylan, III	78,718,236	16,936,132	1,568,732
Henry Cornell	79,923,735	15,730,633	1,568,732
Christopher A.S. Crampton	71,901,491	23,752,877	1,568,732
John F.X. Daly	71,901,491	23,752,877	1,568,732
Craig Ketchum	79,898,798	15,755,570	1,568,732
Gerard P. Krans	80,113,366	15,541,002	1,568,732
Cornelis A. Linse	93,749,886	1,904,482	1,568,732
John A. Perkins	93,626,394	2,027,974	1,568,732
H.B. Wehrle, III	69,241,048	26,413,320	1,568,732

The number of votes for, the number of votes against, the number of abstentions and the number of non-votes with respect to the advisory vote to approve MRC s executive compensation program was as follows:

Number of Votes FOR	Number of Votes AGAINST	Abstentions	Number of Non-Votes
74,239,252	21,119,597	295,519	1,568,732

## Edgar Filing: MRC GLOBAL INC. - Form 8-K

The number of votes for 1 year, the number of votes for 2 years, the number of votes for 3 years, the number of abstentions and the number of non-votes with respect to the frequency of advisory votes to approve MRC's executive compensation program was as follows:

<b>Number of Votes for</b>	<b>Number of Votes for</b>	<b>Number of Votes for</b>	<b>Abstentions</b>	<b>Number of Non-Votes</b>
<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>		
94,388,518	3,071	1,252,029	10,750	1,568,732

The number of votes for, the number of votes against, the number of abstentions and the number of non-votes with respect to the ratification of Ernst & Young LLP as MRC's Independent Registered Public Accounting Firm for 2013 was as follows:

<b>Number of Votes FOR</b>	<b>Number of Votes AGAINST</b>	<b>Abstentions</b>	<b>Number of Non-Votes</b>
95,727,766	1,486,100	9,234	0

### **Item 8.01** **Other Events.**

Christopher A.S. Crampton, a current director of MRC, resigned as a member of MRC's Compensation Committee effective as of May 8, 2013. As of May 8, 2013, MRC's Compensation Committee is comprised of a majority of independent directors.

**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: May 10, 2013

MRC GLOBAL INC.

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