MRC GLOBAL INC.
Form 10-K
February 24, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission file number: 001-35479

MRC Global Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	20-5956993 (I.R.S. Employer Identification No.)

Fulbright Tower

1301 McKinney Street, Suite 2300

Houston, Texas	77010
(Address of Principal Executive Offices)	(Zip Code)

(877) 294-7574

(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The Company's common stock is listed on the New York Stock Exchange under the symbol "MRC". The aggregate market value of voting common stock held by non-affiliates was $1,578 million as of the close of trading as reported on the New York Stock Exchange on June 30, 2015. There were 101,388,273 shares of the registrant's common stock, par value $0.01 per share, issued and outstanding as of February 12, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement relating to the 2016 Annual Meeting of Stockholders, to be filed within 120 days of the end of the fiscal year covered by this report, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

Unless otherwise indicated or the context otherwise requires, all references to "the Company", "MRC Global", "MRC", "we", "us", "our", and the "registrant" refer to MRC Global Inc. and its consolidated subsidiaries.

ITEM 1.BUSINESS

General

We are the largest global industrial distributor, based on sales, of pipe, valves and fittings ("PVF") and related products and services to the energy industry based on sales and hold a leading position in our industry across each of the upstream (exploration, production and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities and the storage and distribution of oil and natural gas) and downstream (crude oil refining and petrochemical processing) sectors. We offer more than 230,000 SKUs, including an extensive array of PVF, oilfield supply, automation, instrumentation and other general and specialty industry supply products from our global network of suppliers. Through our U.S., Canadian and International segments, we serve our more than 19,000 customers through approximately 350 service locations. We are diversified by geography, the industry sectors we serve and the products we sell.

Our customers use the PVF and oilfield supplies that we supply in mission critical process applications that require us to provide a high degree of product knowledge, technical expertise and comprehensive value added services to our customers. We seek to provide best-in-class service and a one-stop shop for our customers by satisfying the most complex, multi-site needs of many of the largest companies in the energy sectors as their primary PVF supplier. We provide services such as product testing, manufacturer assessments, multiple daily deliveries, volume purchasing, inventory and zone store management and warehousing, technical support, training, just-in-time delivery, truck stocking, order consolidation, product tagging and system interfaces customized to customer and supplier specifications for tracking and replenishing inventory, engineering of control packages, and valve inspection and repair, which we believe result in deeply integrated customer relationships. We believe the critical role we play in our customers' supply chain, together with our extensive product offering, broad global presence, customer-linked scalable information systems and efficient distribution capabilities, serve to solidify our long-standing customer relationships and drive our growth. As a result, we have an average relationship of over 25 years with our 25 largest customers.

We have seen customer spending fall off significantly beginning in late 2014 and continuing throughout all of 2015 as a result of the lower oil and natural gas price environment. Prominent exploration and production ("E&P") spending surveys, which include many of our customers, indicate that 2016 spending will be down an additional 15-20% globally, including a decline of more than 35-40% in North America following a 35% decline in 2015. Notwithstanding this decline, we have benefited historically from several growth trends within the energy industry, including high levels of customer expansion and maintenance expenditures. Several factors have driven the long-term growth in spending, including underinvestment in North American energy infrastructure, production and capacity constraints, and market expectations of future improvements in the oil, natural gas, refined products and petrochemical sectors. In the longer term, we believe carbon based energy will continue to play a critical role in supporting economic growth. In the near term, however, customer spending will be more sensitive to global oil and natural gas prices and general economic conditions. As such, our business will experience periods of cyclicality.

MRC Global Inc. was incorporated in Delaware on November 20, 2006. Our principal executive office is located at 1301 McKinney Street, Suite 2300, Houston, Texas 77010. Our telephone number is (877) 294-7574. Our website address is www.mrcglobal.com. Information contained on our website is expressly not incorporated by reference into this document.

Business Strategy

As an industrial distributor of PVF and related products to the energy industry, our strategy is focused on growth, margin enhancement and the development of long-term customer relationships within the markets we serve. Our strategic objectives are to increase our market share by executing global preferred supplier contracts with new and existing customers, growing organically by maintaining a key focus on our managed and targeted growth accounts, enhancing our product and service offerings, extending our global platform to major PVF energy markets through acquisitions, investing in technology systems and branch infrastructure to achieve improved operational excellence and optimizing our working capital.

We believe that global preferred supplier agreements allow us to better serve our customers' needs and provide the customer with a global platform in which to procure their products. The agreements vary by customer; however, in most cases, we are the preferred supplier, and while there are no minimum purchase requirements, we gain a larger proportion of the customer's spending in our product categories. In addition, through system integration, we believe transactions with these customers can be more streamlined. We strive to add scope to these arrangements in various ways including adding geographies, product lines, inventory management and inventory logistics.

Our approach to expanding existing markets and accessing new markets is multifaceted. We seek to expand our geographic footprint, pursue strategic acquisitions, and cultivate relationships with our existing customer base. We work with our customers to develop

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innovative supply chain solutions that enable us to consistently deliver the high quality products they need when they need them. By being a consistent and reliable partner, we are able to maintain and grow our market share with both new and existing customers.

We continually broaden our product offering and supplier base. Product expansion opportunities include alloy, chrome, stainless products, gaskets, seals, safety and other industrial supply products. We remain focused on higher margin products such as valves, valve automation and high alloy products and have eliminated our exposure to oil country tubular goods (“OCTG”), our most volatile, lowest margin product group.

We also target growth with our midsized customers and diversification of our midstream customer base. We do this through detailed account planning and by educating potential customers on the offerings and logistics services we provide.

Our acquisition strategy is focused on those businesses that will broaden our international geographic footprint, in certain energy intensive regions, or those that expand our product offerings, particularly in valves, valve automation, instrumentation, stainless and alloy. We also consider “bolt-on” acquisitions that supplement our existing offerings.

We invest in information technology (“IT”) systems and branch infrastructure to achieve improved operational excellence. Our concept of operational excellence is centered around premium customer service arrived at by hiring the right people in the right places utilizing common business processes. We also place the highest emphasis on safety.

Operations

Our business is segregated into three geographical operating segments, our U.S., Canadian, and International operations. These segments represent our business of providing PVF and related products and services to the energy industry, across each of the upstream, midstream and downstream sectors. Financial information regarding our reportable segments appears in “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in Note 14 of the Notes to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

Our U.S. segment represented approximately 79% of our consolidated revenues in 2015. We maintain distribution operations throughout the country with concentrations in the most active oil and natural gas producing regions. Our network is comprised of 121 branch locations, 9 distribution centers, 13 valve automation service centers and 54 third-party pipe yards.

Our Canadian segment represented approximately 7% of our consolidated revenues in 2015. Our distribution operations extend throughout the western part of Canada with concentrations in Alberta and western Saskatchewan. In Canada, we have 31 branch locations, one distribution center, one valve automation service center and 16 third-party pipe yards.

Our International segment represented approximately 14% of our consolidated revenues in 2015. This segment includes 54 branch locations located throughout Europe, Asia, Australasia and the Middle East with seven distribution centers in the United Kingdom, Norway, Singapore, the Netherlands, the United Arab Emirates and Australia. We also maintain 16 valve automation service centers in Europe, Asia and Australia.

Products: We distribute a complete line of PVF products, primarily used in specialized applications in the energy infrastructure sector. The products we distribute are used in the construction, maintenance, repair and overhaul of equipment used in extreme operating conditions such as high pressure, high/low temperature and highly corrosive and abrasive environments. We are required to carry significant amounts of inventory to meet the rapid delivery, often same day, requirements of our customers. The breadth and depth of our product offerings and our extensive global presence allow us to provide high levels of service to our customers. Due to our broad inventory coverage, we are able to fulfill more orders more quickly, including those with lower volume and specialty items, than we would be able to if we operated on a smaller scale or only at a local or regional level. Key product types are described below:

•Valves, Automation and Instrumentation. Product offering includes ball, butterfly, gate, globe, check, needle and plug valves, which are manufactured from cast steel, stainless/alloy steel, forged steel, carbon steel or cast and ductile iron. Valves are generally used in oilfield and industrial applications to control direction, velocity and pressure of fluids and gases within transmission networks. Other products include lined corrosion resistant piping systems, control valves, valve automation and top work components used for regulating flow and on/off service, and a wide range of steam and instrumentation products used in various process applications within our refinery and petrochemical sectors.

•Carbon Steel Fittings and Flanges and Stainless Steel and Alloy Pipe and Fittings. Carbon steel fittings and flanges include carbon weld fittings, flanges and piping components used primarily to connect piping and valve systems for the transmission of various liquids and gases. These products are used across all the industries in which we operate. Stainless steel and alloy pipe and fittings include stainless, alloy and corrosion resistant pipe, tubing, fittings and flanges. These are used most often in the chemical, refining and power generation industries but are used across all of the sectors in which we operate. Alloy products are principally used in high-pressure, high-temperature and high-corrosion applications typically seen in process piping applications.

•Line Pipe. Carbon line pipe is typically used in high-yield, high-stress and abrasive applications such as the gathering and transmission of oil, natural gas and phosphates.

•Oil Country Tubular Goods ("OCTG"). OCTG includes casing (used for production and to line the well bore) and tubing pipe (used to extract oil or natural gas from wells) and is either classified as carbon or alloy depending on the grade of material. In February 2016, we completed the disposition of our U.S. OCTG business, which represents substantially all of our OCTG sales globally.

•Other. Other includes natural gas distribution products, oilfield supplies, and other industrial products such as mill and safety and electrical supplies. Natural gas distribution products include risers, meters, polyethylene pipe and fittings and various other components and industrial supplies used primarily in the distribution of natural gas to residential and commercial customers. We offer a comprehensive range of oilfield and industrial supplies and completion equipment, and products offered include high density polyethylene pipe, fittings and rods. Additionally, we can supply a wide range of specialized production equipment including meter runs, tanks and separators used in our upstream sector.

Services: We provide many of our customers with a comprehensive array of services including multiple deliveries each day, zone store management, valve tagging and significant system interfaces that directly tie the customer into our proprietary information systems. This allows us to interface with our customers' IT systems and provide an integrated supply service. Such services strengthen our position with our customers as we become more integrated into the customer's business and supply chain and are able to market a "total transaction value" solution rather than individual product prices.

Our comprehensive information systems, which provide for customer and supplier electronic integrations, information sharing and e-commerce applications, further strengthen our ability to provide high levels of service to our customers. Our highly specialized implementation group focuses on the integration of our information systems and implementation of improved business processes with those of a new customer during the initiation phase. By maintaining a specialized team, we are able to utilize best practices to implement our systems and processes, thereby providing solutions to customers in a more organized, efficient and effective manner. This approach is valuable to large, multilocation customers who have demanding service requirements.

As major integrated and large independent energy companies have implemented efficiency initiatives to focus on their core business, many of these companies have begun outsourcing certain of their procurement and inventory management requirements. In response to these initiatives and to satisfy customer service requirements, we offer integrated supply services to customers who wish to outsource all or a part of the administrative burden associated with sourcing PVF and other related products, and we also often have MRC Global employees on-site full-time at many customer locations. Our integrated supply group offers procurement-related services, physical warehousing services, product quality assurance and inventory ownership and analysis services.

Suppliers: We source the products we distribute from a global network of suppliers in over 45 countries. We have over 100 dedicated supply chain management employees that handle purchasing. Our suppliers benefit from access to our diversified customer base and, by consolidating customer orders, we benefit from stronger purchasing power and preferred vendor programs. Our purchases from our 25 largest suppliers in 2015 approximated 39% of our total purchases, with our single largest supplier constituting approximately 5%. We are the largest customer for many of our suppliers, and we source a significant majority of the products we distribute directly from the manufacturer. The remainder of the products we distribute are sourced from manufacturer representatives, trading companies and, in some instances, other distributors.

We believe our customers and suppliers recognize us as an industry leader in part due to the quality of products we supply and for the formal processes we use to evaluate vendor performance. This vendor assessment process is referred to as the MRC Global Supplier Registration Process, which involves employing individuals, certified by the International Registry of Certificated Auditors, who specialize in conducting on-site assessments of our manufacturers as well as monitoring and evaluating the quality of goods produced. The result of this process is the MRC Global approved manufacturer's listing ("AML"). Products from the manufacturers on this list are supplied across many of the industries we support. Given that many of our largest customers, especially those in our downstream sector, maintain their own formal AML listing, we are recognized as an important source of information sharing with our key customers regarding the results of our on-site assessment. For this reason, together with our commitment to promote high quality products that bring the best overall value to our customers, we often become the preferred provider of AML products to these customers. Many of our customers regularly collaborate with us regarding specific manufacturer performance, our own experience with vendors' products and the results of our on-site manufacturer assessments. The emphasis placed on the MRC Global AML by both our customers and suppliers helps secure our central and critical position in the global PVF supply chain.

We utilize a variety of freight carriers in addition to our corporate truck fleet to ensure timely and efficient delivery of our products. With respect to deliveries of products from us to our customers, or our outbound needs, we utilize both our corporate fleet and third-party transportation providers. With respect to shipments of products from suppliers to us, or our inbound needs, we principally use third-party carriers.

Sales and Marketing: We distribute our products to a wide variety of end-users, and we have operations in 22 countries and direct sales into over 100 countries around the world. We have approximately 1,900 operations personnel around the world. Our broad distribution network and customer base allow us to capitalize on our extensive inventory offering. Local relationships, depth of inventory, service and timely delivery are critical to the sales process in the PVF distribution industry. Our sales efforts are customer and product driven and provide a system that is more responsive to changing customer and product needs than a traditional, fully centralized structure.

Our sales model applies a two-pronged approach to address both regional and national markets. Regional sales teams are based in our core geographic regions and are complemented by a global accounts sales team organized by sector or product expertise and focused on large regional, national or global customers. These sales teams are then supported by groups with additional specific service or product expertise, including integrated supply and implementation. Our overall sales force is then internally divided into outside and inside sales forces.

Our over 470 account managers and outside sales representatives develop relationships with prospective and existing customers in an effort to better understand their needs and to increase the number of our products specified or approved by a given customer. Outside sales representatives may be branch outside sales representatives, focused on customer relationships in specific geographies, or technical outside sales representatives, who focus on specific products and provide detailed technical support to customers. Internationally, for valve sales, the majority of our sales force is comprised of qualified engineers who are able to meet complex customer requirements, select optimal solutions from a range of products to increase customers' efficiency and lower total product lifecycle costs.

To address the needs of our customer base, our inside sales force of over 850 customer service representatives is responsible for processing orders generated by new and existing customers as well as by our outside sales force. The customer service representatives develop order packages based on specific customer needs, interface with manufacturers to determine product availability, ensure on-time delivery and establish pricing of materials and services based on guidelines and predetermined metrics that management establishes.

Seasonality: Our business normally experiences mild seasonal effects as demand for the products we distribute is generally higher during the months of August, September and October. Demand for the products we distribute during the months of November and December and early in the year generally tends to be lower due to a lower level of activity near the end of the calendar year in the industry sectors we serve and due to winter weather disruptions. In addition, certain exploration and production ("E&P") activities, primarily in Canada, typically experience a springtime reduction due to seasonal thaws and regulatory restrictions, limiting the ability of drilling rigs to operate effectively during these periods.

Customers: Our principal customers are companies active in the upstream, midstream and downstream sectors of the energy industry. Due to the demanding operating conditions in the energy industry, high costs and safety risks associated with equipment failure, customers prefer highly reliable products and vendors with established qualifications, reputation and experience. As our PVF products typically are mission critical and represent a fraction of the total cost of a given project, our customers often place a premium on service and high reliability given the high cost to them of maintenance or new project delays. We strive to build long-term relationships with our customers by maintaining our reputation as a supplier of high-quality, efficient and reliable products and value-added services and solutions.

We have a diverse customer base of over 19,000 customers. We are not dependent on any one customer or group of customers. A majority of our customers are offered terms of net 30 days (payment is due within 30 days of the date of the invoice). Customers generally have the right to return products we have sold, subject to certain conditions and limitations, although returns have historically been immaterial to our sales. For the year ended December 31, 2015, our 25 largest customers represented approximately 51% of our total sales, with our single largest customer constituting approximately 9%. For many of our largest customers, we are often their sole or primary PVF provider by sector or geography, their largest or second largest supplier in aggregate or, in certain instances, the sole provider for their upstream, midstream and downstream procurement needs. We believe that many customers for which we are not the exclusive or comprehensive sole source PVF provider will continue to reduce their number of suppliers in an effort to reduce costs and administrative burdens and focus on their core operations. As such, we believe these customers will seek to select PVF distributors with the most extensive product offering and broadest geographic presence. Furthermore, we believe our business will benefit as companies in the energy industry continue to consolidate and the larger, resulting companies look to larger distributors such as ourselves as their sole or primary source PVF provider.

Backlog: We determine backlog by the amount of unshipped customer orders, either specific or general in nature (including orders held under pipe programs), which the customer may revise or cancel in certain instances. Our backlog at December 31, 2015 was $542 million ($500 million excluding OCTG) including $347 million ($305 million excluding OCTG), $34 million and $161 million in our U.S., Canadian and International segments, respectively. Our backlog at December 31, 2014 was $1.093 billion ($936 million excluding OCTG) including $767 million ($610 million excluding OCTG), $66 million and $260 million in our U.S., Canadian and International segments, respectively. There can be no assurance that the backlog amounts will ultimately be realized as revenue or that we will earn a profit on the backlog of orders, but we expect that substantially all of the sales in our backlog will be realized in 2016.

Competition: We are the largest PVF distributor to the energy industry based on sales. The broad PVF distribution industry is fragmented and includes large, nationally recognized distributors, major regional distributors and many smaller local distributors. The principal methods of competition include offering prompt local service, fulfillment capability, breadth of product and service offerings, price and total costs to the customer. Our competitors include internationally recognized PVF distributors, such as Distribution NOW, Ferguson Enterprises (a subsidiary of Wolseley, plc), Marubeni-Itochu, Van Leeuwen, FloWorks, Lockwood International and Sumitomo, several large regional or product-specific competitors and many local, family-owned and privately held PVF distributors.

Employees: We have approximately 4,100 employees of which 209 employees belong to a union and are covered by collective bargaining agreements. We also have 35 employees in Australia that are not members of a union but are covered by union negotiated agreements. We consider our relationships with our employees to be good.

For a breakdown of our annual revenues by geography, see "Note 14—Segment, Geographic and Product Line Information" to the audited consolidated financial statements as of December 31, 2015.

Environmental Matters

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws, regulations and permitting requirements, including those governing the discharge of pollutants or hazardous substances into the air, soil or water, the generation, handling, use, management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate, remediate, monitor and clean up contamination and occupational health and safety. Fines and penalties may be imposed for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and conditions of required permits. Historically, the costs to comply with environmental and health and safety requirements have not been material to our financial position, results of operations or cash flows. We are not aware of any pending environmental compliance or remediation matters that, in the opinion of management, are reasonably likely to have a material effect on our business, financial position or results of operations or cash flows. However, the failure by us to comply with applicable environmental, health and safety requirements could result in fines, penalties, enforcement actions, employee, neighbor or other third-party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup, or regulatory or judicial orders requiring corrective measures, including the installation of pollution control equipment or remedial actions.

Under certain laws and regulations, such as the U.S. federal Superfund law or its foreign equivalents, the obligation to investigate, remediate, monitor and clean up contamination at a facility may be imposed on current and former owners, lessees or operators or on persons who may have sent waste to that facility for disposal. Liability under these laws and regulations may be imposed without regard to fault or to the legality of the activities giving rise to the contamination. Although we are not aware of any active litigation against us under the U.S. federal Superfund law or its state or foreign equivalents, contamination has been identified at several of our current and former facilities, and we have incurred and will continue to incur costs to investigate, remediate, monitor and clean up these conditions. Moreover, we may incur liabilities in connection with environmental conditions currently unknown to us relating to our prior, existing or future owned or leased sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired. We believe that indemnities contained in certain of our acquisition agreements may cover certain environmental conditions existing at the time of the acquisition subject to certain terms, limitations and conditions. However, if these indemnification provisions terminate or if the indemnifying parties do not fulfill their indemnification obligations, we may be subject to liability with respect to the environmental matters that those indemnification provisions address.

In addition, environmental, health and safety laws and regulations applicable to our business and the business of our customers, including laws regulating the energy industry, and the interpretation or enforcement of these laws and regulations, are constantly evolving and it is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation or enforcement, may have upon our business, financial condition or results of operations. Should environmental laws and regulations, or their interpretation or enforcement, become more stringent, our costs, or the costs of our customers, could increase, which may have a material adverse effect on our business, financial position, results of operations or cash flows.

In particular, legislation and regulations limiting emissions of greenhouse gases, including carbon dioxide associated with the burning of fossil fuels, are at various stages of consideration and implementation, at the international, national, regional and state levels. In 2005, the Kyoto Protocol to the 1992 United Nations Framework Convention on Climate Change, which established a binding set of emission targets for greenhouse gases, became binding on the countries that ratified it. Attention is now focused on the development of a post-2012 international policy framework to guide international action to address climate change when the Kyoto Protocol expired in 2012. Certain states and regions have adopted or are considering legislation or regulation imposing overall caps or taxes on greenhouse gas emissions from certain sectors or facility categories or mandating the increased use of electricity from renewable energy sources. Similar legislation has been proposed at the federal level. In addition, the U.S. Environmental Protection Agency ("EPA") has implemented regulations that require permits for and reductions in greenhouse gas emissions for certain categories of emission sources, the most recent of which became effective in August 2012. Pursuant to the terms of a settlement agreement, the EPA is in the process of finalizing greenhouse gas emissions standards, known as New Source Performance Standards ("NSPS"), for new power plants, and issued proposed NSPS for existing power plants in October 2014, which were finalized in August 2015. The settlement agreement also calls for NSPS for greenhouse gas emissions from oil refineries; however the EPA has not proposed such NSPS to date. NSPS for other oil refinery emissions were issued by the EPA pursuant to the settlement agreement in September 2012 and became effective in November 2012 with minor amendments effective in December 2013. These laws and regulations could negatively impact the market for the products we distribute and, consequently, our business.

In addition, federal, state, local, foreign and provincial laws, regulations and permitting requirements have been adopted or are being considered that could impose more stringent permitting, disclosure, wastewater and other waste disposal and well construction and testing requirements on hydraulic fracturing, a practice involving the injection of water containing certain other substances into rock formations under pressure to stimulate production of hydrocarbons, particularly natural gas, from shale basin regions. Other states and the federal government are considering regulating this practice. These regulations include a variety of well construction, set back, wastewater disposal, emissions, baseline sampling, operational and disclosure requirements limiting how fracturing can be performed and requiring various degrees of disclosures regarding the contents of chemicals injected into the rock formations, as well as moratoria on all hydraulic fracturing activity. Any increased federal, regional or state regulation of hydraulic fracturing could reduce the demand for our products in these regions.

Exchange Rate Information

In this report, unless otherwise indicated, foreign currency amounts are converted into U.S. dollar amounts at the exchange rates in effect on December 31, 2015 and 2014 for balance sheet figures. Income statement figures are converted on a monthly basis, using each month’s average conversion rate.

Available Information

Our website is located at www.mrcglobal.com. We make available free of charge on or through our internet website our annual report on Form 10-K, our quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file this material with, or furnish it to, the SEC.

ITEM 1A. RISK FACTORS

You should carefully consider the following risk factors as well as the other risks and uncertainties contained in this Annual Report on
Form 10-K or in our other SEC filings. The occurrence of one or more of these risks or uncertainties could materially and adversely affect our business, financial condition and operating results. In this Annual Report on Form 10-K, unless the context expressly requires a different reading, when we state that a factor could "adversely affect us", have a "material adverse effect", "adversely affect our business" and similar expressions, we mean that the factor could materially and adversely affect our business, financial condition, operating results and cash flows. Information contained in this section may be considered "forward-looking statements". See "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Cautionary Note Regarding Forward-Looking Statements" for a discussion of certain qualifications regarding forward looking statements.

Risks Related to Our Business

Decreased capital and other expenditures in the energy industry, which can result from decreased oil and natural gas prices, among other things, can adversely impact our customers' demand for our products and our revenue.

A large portion of our revenue depends upon the level of capital and operating expenditures in the oil and natural gas industry, including capital and other expenditures in connection with exploration, drilling, production, gathering, transportation, refining and processing operations. Demand for the products we distribute and services we provide is particularly sensitive to the level of exploration, development and production activity of, and the corresponding capital and other expenditures by, oil and natural gas companies. A material decline in oil or natural gas prices, inability to access capital, and consolidation within the industry could all depress levels of exploration, development and production activity and, therefore, could lead to a decrease in our customers' capital and other expenditures. If our customers' expenditures decline, our business will suffer.

Volatile oil and gas prices affect demand for our products.

As evidenced by the decline of oil prices from late 2014 to 2015, prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty and a variety of other factors that are beyond our control. Any sustained decrease in capital expenditures in the oil and natural gas industry could have a material adverse effect on us.

Many factors affect the supply of and demand for energy and, therefore, influence oil and natural gas prices, including:

•the level of domestic and worldwide oil and natural gas production and inventories;

•the level of drilling activity and the availability of attractive oil and natural gas field prospects, which governmental actions may affect, such as regulatory actions or legislation, or other restrictions on drilling, including those related to environmental concerns (e.g., a temporary moratorium on deepwater drilling in the Gulf of Mexico following a rig accident or oil spill);

•the discovery rate of new oil and natural gas reserves and the expected cost of developing new reserves;

•the actual cost of finding and producing oil and natural gas;

•depletion rates;

•domestic and worldwide refinery overcapacity or undercapacity and utilization rates;

•the availability of transportation infrastructure and refining capacity;

•increases in the cost of products and services that the oil and gas industry uses, such as those that we provide, which may result from increases in the cost of raw materials such as steel;

•shifts in end-customer preferences toward fuel efficiency and the use of natural gas;

•the economic or political attractiveness of alternative fuels, such as coal, hydrocarbon, wind, solar energy and biomass-based fuels;

•increases in oil and natural gas prices or historically high oil and natural gas prices, which could lower demand for oil and natural gas products;

•worldwide economic activity including growth in non-OECD countries, including (among others) China and India;

•interest rates and the cost of capital;

•national government policies, including government policies that could nationalize or expropriate oil and natural gas exploration, production, refining or transportation assets;

•the ability of the Organization of Petroleum Exporting Countries ("OPEC") to set and maintain production levels and prices for oil;

•the impact of armed hostilities, or the threat or perception of armed hostilities;

•environmental regulation;

•technological advances;

•global weather conditions and natural disasters;

•currency fluctuations; and

•tax policies.

Oil and natural gas prices have been and are expected to remain volatile. This volatility has historically caused oil and natural gas companies to change their strategies and expenditure levels from year to year. We have experienced in the past, and we will likely experience in the future, significant fluctuations in operating results based on these changes. In particular, volatility in the oil and natural gas sectors could adversely affect our business.

General economic conditions may adversely affect our business.

U.S. and global general economic conditions affect many aspects of our business, including demand for the products we distribute and the pricing and availability of supplies. General economic conditions and predictions regarding future economic conditions also affect our forecasts. A decrease in demand for the products we distribute or other adverse effects resulting from an economic downturn may cause us to fail to achieve our anticipated financial results. General economic factors beyond our control that affect our business and customers include interest rates, recession, inflation, deflation, customer credit availability, consumer credit availability, consumer debt levels, performance of housing markets, energy costs, tax rates and policy, unemployment rates, commencement or escalation of war or hostilities, the threat or possibility of war, terrorism or other global or national unrest, political or financial instability and other matters that influence our customers' spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency or increase in magnitude. In addition, worldwide economic conditions could have an adverse effect on our business, prospects, operating results, financial condition, and cash flows going forward. Continued adverse economic conditions would have an adverse effect on us.

We may be unable to compete successfully with other companies in our industry.

We sell products and services in very competitive markets. In some cases, we compete with large companies with substantial resources. In other cases, we compete with smaller regional players that may increasingly be willing to provide similar products and services at lower prices. Competitive actions, such as price reductions, consolidation in the industry, improved delivery and other actions, could adversely affect our revenue and earnings. We could experience a material adverse effect to the extent that our competitors are successful in reducing our customers' purchases of products and services from us. Competition could also cause us to lower our prices, which could reduce our margins and profitability. Furthermore, consolidation in our industry could heighten the impacts of the competition on our business and results of operations discussed above, particularly if consolidation results in competitors with stronger financial and strategic resources and could also result in increases to the prices we are required to pay for acquisitions we may make in the future.

Demand for the products we distribute could decrease if the manufacturers of those products were to sell a substantial amount of goods directly to end users in the sectors we serve.

Historically, users of PVF and related products have purchased certain amounts of these products through distributors and not directly from manufacturers. If customers were to purchase the products that we sell directly from manufacturers, or if manufacturers sought to increase their efforts to sell directly to end users, we could experience a significant decrease in profitability. These or other developments that remove us from, or limit our role in, the distribution chain, may harm our competitive position in the marketplace, reduce our sales and earnings and adversely affect our business.

We may experience unexpected supply shortages.

We distribute products from a wide variety of manufacturers and suppliers. Nevertheless, in the future we may have difficulty obtaining the products we need from suppliers and manufacturers as a result of unexpected demand or production difficulties that might extend lead times. Also, products may not be available to us in quantities sufficient to meet our customer demand. Our inability to obtain products from suppliers and manufacturers in sufficient quantities, or at all, could adversely affect our product offerings and our business.

We may experience cost increases from suppliers, which we may be unable to pass on to our customers.

In the future, we may face supply cost increases due to, among other things, unexpected increases in demand for supplies, decreases in production of supplies or increases in the cost of raw materials or transportation. Any inability to pass supply price increases on to our customers could have a material adverse effect on us. For example, we may be unable to pass increased supply costs on to our customers because significant amounts of our sales are derived from stocking program arrangements, contracts and maintenance and repair arrangements, which provide our customers time limited price protection, which may obligate us to sell products at a set price for a specific period. In addition, if supply costs increase, our customers may elect to purchase smaller amounts of products or may purchase products from other distributors. While we may be able to work with our customers to reduce the effects of unforeseen price increases because of our relationships with them, we may not be able to reduce the effects of the cost increases. In addition, to the extent that competition leads to reduced purchases of products or services from us or a reduction of our prices, and these reductions occur concurrently with increases in the prices for selected commodities which we use in our operations, including steel, nickel and molybdenum, the adverse effects described above would likely be exacerbated and could result in a prolonged downturn in profitability.

We do not have contracts with most of our suppliers. The loss of a significant supplier would require us to rely more heavily on our other existing suppliers or to develop relationships with new suppliers. Such a loss may have an adverse effect on our product offerings and our business.

Given the nature of our business, and consistent with industry practice, we do not have contracts with most of our suppliers. We generally make our purchases through purchase orders. Therefore, most of our suppliers have the ability to terminate their relationships with us at any time. Approximately 39% of our total purchases during the year ended December 31, 2015 were from our 25 largest suppliers. Although we believe there are numerous manufacturers with the capacity to supply the products we distribute, the loss of one or more of our major suppliers could have an adverse effect on our product offerings and our business. Such a loss would require us to rely more heavily on our other existing suppliers or develop relationships with new suppliers, which may cause us to pay higher prices for products due to, among other things, a loss of volume discount benefits currently obtained from our major suppliers.

Price reductions by suppliers of products that we sell could cause the value of our inventory to decline. Also, these price reductions could cause our customers to demand lower sales prices for these products, possibly decreasing our margins and profitability on sales to the extent that we purchased our inventory of these products at the higher prices prior to supplier price reductions.

The value of our inventory could decline as a result of manufacturer price reductions with respect to products that we sell. There is no assurance that a substantial decline in product prices would not result in a write-down of our inventory value. Such a write-down could have an adverse effect on our financial condition.

Also, decreases in the market prices of products that we sell could cause customers to demand lower sales prices from us. These price reductions could reduce our margins and profitability on sales with respect to the lower-priced products. Reductions in our margins and profitability on sales could have a material adverse effect on us.

A substantial decrease in the price of steel could significantly lower our gross profit or cash flow.

We distribute many products manufactured from steel. As a result, the price and supply of steel can affect our business and, in particular, our tubular product category. When steel prices are lower, the prices that we charge customers for products may decline, which affects our gross profit and cash flow. At times pricing and availability of steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, labor costs, sales levels, competition, consolidation of steel producers, fluctuations in and the costs of raw materials necessary to produce steel, steel manufacturers' plant utilization levels and capacities, import duties and tariffs and currency exchange rates. Increases in manufacturing capacity for the tubular products could put pressure on the prices we receive for our tubular products. When steel prices decline, customer demands for lower prices and our competitors' responses to those demands could result in lower sales prices and, consequently, lower gross profit and cash flow.

If steel prices rise, we may be unable to pass along the cost increases to our customers.

We maintain inventories of steel products to accommodate the lead time requirements of our customers. Accordingly, we purchase steel products in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, contracts with customers and market conditions. Our commitments to purchase steel products are generally at prevailing market prices in effect at the time we place our orders. If steel prices increase between the time we order steel products and the time of delivery of the products to us, our suppliers may impose surcharges that require us to pay for increases in steel prices during the period. Demand for the products we distribute, the actions of our competitors and other factors will influence whether we will be able to pass on steel cost increases and surcharges to our customers, and we may be unsuccessful in doing so.

We do not have long-term contracts or agreements with many of our customers. The contracts and agreements that we do have generally do not commit our customers to any minimum purchase volume. The loss of a significant customer may have a material adverse effect on us.

Given the nature of our business, and consistent with industry practice, we do not have long-term contracts with many of our customers. In addition, our contracts, including our maintenance, repair and operations ("MRO") contracts, generally do not commit our customers to any minimum purchase volume. Therefore, a significant number of our customers, including our MRO customers, may terminate their relationships with us or reduce their purchasing volume at any time. Furthermore, the long-term customer contracts that we do have are generally terminable without cause on short notice. Our 25 largest customers represented approximately 51% of our sales for the year ended December 31, 2015. The products that we may sell to any particular customer depend in large part on the size of that customer's capital expenditure budget in a particular year and on the results of competitive bids for major projects. Consequently, a customer that accounts for a significant portion of our sales in one fiscal year may represent an immaterial portion of our sales in subsequent fiscal years. The loss of a significant customer, or a substantial decrease in a significant customer's orders, may have an adverse effect on our sales and revenue. In addition, we are subject to customer audit clauses in many of our multi-year contracts. If we are not able to provide the proper documentation or support for invoices per the contract terms, we may be subject to negotiated settlements with our major customers.

Changes in our customer and product mix could cause our gross profit percentage to fluctuate.

From time to time, we may experience changes in our customer mix or in our product mix. Changes in our customer mix may result from geographic expansion, daily selling activities within current geographic markets and targeted selling activities to new customer segments. Changes in our product mix may result from marketing activities to existing customers and needs communicated to us from existing and prospective customers. If customers begin to require more lower-margin products from us and fewer higher-margin products, our business, results of operations and financial condition may suffer.

Customer credit risks could result in losses.

The concentration of our customers in the energy industry may impact our overall exposure to credit risk as customers may be similarly affected by prolonged changes in economic and industry conditions. Further, laws in some jurisdictions in which we operate could make collection difficult or time consuming. In addition, in times when commodity prices are low, our customers with higher debt levels may not have the ability to pay their debts. We perform ongoing credit evaluations of our customers and do not generally require collateral in support of our trade receivables. While we maintain reserves for expected credit losses, we cannot assure these reserves will be sufficient to meet write-offs of uncollectible receivables or that our losses from such receivables will be consistent with our expectations.

We may be unable to successfully execute or effectively integrate acquisitions.

One of our key operating strategies is to selectively pursue acquisitions, including large scale acquisitions, to continue to grow and increase profitability. However, acquisitions, particularly of a significant scale, involve numerous risks and uncertainties, including intense competition for suitable acquisition targets, the potential unavailability of financial resources necessary to consummate acquisitions in the future, increased leverage due to additional debt financing that may be required to complete an acquisition, dilution of our stockholders' net current book value per share if we issue additional equity securities to finance an acquisition, difficulties in identifying suitable acquisition targets or in completing any transactions identified on sufficiently favorable terms, assumption of undisclosed or unknown liabilities and the need to obtain regulatory or other governmental approvals that may be necessary to complete acquisitions. In addition, any future acquisitions may entail significant transaction costs and risks associated with entry into new markets.

Even when acquisitions are completed, integration of acquired entities can involve significant difficulties, such as:

•failure to achieve cost savings or other financial or operating objectives with respect to an acquisition;

•strain on the operational and managerial controls and procedures of our business, and the need to modify systems or to add management resources;

•difficulties in the integration and retention of customers or personnel and the integration and effective deployment of operations or technologies;

•amortization of acquired assets, which would reduce future reported earnings;

•possible adverse short-term effects on our cash flows or operating results;

•diversion of management's attention from the ongoing operations of our business;

•integrating personnel with diverse backgrounds and organizational cultures;

•coordinating sales and marketing functions;

•failure to obtain and retain key personnel of an acquired business; and

•assumption of known or unknown material liabilities or regulatory non-compliance issues.

Failure to manage these acquisition growth risks could have an adverse effect on us.

Our indebtedness may affect our ability to operate our business, and this could have a material adverse effect on us.

We have now and will likely continue to have indebtedness. As of December 31, 2015, we had total debt outstanding of $523.7 million and excess availability of $671.3 million under our credit facilities. We may incur significant additional indebtedness in the future. If new indebtedness is added to our current indebtedness, the risks described below could increase. Our significant level of indebtedness could have important consequences, such as:

•limiting our ability to obtain additional financing to fund our working capital, acquisitions, expenditures, debt service requirements or other general corporate purposes;

•limiting our ability to use operating cash flow in other areas of our business because we must dedicate a substantial portion of these funds to service debt;

•limiting our ability to compete with other companies who are not as highly leveraged;

•subjecting us to restrictive financial and operating covenants in the agreements governing our and our subsidiaries' long-term indebtedness;

•exposing us to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, results of operations and financial condition;

•increasing our vulnerability to a downturn in general economic conditions or in pricing of our products; and

•limiting our ability to react to changing market conditions in our industry and in our customers' industries.

In addition, borrowings under our credit facilities bear interest at variable rates. If market interest rates increase, the variable-rate debt will create higher debt service requirements, which could adversely affect our cash flow. Our interest expense for the year ended December 31, 2015 was $47.5 million.

Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets, properties and systems software, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors. Our business may not generate sufficient cash flow from operations, and future borrowings may not be available to us under our credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may seek to sell assets to fund our liquidity needs but may not be able to do so. We may also need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness on commercially reasonable terms or at all.

In addition, we are and will be subject to covenants contained in agreements governing our present and future indebtedness. These covenants include and will likely include restrictions on:

•investments;

•prepayment of certain indebtedness;

- the granting of liens;
- the incurrence of additional indebtedness;
- asset sales;
- the making of fundamental changes;
- transactions with affiliates; and
- the payment of dividends.

In addition, any defaults under our credit facilities, including our global asset-based lending facility ("Global ABL Facility"), our senior secured term loan B ("Term Loan") or our other debt could trigger cross defaults under other or future credit agreements and may permit acceleration of our other indebtedness. If our indebtedness is accelerated, we cannot be certain that we will have sufficient funds available to pay the accelerated indebtedness or that we will have the ability to refinance the accelerated indebtedness on terms favorable to us or at all. For a description of our credit facilities and indebtedness, see "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources".

We are a holding company and depend upon our subsidiaries for our cash flow.

We are a holding company. Our subsidiaries conduct all of our operations and own substantially all of our assets. Consequently, our cash flow and our ability to meet our obligations or to pay dividends or make other distributions in the future will depend upon the cash flow of our subsidiaries and our subsidiaries' payment of funds to us in the form of dividends, tax sharing payments or otherwise.

The ability of our subsidiaries to make any payments to us will depend on their earnings, the terms of their current and future indebtedness, tax considerations and legal and contractual restrictions on the ability to make distributions. In particular, our subsidiaries' credit facilities currently impose limitations on the ability of our subsidiaries to make distributions to us and consequently our ability to pay dividends to our stockholders. Subject to limitations in our credit facilities, our subsidiaries may also enter into additional agreements that contain covenants prohibiting them from distributing or advancing funds or transferring assets to us under certain circumstances, including to pay dividends.

Our subsidiaries are separate and distinct legal entities. Any right that we have to receive any assets of or distributions from any of our subsidiaries upon the bankruptcy, dissolution, liquidation or reorganization, or to realize proceeds from the sale of their assets, will be junior to the claims of that subsidiary's creditors, including trade creditors and holders of debt that the subsidiary issued.

Changes in our credit profile may affect our relationship with our suppliers, which could have a material adverse effect on our liquidity.

Changes in our credit profile may affect the way our suppliers view our ability to make payments and may induce them to shorten the payment terms of their invoices, particularly given our high level of outstanding indebtedness. Given the large dollar amounts and volume of our purchases from suppliers, a change in payment terms may have a material adverse effect on our liquidity and our ability to make payments to our suppliers and, consequently, may have a material adverse effect on us.

If tariffs and duties on imports into the U.S. of line pipe or certain of the other products that we sell are lifted, we could have too many of these products in inventory competing against less expensive imports.

U.S. law currently imposes tariffs and duties on imports from certain foreign countries of line pipe and, to a lesser extent, on imports of certain other products that we sell. If these tariffs and duties are lifted or reduced or if the level of these imported products otherwise increase, and our U.S. customers accept these imported products, we could be materially and adversely affected to the extent that we would then have higher-cost products in our inventory or experience lower prices and margins due to increased supplies of these products that could drive down prices and margins. If prices of these products were to decrease significantly, we might not be able to profitably sell these products, and the value of our inventory would decline. In addition, significant price decreases could result in a significantly longer holding period for some of our inventory.

We are subject to strict environmental, health and safety laws and regulations that may lead to significant liabilities and negatively impact the demand for our products.

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws; regulations and permitting requirements, including those governing the discharge of pollutants or hazardous substances into the air, soil or water, the generation, handling, use, management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate and clean up contamination and occupational health and safety. Regulations and courts may impose fines and penalties for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and conditions of required permits. Our failure to comply with applicable environmental, health and safety requirements could result in fines, penalties, enforcement actions, third-party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup or regulatory or judicial orders requiring corrective measures, including the installation of pollution control equipment or remedial actions.

Certain laws and regulations, such as the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or the "U.S. federal Superfund law") or its state and foreign equivalents, may impose the obligation to investigate and remediate contamination at a facility on current and former owners or operators or on persons who may have sent waste to that facility for disposal. These laws and regulations may impose liability without regard to fault or to the legality of the activities giving rise to the contamination. Although we are not aware of any active litigation against us under the U.S. federal Superfund law or its state or foreign equivalents, contamination has been identified at several of our current and former facilities, and we have incurred and will continue to incur costs to investigate and remediate these conditions.

Moreover, we may incur liabilities in connection with environmental conditions currently unknown to us relating to our existing, prior or future owned or leased sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired. We believe that indemnities contained in certain of our acquisition agreements may cover certain environmental conditions existing at the time of the acquisition, subject to certain terms, limitations and conditions. However, if these indemnification provisions terminate or if the indemnifying parties do not fulfill their indemnification obligations, we may be subject to liability with respect to the environmental matters that those indemnification provisions address.

In addition, environmental, health and safety laws and regulations applicable to our business and the business of our customers, including laws regulating the energy industry, and the interpretation or enforcement of these laws and regulations, are constantly evolving. It is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation or enforcement, may have on us. Should environmental laws and regulations, or their interpretation or enforcement, become more stringent, our costs, or the costs of our customers, could increase, which may have a material adverse effect on us.

In particular, legislation and regulations limiting emissions of greenhouse gases, including carbon dioxide associated with the burning of fossil fuels, are at various stages of consideration and implementation, at the international, national, regional and state levels. In 2005, the Kyoto Protocol to the 1992 United Nations Framework Convention on Climate Change, which established a binding set of emission targets for greenhouse gases, became binding on the countries that ratified it. Attention is now focused on the development of a post-2012 international policy framework to guide international action to address climate change when the Kyoto Protocol expired in 2012. Certain states and regions have adopted or are considering legislation or regulation imposing overall caps or taxes on greenhouse gas emissions from certain sectors or facility categories or mandating the increased use of electricity from renewable energy sources. Similar legislation has been proposed at the federal level. In addition, the EPA has implemented regulations that require permits for and reductions in greenhouse gas emissions for certain categories of emission sources, the most recent of which became effective in August 2012. Pursuant to the terms of a settlement agreement, the EPA finalized greenhouse gas emissions standards, known as NSPS, for new power plants, and issued proposed NSPS for existing power plants in October 2014, which were finalized in August 2015. The settlement agreement also calls for NSPS for greenhouse gas emissions from oil refineries; however the EPA has not proposed such NSPS to date. NSPS for other oil refinery emissions were issued by the EPA pursuant to the settlement agreement in September 2012 and became effective in November 2012 with minor amendments effective in December 2013. These laws and regulations could negatively impact the market for the products we distribute and, consequently, our business.

In addition, federal, state, local, foreign and provincial laws, regulations and permitting requirements have been adopted or are being considered that could impose more stringent permitting, disclosure, wastewater disposal and well construction requirements on hydraulic fracturing, a practice involving the injection of water containing certain other substances into rock formations (after perforating the formation with explosive charges) to stimulate production of hydrocarbons, particularly natural gas, from shale basin regions. These effective and potential regulations include a variety of well construction, set back, wastewater disposal, emissions, baseline sampling, operational and disclosure requirements limiting how fracturing can be performed and requiring various degrees of disclosures regarding the contents of chemicals injected into the rock formations, as well as moratoria on all hydraulic fracturing activity. Any increased federal, regional or state regulation of hydraulic fracturing could significantly reduce the demand for our products in the high-growth shale regions of the U.S.

We may not have adequate insurance for potential liabilities, including liabilities arising from litigation.

In the ordinary course of business, we have and in the future may become the subject of various claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, the products we distribute, employees and other matters, including potential claims by individuals alleging exposure to hazardous materials as a result of the products we distribute or our operations. Some of these claims may relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of the businesses. The products we distribute are sold primarily for use in the energy industry, which is subject to inherent risks that could result in death, personal injury, property damage, pollution, release of hazardous substances or loss of production. In addition, defects in the products we distribute could result in death, personal injury, property damage, pollution, release of hazardous substances or damage to equipment and facilities. Actual or claimed defects in the products we distribute may give rise to claims against us for losses and expose us to claims for damages.

We maintain insurance to cover certain of our potential losses, and we are subject to various self-insured retentions, deductibles and caps under our insurance. It is possible, however, that judgments could be rendered against us in cases in which we would be uninsured and beyond the amounts of insurance we have or beyond the amounts that we currently have reserved or anticipate incurring for these matters. Even a partially uninsured claim, if successful and of significant size, could have a material adverse effect on us. Furthermore, we may not be able to continue to obtain insurance on commercially reasonable terms in the future, and we may incur losses from interruption of our business that exceed our insurance coverage. Even in cases where we maintain insurance coverage, our insurers may raise various objections and exceptions to coverage that could make uncertain the timing and amount of any possible insurance recovery. Finally, while we may have insurance coverage, we cannot guarantee that the insurance carrier will have the financial wherewithal to pay a claim otherwise covered by insurance, and as a result we may be responsible for any such claims.

Due to our position as a distributor, we are subject to personal injury, product liability and environmental claims involving allegedly defective products.

Our customers use certain of the products we distribute in potentially hazardous applications that can result in personal injury, product liability and environmental claims. A catastrophic occurrence at a location where end users use the products we distribute may result in us being named as a defendant in lawsuits asserting potentially large claims, even though we did not manufacture the products. Applicable law may render us liable for damages without regard to negligence or fault. In particular, certain environmental laws provide for joint and several and strict liability for remediation of spills and releases of hazardous substances. Certain of these risks are reduced by the fact that we are a distributor of products that third-party manufacturers produce, and, thus, in certain circumstances, we may have third-party warranty or other claims against the manufacturer of products alleged to have been defective. However, there is no assurance that these claims could fully protect us or that the manufacturer would be able financially to provide protection. There is no assurance that our insurance coverage will be adequate to cover the underlying claims. Our insurance does not provide coverage for all liabilities (including liability for certain events involving pollution or other environmental claims).

We are a defendant in asbestos-related lawsuits. Exposure to these and any future lawsuits could have a material adverse effect on us.

We are a defendant in lawsuits involving approximately 1,099 claims, arising from exposure to asbestos-containing materials included in products that we distributed in the past. Each claim involves allegations of exposure to asbestos-containing materials by a single individual, his or her spouse or family members. The complaints in these lawsuits typically name many other defendants. In the majority of these lawsuits, little or no information is known regarding the nature of the plaintiffs' alleged injuries or their connection with the products we distributed. Based on our experience with asbestos litigation to date, as well as the existence of certain insurance coverage, we do not believe that the outcome of these pending claims will have a material impact on us. However, the potential liability associated with asbestos claims is subject to many uncertainties, including negative trends with respect to settlement payments, dismissal rates and the types of medical conditions alleged in pending or future claims, negative developments in the claims pending against us, the current or future insolvency of co-defendants, adverse changes in relevant laws or the interpretation of those laws and the extent to which insurance will be available to pay for defense costs, judgments or settlements. Further, while we anticipate that additional claims will be filed against us in the future, we are unable to predict with any certainty the number, timing and magnitude of future claims. Therefore, we can give no assurance that pending or future asbestos litigation will not ultimately have a material adverse effect on us. See "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations, Commitments and Contingencies—Legal Proceedings" and "Item 3—Legal Proceedings" for more information.

If we lose any of our key personnel, we may be unable to effectively manage our business or continue our growth.

Our future performance depends to a significant degree upon the continued contributions of our management team and our ability to attract, hire, train and retain qualified managerial, sales and marketing personnel. In particular, we rely on our sales and marketing teams to create innovative ways to generate demand for the products we distribute. The loss or unavailability to us of any member of our management team or a key sales or marketing employee could have a material adverse effect on us to the extent we are unable to timely find adequate replacements. We face competition for these professionals from our competitors, our customers and other companies operating in our industry. We may be unsuccessful in attracting, hiring, training and retaining qualified personnel.

Interruptions in the proper functioning of our information systems could disrupt operations and cause increases in costs or decreases in revenues.

The proper functioning of our information systems is critical to the successful operation of our business. We depend on our information management systems to process orders, track credit risk, manage inventory and monitor accounts receivable collections. Our information systems also allow us to efficiently purchase products from our vendors and ship products to our customers on a timely basis, maintain cost-effective operations and provide superior service to our customers. However, our information systems are vulnerable to natural disasters, power losses, telecommunication failures and other problems. If critical information systems fail or are otherwise unavailable, our ability to procure products to sell, process and ship customer orders, identify business opportunities, maintain proper levels of inventories, collect accounts receivable and pay accounts payable and expenses could be adversely affected. In addition, the cost to repair, modify or replace all or part of our information systems or consolidate one or more systems onto one information technology platform, whether by necessity or choice, would require a significant cash investment on the part of the Company. Our ability to integrate our systems with our customers' systems would also be significantly affected. We maintain information systems controls designed to protect against, among other things, unauthorized program changes and unauthorized access to data on our information systems. If our information systems controls do not function properly, we face increased risks of unexpected errors and unreliable financial data or theft of proprietary Company information.

The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information or damage to our Company's image, all of which could negatively impact our financial results.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Our three primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our Company's reputation and image and private data exposure. We have implemented solutions, processes, and procedures to help mitigate this risk, but these measures, as well as our organization's increased awareness of our risk of a cyber incident, do not guarantee that our financial results will not be negatively impacted by such an incident.

The loss of third-party transportation providers upon whom we depend, or conditions negatively affecting the transportation industry, could increase our costs or cause a disruption in our operations.

We depend upon third-party transportation providers for delivery of products to our customers. Strikes, slowdowns, transportation disruptions or other conditions in the transportation industry, including, but not limited to, shortages of truck drivers, disruptions in rail service, increases in fuel prices and adverse weather conditions, could increase our costs and disrupt our operations and our ability to service our customers on a timely basis. We cannot predict whether or to what extent increases or anticipated increases in fuel prices may impact our costs or cause a disruption in our operations going forward.

We may need additional capital in the future, and it may not be available on acceptable terms, or at all.

We may require more capital in the future to:

•fund our operations;

•finance investments in equipment and infrastructure needed to maintain and expand our distribution capabilities;

•enhance and expand the range of products we offer; and

•respond to potential strategic opportunities, such as investments, acquisitions and international expansion.

We can give no assurance that additional financing will be available on terms favorable to us, or at all. The terms of available financing may place limits on our financial and operating flexibility. If adequate funds are not available on acceptable terms, we may be forced to reduce our operations or delay, limit or abandon expansion opportunities. Moreover, even if we are able to continue our operations, the failure to obtain additional financing could reduce our competitiveness.

Adverse weather events or natural disasters could negatively affect our local economies or disrupt our operations.

Certain areas in which we operate are susceptible to adverse weather conditions or natural disasters, such as hurricanes, tornadoes, floods and earthquakes. These events can disrupt our operations, result in damage to our properties and negatively affect the local economies in which we operate. Additionally, we may experience communication disruptions with our customers, vendors and employees. These events can cause physical damage to our branches and require us to close branches. Additionally, our sales order backlog and shipments can experience a temporary decline immediately following these events.

We cannot predict whether or to what extent damage caused by these events will affect our operations or the economies in regions where we operate. These adverse events could result in disruption of our purchasing or distribution capabilities, interruption of our business that exceeds our insurance coverage, our inability to collect from customers and increased operating costs. Our business or results of operations may be adversely affected by these and other negative effects of these events.

We have a substantial amount of goodwill and other intangible assets recorded on our balance sheet, partly because of acquisitions and business combination transactions. The amortization of acquired intangible assets will reduce our future reported earnings. Furthermore, if our goodwill or other intangible assets become impaired, we may be required to recognize non-cash charges that would reduce our income.

As of December 31, 2015, we had $942.6 million of goodwill and other intangibles recorded on our consolidated balance sheet. A substantial portion of these intangible assets results from our use of purchase accounting in connection with the acquisitions we have made over the past several years. In accordance with the purchase accounting method, the excess of the cost of an acquisition over the fair value of identifiable tangible and intangible assets is assigned to goodwill. The amortization expense associated with our identifiable intangible assets will have a negative effect on our future reported earnings. Many other companies, including many of our competitors, may not have the significant acquired intangible assets that we have because they may not have participated in recent acquisitions and business combination transactions similar to ours. Thus, the amortization of identifiable intangible assets may not negatively affect their reported earnings to the same degree as ours.

Additionally, under U.S. generally accepted accounting principles, goodwill and certain other long lived intangible assets are not amortized, but must be reviewed for possible impairment annually, or more often in certain circumstances where events indicate that the asset values are not recoverable. These reviews could result in an earnings charge for impairment, which would reduce our net income even though there would be no impact on our underlying cash flow. For the year ended December 31, 2015, we recorded pre-tax, non-cash impairment charges in the amount of $461.9 million as a result of unfavorable changes in our business outlook, including our financial forecasts for 2016 and beyond.

We face risks associated with conducting business in markets outside of North America.

We currently conduct substantial business in countries outside of North America. In addition, we are evaluating the possibility of establishing distribution networks in certain other foreign countries, particularly in Europe, Asia, the Middle East and South America. We could be materially and adversely affected by economic, legal, political and regulatory developments in the countries in which we do business in the future or in which we expand our business, particularly those countries which have historically experienced a high degree of political or economic instability. Examples of risks inherent in such non-North American activities include:

•changes in the political and economic conditions in the countries in which we operate, including civil uprisings and terrorist acts;

•unexpected changes in regulatory requirements;

•changes in tariffs;

•the adoption of foreign or domestic laws limiting exports to or imports from certain foreign countries;

•fluctuations in currency exchange rates and the value of the U.S. dollar;

•restrictions on repatriation of earnings;

•expropriation of property without fair compensation;

•governmental actions that result in the deprivation of contract or proprietary rights; and

•the acceptance of business practices which are not consistent with or are antithetical to prevailing business practices we are accustomed to in North America including export compliance and anti-bribery practices and governmental sanctions.

If we begin doing business in a foreign country in which we do not presently operate, we may also face difficulties in operations and diversion of management time in connection with establishing our business there.

We are subject to U.S. and other anti-corruption laws, trade controls, economic sanctions, and similar laws and regulations, including those in the jurisdictions where we operate. Our failure to comply with these laws and regulations could subject us to civil, criminal and administrative penalties and harm our reputation.

Doing business on a worldwide basis requires us to comply with the laws and regulations of the U.S. government and various foreign jurisdictions. These laws and regulations place restrictions on our operations, trade practices, partners and investment decisions. In particular, our operations are subject to U.S. and foreign anti-corruption and trade control laws and regulations, such as the Foreign Corrupt Practices Act (“FCPA”), export controls and economic sanctions programs, including those administered by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). As a result of doing business in foreign countries and with foreign partners, we are exposed to a heightened risk of violating anti-corruption and trade control laws and sanctions regulations.

The FCPA prohibits us from providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage. It also requires us to keep books and records that accurately and fairly reflect the Company’s transactions. As part of our business, we may deal with state-owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. In addition, the provisions of the United Kingdom Bribery Act (the “Bribery Act”) extend beyond bribery of foreign public officials and also apply to transactions with individuals that a government does not employ. The provisions of the Bribery Act are also more onerous than the FCPA in a number of other respects, including jurisdiction, non-exemption of facilitation payments and penalties. Some of the international locations in which we operate lack a developed legal system and have higher than normal levels of corruption. Our continued expansion outside the U.S., including in developing countries, and our development of new partnerships and joint venture relationships worldwide, could increase the risk of FCPA, OFAC or Bribery Act violations in the future.

Economic sanctions programs restrict our business dealings with certain sanctioned countries, persons and entities. In addition, because we act as a distributor, we face the risk that our customers might further distribute our products to a sanctioned person or entity, or an ultimate end-user in a sanctioned country, which might subject us to an investigation concerning compliance with OFAC or other sanctions regulations.

Violations of anti-corruption and trade control laws and sanctions regulations are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts and revocations or restrictions of licenses, as well as criminal fines and imprisonment. We have established policies and procedures designed to assist our compliance with applicable U.S. and international anti-corruption and trade control laws and regulations, including the FCPA, the Bribery Act and trade controls and sanctions programs administered by OFAC, and have trained our employees to comply with these laws and regulations. However, there can be no assurance that all of our employees, consultants, agents or other associated persons will not take actions in violation of our policies and these laws and regulations, and that our policies and procedures will effectively prevent us from violating these regulations in every transaction in which we may engage or provide a defense to any alleged violation. In particular, we may be held liable for the actions that our local, strategic or joint venture partners take inside or outside of the United States, even though our partners may not be subject to these laws. Such a violation, even if our policies prohibit it, could have a material adverse effect on our reputation, business, financial condition and results of operations. In addition, various state and municipal governments, universities and other investors maintain prohibitions or restrictions on investments in companies that do business with sanctioned countries, persons and entities, which could adversely affect the market for our common stock and other securities.

We face risks associated with international instability and geopolitical developments.

In some countries, there is an increased chance for economic, legal or political changes that may adversely affect the performance of our services, sale of our products or repatriation of our profits. We do not know the impact that these regulatory, geopolitical and other factors may have on our business in the future and any of these factors could adversely affect us.

We are exposed to risks relating to evaluations of controls required by Section 404 of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”).

Section 404 of the Sarbanes-Oxley Act requires us to annually evaluate our internal controls systems over financial reporting. This is not a static process as we may change our processes each year or acquire new companies that have different controls than our existing controls. Upon completion of this process each year, we may identify control deficiencies of varying degrees of severity under applicable U.S. Securities and Exchange Commission (“SEC”) and Public Company Accounting Oversight Board (“PCAOB”) rules and regulations that remain unremediated. We are required to report, among other things, control deficiencies that constitute a “material weakness” or changes in internal controls that, or that are reasonably likely to, materially affect internal controls over financial reporting. A “material weakness” is a significant deficiency or combination of significant deficiencies in internal control over financial reporting that results in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected and corrected on a timely basis.

We could suffer a loss of confidence in the reliability of our financial statements if we or our independent registered public accounting firm reports a material weakness in our internal controls, if we do not develop and maintain effective controls and procedures or if we are otherwise unable to deliver timely and reliable financial information. Any loss of confidence in the reliability of our financial statements or other negative reaction to our failure to develop timely or adequate disclosure controls and procedures or internal controls could result in a decline in the price of our common stock. In addition, if we fail to remedy any material weakness, our financial statements may be inaccurate, we may face restricted access to the capital markets and our stock price may be adversely affected.

Changes in U.S. generally accepted accounting principles or tax laws could materially impact our results of operations.

The SEC continues to review the possibility of convergence to a single set of international accounting standards (such as International Financial Reporting Standards (“IFRS”)). The associated changes in regulatory accounting may negatively impact the way we record revenues, expenses, assets and liabilities. Currently, under IFRS, the last in, first out (“LIFO”) method of valuing inventory is not permitted. Changes in the treatment of LIFO under tax laws could impact the tax treatment of LIFO. If we had ceased valuing our inventory under the LIFO method at December 31, 2015, we would have been required to make tax payments approximating $104.0 million over the subsequent four years.

We do not currently intend to pay dividends to our common stockholders in the foreseeable future.

It is uncertain when, if ever, we will declare dividends to our common stockholders. We do not currently intend to pay dividends in the foreseeable future. Our ability to pay dividends is constrained by our holding company structure under which we are dependent on our subsidiaries for payments. Additionally, we and our subsidiaries are parties to credit agreements which restrict our ability and their ability to pay dividends. See “Item 5—Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” and “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources”.

Compliance with and changes in laws and regulations in the countries in which we operate could have a significant financial impact and affect how and where we conduct our operations.

We have operations in the U.S. and in 21 countries that can be impacted by expected and unexpected changes in the business and legal environments in the countries in which we operate. Compliance with and changes in laws, regulations, and other legal and business issues could impact our ability to manage our costs and to meet our earnings goals. Compliance related matters could also limit our ability to do business in certain countries. Changes that could have a significant cost to us include new legislation, new regulations, or a differing interpretation of existing laws and regulations, changes in tax law or tax rates, the unfavorable resolution of tax assessments or audits by various taxing authorities, the expansion of currency exchange controls, export controls or additional restrictions on doing business in countries subject to sanctions in which we operate or intend to operate.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2.PROPERTIES

In North America, we operate a modified hub and spoke model that is centered around our 10 distribution centers in the U.S. and Canada with more than 150 branch locations which have inventory and local employees. Our U.S. network is comprised of 121 branch locations and nine distribution centers. We own our Charleston, WV corporate office and our Nitro, WV and our Houston, TX (Darien Street) distribution centers and lease the remaining seven distribution centers. In Canada, we have 31 branch locations and we own our one distribution center in Nisku, Alberta, Canada. We own less than 15% of our branch locations as we primarily lease the facilities.

Outside North America, we operate through a network of 54 branch locations located throughout Europe, Asia, Australasia and the Middle East, including seven distribution centers in the United Kingdom, Norway, Singapore, the Netherlands, the United Arab Emirates and Australia. We own our Brussels, Belgium location and the remainder of our locations are leased.

Our Company maintains its principal executive office at 1301 McKinney Street, Suite 2300, Houston, Texas, 77010 and also maintains a corporate office in Charleston, WV. These locations have corporate functions such as executive management, accounting, human resources, legal, marketing, supply chain management, business development and information technology.

ITEM 3.LEGAL PROCEEDINGS

From time to time, we have been subject to various claims and involved in legal proceedings incidental to the nature of our businesses. We maintain insurance coverage to reduce financial risk associated with certain of these claims and proceedings. It is not possible to predict the outcome of these claims and proceedings. However, in our opinion, there are no pending legal proceedings that upon resolution are likely to have a material effect on our business, financial condition, results of operations or cash flows.

Also, from time to time, in the ordinary course of our business, our customers may claim that the products that we distribute are either defective or require repair or replacement under warranties that either we or the manufacturer may provide to the customer. These proceedings are, in the opinion of management, ordinary and routine matters incidental to our normal business. Our purchase orders with our suppliers generally require the manufacturer to indemnify us against any product liability claims, leaving the manufacturer ultimately responsible for these claims. In many cases, state, provincial or foreign law provides protection to distributors for these sorts of claims, shifting the responsibility to the manufacturer. In some cases, we could be required to repair or replace the products for the benefit of our customer and seek our recovery from the manufacturer for our expense. In the opinion of management, the ultimate disposition of these claims and proceedings are not expected to have a material adverse effect on our financial position, results of operations or cash flows.

For information regarding asbestos cases in which we are a defendant and other claims and proceedings, see "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual

Obligations, Commitments and Contingencies—Legal Proceedings" and "Note 16—Commitments and Contingencies" to our audited consolidated financial statements included elsewhere in this report.

ITEM 4.MINE SAFETY DISCLOSURES

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

The name, age, period of service and the title of each of our executive officers as of February 24, 2016 are listed below.

Andrew R. Lane, age 56, has served as our president and chief executive officer (“CEO”) since September 2008 and our chairman of the board since December 2009. From December 2004 to December 2007, he served as executive vice president and chief operating officer of Halliburton Company, where he was responsible for Halliburton’s overall operational performance. Prior to that, he held a variety of leadership roles within Halliburton. Mr. Lane received a B.S. in mechanical engineering from Southern Methodist University in 1981 (cum laude). He also completed the Advanced Management Program (“A.M.P.”) at Harvard Business School in 2000.

James E. Braun, age 56, has served as our executive vice president and chief financial officer since November 2011. Prior to joining the Company, Mr. Braun served as chief financial officer of Newpark Resources, Inc. since 2006. Newpark provides drilling fluids and other products and services to the oil and gas exploration and production industry, both inside and outside of the U.S. Before joining Newpark, Mr. Braun held a variety of leadership positions with Baker Hughes Incorporated, a leading provider of drilling, formation evaluation, completion and production products and services to the worldwide oil and gas industry. Mr. Braun is a CPA and was formerly a partner with Deloitte & Touche. Mr. Braun received a B.A. in accounting from the University of Illinois at Urbana-Champaign.

Daniel J. Churay, age 53, has served as our executive vice president – corporate affairs, general counsel and corporate secretary since May 2012. In his current role, Mr. Churay manages the Company’s human resources, legal, risk and compliance, external and government affairs and certain shared services functions. He also acts as corporate secretary to the Company’s board of directors. Prior to May 2012, Mr. Churay served as executive vice president and general counsel since August 2011 and as our corporate secretary since November 2011. From December 2010 to June 2011, he served as president and CEO of Rex Energy Corporation, an independent oil and gas company. From September 2002 to December 2010, Mr. Churay served as executive vice president, general counsel and secretary of YRC Worldwide Inc., a transportation and logistics company. Mr. Churay received a bachelor’s degree in economics from the University of Texas and a juris doctorate from the University of Houston Law Center, where he was a member of the Law Review.

Steinar Aasland, age 49, is our senior vice president of international operations. Prior to that role, he served as our senior vice president – Europe since April 2014. Before that, he was the CEO of Stream AS, which was acquired by MRC Global in 2014, and was responsible for all business activities of its three subsidiaries, Teamtrade, Solberg & Andersen and Energy Piping. Mr. Aasland has more than 20 years of executive management experience in the PVF industry. Mr. Aasland currently serves as the Chairman of the Board for the Stavanger Chamber of Commerce. He is a mechanical engineer and holds a masters degree in strategy and management from BI Norwegian Business School.

Grant Bates, age 44, has led our Canada region since April 2014. Previously, Mr. Bates served as regional vice president of the Australasian region since November 2012. Mr. Bates joined MRC Global in March 2012 through the acquisition of OneSteel Piping Systems (now known as MRC Piping Systems Australia). Prior to the acquisition, Mr. Bates served as the National Manager of OneSteel Piping Systems. He has more than a decade of experience in manufacturing and distribution in a variety of management roles, including several years as a business analyst and consulting engineer. Mr. Bates holds a B.Eng. in mechanical engineering from the University of Newcastle, a Graduate diploma in management and a masters of business administration from Deakin University.

John Bowhay, age 50, is our senior vice president – supply chain management. His responsibilities include both product sales and supply chain efforts for our products. He previously served as senior vice president – Asia Pacific and Middle East. Before that, Mr. Bowhay served as vice president of European operations since August 2013. Prior to this role, Mr. Bowhay served as the managing director for our United Kingdom operations and prior to that role, he was the vice president of sales in the U.K. He brings more than 31 years of industry experience and valve expertise to the MRC Global team. Mr. Bowhay attended the London Business School.

Scott A. Hutchinson, age 60, has served as senior vice president – North America since September 2014. Prior to this role, Mr. Hutchinson was the senior vice president of global business processes, and, before that, he was our executive vice president of Canada operations. Prior to that role, Mr. Hutchinson served as our executive vice president of North America operations beginning in November 2009. From January 2009 to November 2009 he served as our senior vice president of the Eastern region covering most operational units east of the Mississippi River. From October 1998 to January 2009, he served as senior vice president of our Midwest region. From May 1988 to October 1998 he worked in various field positions with our Company and from 1984 to 1988, he served as outside sales representative for Grant Supply in Houston, Texas, which became part of our Company in 1987. Prior to joining us, Mr. Hutchinson worked for Fluor Corporation in procurement. He holds a bachelor of arts degree in marketing from the University of Central Florida.

Rory M. Isaac, age 65, has served as senior vice president of business development since September 2014. Prior to that, he served as executive vice president – international operations since July 2013. Mr. Isaac has served as executive vice president of corporate strategy, mergers and acquisitions from September 2012 to June 2013. Prior to this role, Mr. Isaac served as the executive vice president of global business development since December 2008. Prior to December 2008, he served in a variety of leadership positions within the Company since 1981. Mr. Isaac attended the Citadel.

Elton Bond, age 40, has served as our senior vice president and chief accounting officer since May 2011. From September 2009 to May 2011, he served as senior vice president and treasurer. Prior to that, he served as vice president of finance and compliance since December 2008. Before that, Mr. Bond was the director of finance and compliance since January 2007. He started his career with MRC Global as the acquisition development manager in April 2006. Prior to joining MRC Global, Mr. Bond was employed with Ernst & Young LLP from 1997 to 2006, serving in a variety of roles, including senior manager of assurance and advisory business services. Mr. Bond received a B.B.A. from Marshall University in 1997. He is a member of the American Institute of Certified Public Accountants and a member of the West Virginia Society of CPAs.

PART II

ITEM 5.MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MRC Global Inc. common stock is listed on the New York Stock Exchange ("NYSE') under the symbol "MRC". The following table illustrates the high and low sales prices as reported by the NYSE for the two most recent years by quarter:

	2015 First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Common stock sale price				
High	$ 15.36	$ 17.62	$ 15.80	$ 15.49
Low	$ 10.20	$ 11.85	$ 10.45	$ 10.73
	2014 First Quarter	Second Quarter	Third Quarter	Fourth Quarter
High	$ 32.10	$ 29.67	$ 28.55	$ 23.35
Low	$ 24.73	$ 26.17	$ 23.14	$ 13.41

As of February 12, 2016, there were 309 holders of record of the Company's common stock.

Our board of directors has not declared any dividends on common stock during 2014 or 2015 and currently has no intention to declare any dividends.

The Company's Global ABL Facility, Term Loan and our 6.5% Series A Convertible Perpetual Preferred Stock restrict our ability to declare cash dividends under certain circumstances. Any future dividends declared would be at the discretion of our board of directors and would depend on our financial condition, results of operations, cash flows, contractual obligations, the terms of our financing agreements at the time a dividend is considered, and other relevant factors.

Issuer Purchases of Securities

A summary of our purchases of MRC Global Inc. common stock during the fourth quarter of fiscal year 2015 is as follows:

	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31	320	$ 11.61	-	$ -
November 1 - November 30	816,706	$ 14.12	816,389	$ 88,473,755
December 1 - December 31	67	$ 13.12	-	$ 88,473,755
	817,093			

(1) We purchased 704 shares in connection with funding employee income tax withholding obligations arising upon the lapse of restrictions on restricted shares.
(2) We purchased 816,389 shares during the period as part of a share repurchase program authorized by the Company's board in November 2015. The plan allows for purchases of common stock up to $100 million and is scheduled to expire in December 2017.

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PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on our common stock to the S&P 500 Index and the Oil Service Sector Index. The total shareholder return assumes $100 invested on April 12, 2012, the date our stock first traded following our initial public offering, in MRC Global Inc., the S&P 500 Index and the Oil Service Sector Index. It also assumes reinvestment of all dividends. The results shown in the graph below are not necessarily indicative of future performance.

Comparison of Cumulative Total Return

This information shall not be deemed to be ‘‘soliciting material’’ or to be ‘‘filed’’ with the SEC or subject to Regulation 14A (17 CFR 240.14a-1-240.14a-104), other than as provided in Item 201(e) of Regulation S-K, or to the liabilities of Section 18 of the Exchange Act (15 U.S.C. 78r).

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data presented below have been derived from the consolidated financial statements of MRC Global Inc. that have been prepared using accounting principles generally accepted in the United States of America which have been audited by Ernst & Young LLP, our independent registered public accounting firm. This data should be read in conjunction with "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements, related notes and other financial information included elsewhere in this report.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(dollars in millions, except per share amounts)				
Statement of Operations Data:					
Sales	$ 4,528.6	$ 5,933.2	$ 5,230.8	$ 5,570.8	$ 4,832.4
Cost of sales	3,742.5	4,915.1	4,276.0	4,557.1	4,124.2
Gross profit	786.1	1,018.1	954.8	1,013.7	708.2
Selling, general and administrative expenses	606.5	716.0	643.0	606.7	513.6
Goodwill and intangible asset impairment	461.9	-	-	-	-
Operating (loss) income	(282.3)	302.1	311.8	407.0	194.6
Other (expenses) income:					
Interest expense	(47.5)	(61.8)	(60.7)	(112.5)	(136.8)
Loss on early extinguishment of debt	-	-	-	(114.0)	-
Other, net	(12.5)	(14.4)	(14.2)	1.2	(2.0)
(Loss) income before income taxes	(342.3)	225.9	236.9	181.7	55.8
Income taxes	(10.8)	81.8	84.8	63.7	26.8
Net (loss) income	(331.5)	144.1	152.1	118.0	29.0
Series A preferred stock dividends	13.2	-	-	-	-
Net (loss) income attributable to common stockholders	$ (344.7)	$ 144.1	$ 152.1	$ 118.0	$ 29.0
Earnings per share amounts:					
Basic	$ (3.38)	$ 1.41	$ 1.50	$ 1.22	$ 0.34
Diluted	$ (3.38)	$ 1.40	$ 1.48	$ 1.22	$ 0.34
Weighted average shares, basic (in thousands)	102,067	102,006	101,712	96,465	84,417
	102,067	102,790	102,522	96,925	84,655

Weighted average shares, diluted (in thousands)					
Dividends	$ -	$ -	$ -	$ -	$ -

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Balance Sheet Data:					
Cash	$ 69.0	$ 25.1	$ 25.2	$ 37.1	$ 46.1
Working capital (1)	960.9	1,504.4	1,083.9	1,200.5	1,074.7
Total assets	2,501.5	3,875.7	3,335.7	3,369.7	3,229.9
Long-term debt (2)	523.7	1,453.6	986.8	1,256.6	1,526.7
Redeemable preferred stock	355.5	-	-	-	-
Stockholders' equity	955.8	1,397.2	1,338.3	1,185.9	720.8

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Other Financial Data:					
Net cash flow:					
Operating activities	$ 689.9	$ (106.4)	$ 323.6	$ 240.1	$ (102.9)
Investing activities	(41.2)	(362.0)	(69.4)	(183.0)	(48.0)
Financing activities	(599.2)	467.2	(265.0)	(60.5)	140.6

(1)Working capital is defined as current assets less current liabilities.

(2)Includes current portion of long-term debt.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our financial statements and related notes included elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including, but not limited to, those set forth under "Cautionary Note Regarding Forward-Looking Statements" and "Item 1A—Risk Factors" and elsewhere in this report. All references throughout this section (and elsewhere in this report) to amounts available for borrowing under various credit facilities refer to amounts actually available for borrowing after giving effect to any borrowing base limitations that each facility imposes.

Cautionary Note Regarding Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations (as well as other sections of this Annual Report on Form 10-K) contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include those preceded by, followed by or including the words "will," "expect," "intended," "anticipated," "believe," "project," "forecast," "propose," "plan," "estimate," "enable," anc expressions, including, for example, statements about our business strategy, our industry, our future profitability, growth in the industry sectors we serve, our expectations, beliefs, plans, strategies, objectives, prospects and assumptions, and estimates and projections of future activity and trends in the oil and natural gas industry. These forward-looking statements are not guarantees of future performance. These statements are based on management's expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, most of which are difficult to predict and many of which are beyond our control, including the factors described under "Item 1A - Risk Factors", that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. Such risks and uncertainties include, among other things:

•decreases in oil and natural gas prices;

•decreases in oil and natural gas industry expenditure levels, which may result from decreased oil and natural gas prices or other factors;

•increased usage of alternative fuels, which may negatively affect oil and natural gas industry expenditure levels;

•U.S. and international general economic conditions;

•our ability to compete successfully with other companies in our industry;

•the risk that manufacturers of the products we distribute will sell a substantial amount of goods directly to end users in the industry sectors we serve;

•unexpected supply shortages;

•cost increases by our suppliers;

•our lack of long-term contracts with most of our suppliers;

•suppliers' price reductions of products that we sell, which could cause the value of our inventory to decline;

•decreases in steel prices, which could significantly lower our profit;

•increases in steel prices, which we may be unable to pass along to our customers which could significantly lower our profit;

•our lack of long-term contracts with many of our customers and our lack of contracts with customers that require minimum purchase volumes;

•changes in our customer and product mix;

•risks related to our customers' creditworthiness;

•the success of our acquisition strategies;

•the potential adverse effects associated with integrating acquisitions into our business and whether these acquisitions will yield their intended benefits;

•our significant indebtedness;

•the dependence on our subsidiaries for cash to meet our obligations;

•changes in our credit profile;

•a decline in demand for certain of the products we distribute if import restrictions on these products are lifted;

•environmental, health and safety laws and regulations and the interpretation or implementation thereof;

•the sufficiency of our insurance policies to cover losses, including liabilities arising from litigation;

•product liability claims against us;

•pending or future asbestos-related claims against us;

•the potential loss of key personnel;

•interruption in the proper functioning of our information systems;

•loss of third-party transportation providers;

•potential inability to obtain necessary capital;

•risks related to adverse weather events or natural disasters;

•impairment of our goodwill or other intangible assets;

•adverse changes in political or economic conditions in the countries in which we operate;

•exposure to U.S. and international laws and regulations, including the Foreign Corrupt Practices Act and the U.K. Bribery Act and other economic sanctions programs;

•risks associated with international instability and geopolitical developments;

•risks relating to ongoing evaluations of internal controls required by Section 404 of the Sarbanes-Oxley Act;

•the impact on us of changes in U.S. generally accepted accounting principles or tax laws;

•our intention not to pay dividends; and

•the occurrence of cybersecurity incidents.

Undue reliance should not be placed on our forward-looking statements. Although forward-looking statements reflect our good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except to the extent law requires.

Overview

We are the largest global industrial distributor, based on sales, of PVF and related products and services to the energy industry and hold a leading position in our industry across each of the upstream (exploration, production and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities and the storage and distribution of oil and natural gas) and downstream (crude oil refining, petrochemical and chemical processing) sectors. Our business is segregated into three geographical segments consisting of our U.S., Canadian and International operations. We serve our customers in approximately 350 service locations. We offer a wide array of PVF and oilfield supplies encompassing a complete line of products from our global network of suppliers to our more than 19,000 customers. We are diversified by geography, the industry sectors we serve and the products we sell. We seek to provide best-in-class service to our customers by satisfying the most complex, multi-site needs of many of the largest companies in the energy sector as their primary PVF supplier. We believe the critical role we play in our customers' supply chain, together with our extensive product offering, broad global presence, customer-linked scalable information systems and efficient distribution capabilities, serve to solidify our long-standing customer relationships and drive our growth. As a result, we have an average relationship of over 25 years with our 25 largest customers.

Key Drivers of Our Business

Our revenues are predominantly derived from the sale of PVF and other oilfield and industrial supplies to the energy sector globally. Our business is therefore dependent upon both the current conditions and future prospects in the energy industry and, in particular, maintenance and expansionary operating and capital expenditures by our customers in the upstream, midstream and downstream sectors of the industry. Although we have seen customer spending fall off significantly beginning in late 2014 and continuing throughout all of 2015 as a result of the lower oil and natural gas price environment, long-term growth in spending has been driven by several factors, including underinvestment in global energy infrastructure, growth in shale and unconventional exploration and production ("E&P") activity, and anticipated strength in the oil, natural gas, refined products and petrochemical sectors. The outlook for future oil, natural gas, refined products and petrochemical PVF spending is influenced by numerous factors, including the following:

•Oil and Natural Gas Prices. Sales of PVF and related products to the oil and natural gas industry constitute a significant portion of our sales. As a result, we depend upon the oil and natural gas industry and its ability and willingness to make maintenance and capital expenditures to explore for, produce and process oil and natural gas and refined products. Oil and natural gas prices, both current and projected, along with the costs necessary to produce oil and gas, impact other drivers of our business, including E&P spending, additions and maintenance to pipeline mileage, refinery utilization and petrochemical processing activity.

•Economic Conditions. The demand for the products we distribute is dependent on the general economy, the energy sector and other factors. Changes in the general economy or in the energy sector (domestically or internationally) can cause demand for the products we distribute to materially change.

•Customer, Manufacturer and Distributor Inventory Levels of PVF and Related Products. Customer, manufacturer and distributor inventory levels of PVF and related products can change significantly from period to period. Increases in our customers' inventory levels can have an adverse effect on the demand for the products we distribute when customers draw from their inventory rather than purchase new products. Reduced demand, in turn, would likely result in reduced sales volume and profitability. Increased inventory levels by manufacturers or other distributors can cause an oversupply of PVF and related products in the industry sectors we serve and reduce the prices that we are able to charge for the products we distribute. Reduced prices, in turn, would likely reduce our profitability. Conversely, decreased customer and manufacturer inventory levels may ultimately lead to increased demand for our products and would likely result in increased sales volumes and overall profitability.

• Steel Prices, Availability and Supply and Demand. Fluctuations in steel prices can lead to volatility in the pricing of the products we distribute, especially carbon steel tubular products, which can influence the buying patterns of our customers. A majority of the products we distribute contain various types of steel. The worldwide supply and demand for these products, or other steel products that we do not supply, impacts the pricing and availability of our products and, ultimately, our sales and operating profitability.

Recent Trends and Outlook

During 2015, the average oil price of West Texas Intermediate ("WTI") decreased significantly to $48.66 per barrel compared to $93.17 per barrel in 2014. Natural gas prices decreased to an average price of $2.62/Mcf (Henry Hub) for 2015 compared to $4.37/Mcf (Henry Hub) for 2014. North American drilling rig activity decreased 48% in 2015 compared to 2014.

In recent years, there has been an increase in the global supply of crude oil, including the contribution of U.S. shale, at a pace exceeding demand growth. This increase combined with a lack of willingness on the part of the Organization of Petroleum Exporting Countries ("OPEC") to curb production, has triggered a dramatic decline in oil prices that began in late 2014, continued throughout 2015, and persists today. This low price environment has, in turn, resulted in a dramatic decline in exploration and production ("E&P") capital spending by our customers which directly impacts our business. Prominent E&P spending surveys, which include many of our customers, indicate that 2016 spending could be down by more than 35-40% in North America following a 35% decline in 2015. Globally, spending is projected to be down by 15-20% in 2016 compared to 2015. This marks the first time in nearly 30 years that global spending has been down in consecutive years. Additionally, for certain of our customers, an inability to access capital markets will further limit their ability to spend during this downturn. With sustained lower pricing in both oil and natural gas prices projected throughout 2016 and into 2017, we expect our business to continue to contract in 2016 particularly within the North American upstream and in our project business where ongoing projects will be completed but new projects are likely to be delayed. In the longer term, we believe that carbon-based energy will continue to play a critical role in supporting economic growth; however, higher oil prices are necessary to drive increases in customer spending.

Because 2015 was expected to be a challenging year, we took a number of steps to reduce our operating costs. We implemented hiring and salary freezes and eliminated approximately 800 full-time positions. As a result of these actions, we recorded pre-tax severance and restructuring charges of $14.5 million in 2015. We will continue to monitor the business outlook and take actions as appropriate in response to negative changes in that outlook. In addition to these efforts to reduce costs, we also managed our working capital to an appropriate level, which was a reduction of $543 million in 2015 compared to 2014. We have reduced debt by $930 million and increased our liquidity to $740 million at year-end December 31, 2015 compared to December 31, 2014. We will continue to monitor the capital expenditures of our customers and adjust our operating costs and working capital levels accordingly.

In February 2016, we completed the disposition of our U.S. oil country tubular goods ("OCTG") product line. This divestiture represents the culmination of a multi-year strategy to decrease our exposure to the direct volatility of the drilling activity and lower margins as compared to our other product lines. For the year ended 2015, sales of U.S. OCTG totaled $305 million, or 7% of our total sales. U.S. OCTG inventories as of December 31, 2015 were $63 million. As a result of this transaction, we recorded a loss of $5 million that is reflected in our 2015 results.

We determine backlog by the amount of unshipped customer orders, either specific or general in nature (including orders held under pipe programs), which the customer may revise or cancel in certain instances. Our backlog at December 31, 2015 was $542 million ($500 million excluding OCTG) including $347 million ($305 million excluding OCTG), $34 million and $161 million in our U.S., Canadian and International segments, respectively. Our backlog at December 31, 2014 was $1.093 billion ($936 million excluding

OCTG) including $767 million ($610 million excluding OCTG), $66 million and $260 million in our U.S., Canadian and International segments, respectively. There can be no assurance that the backlog amounts will ultimately be realized as revenue or that we will earn a profit on the backlog of orders, but we expect that substantially all of the sales in our backlog will be realized in 2016.

The following table shows key industry indicators for the years ended December 31, 2015, 2014 and 2013:

	Year Ended December 31,					
	2015		2014		2013	
Average Rig Count (1):						
United States	978		1,862		1,761	
Canada	192		379		359	
Total North America	1,170		2,241		2,120	
International	1,167		1,337		1,296	
Total Worldwide	2,337		3,578		3,416	
Average Commodity Prices (2):						
WTI crude oil (per barrel)	$	48.66	$	93.17	$	97.98
Brent crude oil (per barrel)	$	52.32	$	98.97	$	108.56
Natural gas ($/Mcf)	$	2.62	$	4.37	$	3.73
Average Monthly U.S. Well Permits (3)	3,783		6,348		5,871	
3:2:1 Crack Spread (4)	$	20.12	$	19.04	$	23.57

(1) Source-Baker Hughes (www.bakerhughes.com) (Total rig count includes oil, natural gas and other rigs.)
(2) Source-Department of Energy, EIA (www.eia.gov)
(3) Source-Rig Data (U.S.)
(4) Source-Bloomberg

Results of Operations for the Years Ended December 31, 2015, 2014 and 2013

The breakdown of our sales by sector for the years ended December 31, 2015, 2014 and 2013 was as follows (in millions):

	Year Ended December 31,								
	2015			2014			2013		
Upstream	$	1,728.9	38%	$	2,806.5	47%	$	2,314.9	44%
Midstream	1,484.8		33%	1,654.7		28%	1,491.0		29%
Downstream and other industrials	1,314.9		29%	1,472.0		25%	1,424.9		27%
	$	4,528.6	100%	$	5,933.2	100%	$	5,230.8	100%

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Year Ended December 31, 2015 Compared to the Year Ended December 31, 2014

For the years ended December 31, 2015 and 2014 the following table summarizes our results of operations (in millions):

	Year Ended December 31,			
	2015	2014	$ Change	% Change
Sales:				
U.S.	$ 3,571.7	$ 4,427.4	$ (855.7)	(19.3%)
Canada	332.6	632.5	(299.9)	(47.4%)
International	624.3	873.3	(249.0)	(28.5%)
Consolidated	$ 4,528.6	$ 5,933.2	$ (1,404.6)	(23.7%)
Operating (loss) income:				
U.S.	$ (47.1)	$ 266.2	$ (313.3)	(117.7%)
Canada	9.3	27.7	(18.4)	(66.4%)
International	(244.5)	8.2	(252.7)	N/M
Consolidated	(282.3)	302.1	(584.4)	(193.4%)
Interest expense	(47.5)	(61.8)	14.3	(23.1%)
Other expense	(12.5)	(14.4)	1.9	(13.2%)
Income tax benefit (expense)	10.8	(81.8)	92.6	(113.2%)
Net (loss) income	$ (331.5)	$ 144.1	$ (475.6)	(330.0%)
Adjusted Gross Profit (1)	$ 813.4	$ 1,120.3	$ (306.9)	(27.4%)
Adjusted EBITDA (1)	$ 234.8	$ 424.0	$ (189.2)	(44.6%)

(1)Adjusted Gross Profit and Adjusted EBITDA are non-GAAP financial measures. For a reconciliation of these measures to an equivalent GAAP measure, see pages 29-31 herein.

Sales. Sales include the revenue recognized from the sales of the products we distribute, services to customers and freight billings to customers, less cash discounts taken by customers in return for their early payment of our invoices to them. Our sales were $4,528.6 million for the year ended December 31, 2015 as compared to $5,933.2 million for the year ended December 31, 2014. The $1,404.6 million decrease reflected a $162.4 million impact of the decline in foreign currencies in areas where we operate compared to the U.S. dollar.

U.S. Segment—Our U.S. sales decreased $855.7 million to $3,571.7 million for 2015 from $4,427.4 million for 2014. This 19% decrease reflected a $659 million, or 36%, decrease in the upstream sector, a $167 million, or 10%, decrease in the midstream sector and a modest decline in the downstream sector. The decline in all sectors reflects the decrease in customer spending related to the decline in oil and natural gas prices and the resulting decline in rig count.

Canadian Segment—Our Canadian sales decreased $299.9 million to $332.6 million for 2015 from $632.5 million for 2014. This 47.4% decrease reflected a $276 million, or 53%, decrease in upstream business due to a decrease in customer spending. Approximately $51 million, or 17%, of the total decline was a result of the weaker Canadian dollar relative to the U.S. dollar.

International Segment—Our International sales decreased $249.0 million to $624.3 million for 2015 from $873.3 million for 2014. This 28.5 % decrease reflected the combined impact of lower project activity and deferral of MRO expenditures particularly in Norway, the U.K., Australia and the Netherlands. The decrease in sales included the impact of the decline in the foreign currencies in areas where we operate compared to the U.S. dollar, which accounted for $111 million, or 45%, of the total decline.

Gross Profit. Our gross profit was $786.1 million (17.4% of sales) for the year ended December 31, 2015 as compared to $1,018.1 million (17.2% of sales) for the year ended December 31, 2014. Gross profit for 2015 benefited from lower product costs reflected in our last-in first-out ("LIFO") inventory costing methodology. LIFO resulted in a reduction in cost of sales of $53.3 million in 2015 as compared to an increase in cost of sales of $11.9 million in 2014. Excluding the impact of LIFO, gross profit declined 120 basis points primarily as the result of the impact of customer pricing pressures related to the decline in oil prices and sales mix changes.

Certain purchasing costs and warehousing activities (including receiving, inspection, and stocking costs), as well as general warehousing expenses, are included in selling, general and administrative expenses and not in cost of sales. As such, our gross profit may not be comparable to others who may include these expenses as a component of costs of goods sold. Purchasing and warehousing activities costs approximated $37.3 million and $45.7 million for the years ended December 31, 2015 and 2014.

Adjusted Gross Profit. Adjusted Gross Profit decreased to $813.4 million (18.0% of sales) for 2015 from $1,120.3 million (18.9% of sales) for 2014, a decrease of $306.9 million. Adjusted Gross Profit is a non-GAAP financial measure. We define Adjusted Gross Profit as sales, less cost of sales, plus depreciation and amortization, plus amortization of intangibles, and plus or minus the impact of our LIFO inventory costing methodology. We present Adjusted Gross Profit because we believe it is a useful indicator of our operating performance without regard to items, such as amortization of intangibles, that can vary substantially from company to company depending upon the nature and extent of acquisitions they have been involved in. Similarly, the impact of the LIFO inventory costing method can cause results to vary substantially from company to company depending upon whether they elect to utilize LIFO and depending upon which method they may elect. We use Adjusted Gross Profit as a key performance indicator in managing our business. We believe that gross profit is the financial measure calculated and presented in accordance with U.S. generally accepted accounting principles that is most directly comparable to Adjusted Gross Profit.

The following table reconciles Adjusted Gross Profit with our gross profit, as derived from our consolidated financial statements (in millions):

	Year Ended December 31,					
	2015		Percentage of Revenue	2014		Percentage of Revenue
Gross profit, as reported	$	786.1	17.4%	$	1,018.1	17.2%
Depreciation and amortization	20.6		0.5%	22.5		0.4%
Amortization of intangibles	60.0		1.3%	67.8		1.1%
(Decrease) increase in LIFO reserve	(53.3)		(1.2%)	11.9		0.2%
Adjusted Gross Profit	$	813.4	18.0%	$	1,120.3	18.9%

Selling, General and Administrative ("SG&A") Expenses. Costs such as salaries, wages, employee benefits, rent, utilities, communications, insurance, fuel and taxes (other than state and federal income taxes) that are necessary to operate our branch and corporate operations are included in selling, general and administrative expenses. Also contained in this category are certain items that are non-operational in nature, including certain costs of acquiring and integrating other businesses. Our SG&A expenses were $606.5 million (13.4% of sales) for the year ended December 31, 2015 as compared to $716.0 million (12.1% of sales) for the year ended December 31, 2014. Included within our 2015 SG&A expenses were $14.5 million of severance and restructuring charges resulting from cost reduction efforts as well as $5.5 million of incremental expense related to our MSD and Hypteck acquisitions. Included with our 2014 SG&A expenses were $7.5 million of severance and related costs and $5.7 million of charges related to the cancellation of certain executive employment agreements, $2.5 million of which represents the accelerated recognition of equity-based compensation expense. Excluding these amounts, SG&A decreased $116.3 million. Approximately $37 million of the decrease was due to the impact of weaker foreign currencies in the countries in which we operate relative to the U.S. dollar. The remaining decrease was attributable to volume-related declines and the cost reduction efforts we have made.

Goodwill and Intangibles Asset Impairment. In December 2015, because of the continued decline in commodity prices and activity levels, we performed an assessment of current market conditions and our future long-term expectations of oil and gas markets and concluded it was more likely than not that the fair values of our reporting units were lower than their carrying values. Our assessment took into consideration, among other things, significant further reductions in projected spending by our customers in 2016 and a more pessimistic long-term outlook for the price of oil and natural gas, and the resulting impact on our 2016 budget and long-term financial forecast. As a result of this assessment, we completed an interim goodwill impairment test as of December 31, 2015. This test resulted in an impairment charge of $292.0 million comprised of $109.1 million in our U.S. reporting unit and $182.9 million in our International reporting unit.

As a result of these same factors, we performed impairment tests of other intangible assets as well and incurred impairment charges of $128.0 million related to our indefinite-lived trade name within our U.S. segment and $41.9 million related to the customer base intangible assets within our International segment.

Operating (Loss) Income. Operating loss was $282.3 million for the year ended December 31, 2015, as compared to operating income of $302.1 million for the year ended December 31, 2014, a decrease of $584.4 million.

U.S. Segment—Our U.S. segment incurred an operating loss of $47.1 million for 2015 as compared to operating income of $266.2 million for 2014. Excluding the $237.1 million of goodwill and intangible asset impairment, the decline of $76.2 million was driven by lower sales due to decreased customer spending offset by a reduction in SG&A expenses. Severance expenses negatively impacted operating income by $6.4 million and $6.8 million for the years ended December 31, 2015 and 2014, respectively.

Canadian Segment—Operating income for our Canadian segment decreased to $9.3 million for 2015 from $27.7 million for 2014. The decrease of $18.4 million reflected the decline in sales offset by corresponding reductions in SG&A. Severance expenses negatively impacted operating income by $0.8 million and $0.6 million for the years ended December 31, 2015 and 2014, respectively.

International Segment—Our International segment incurred an operating loss of $244.5 million for 2015 as compared to operating income of $8.2 million in 2014. Excluding the $224.8 million of goodwill and intangibles impairment charges, the $27.9 million decrease was a result of lower sales offset by corresponding reductions in SG&A. Severance expenses negatively impacted operating income by $7.3 million and $2.8 million for the years ended December 31, 2015 and 2014, respectively.

Interest Expense. Our interest expense was $47.5 million for the year ended December 31, 2015 as compared to $61.8 million for the year ended December 31, 2014. The decrease can be attributed to lower average debt levels in 2015. During 2015, total debt was reduced by $930 million with $355 million of net proceeds from our June 2015 Preferred Stock issuance combined with positive cash flows from operations.

Other Income (Expense). Our other expense decreased to $12.5 million for the year ended December 31, 2015 from $14.4 million for the year ended December 31, 2014. In 2015, other expense included $5.0 million of expense related to our disposition of the OCTG business, a $3.2 million write off of debt issuance costs and foreign currency losses of $3.3 million as compared to a foreign currency loss of $2.5 million and a $1.1 million loss on the change of fair value derivatives in 2014. Additionally, the 2015 expenses included a $2.9 million charge related to a litigation matter while the 2014 expenses included a $6.2 million charge related to the sale of our Canadian progressive captivity pump business as well as a $4.1 million charge related to the loss on the disposition of our rolled and welded business.

Income Tax Benefit (Expense). Our income tax benefit was $10.8 million for the year ended December 31, 2015, as compared to expense of $81.8 million for the year ended December 31, 2014. Our effective tax rates were 3.2% and 36.2% for the years ended December 31, 2015 and 2014, respectively. These rates generally differ from the U.S. federal statutory rate of 35% as a result of state income taxes and differing, generally lower, foreign income tax rates. The change in the effective income tax rate between fiscal year 2015 and 2014 was primarily due to a non-tax deductible goodwill impairment charge during the last quarter of 2015, tax expense during fiscal year 2015 related to provision for valuation allowances and the mix of income and losses in the various tax jurisdictions in which we operate.

Net (Loss) Income. Our net loss was $331.5 million for the year ended December 31, 2015 as compared to net income of $144.1 million for the year ended December 31, 2014, a decrease of $475.6 million.

Adjusted EBITDA. We define Adjusted EBITDA as net income plus interest, income taxes, depreciation and amortization, amortization of intangibles and certain other expenses (such as gains/losses on the early extinguishment of debt, changes in the fair value of derivative instruments and goodwill impairment) and plus or minus the impact of our LIFO inventory costing methodology. Adjusted EBITDA, a non-GAAP financial measure, was $234.8 million for the year ended December 31, 2015, as compared to $424.0 million for the year ended December 31, 2014. Our Adjusted EBITDA decreased $189.2 million over that period primarily as a result of the factors noted above.

We believe adjusted EBITDA provides investors a helpful measure for comparing our operating performance with the performance of other companies that have different financing and capital structures or tax rates. We believe that net income is the financial measure calculated and presented in accordance with U.S. generally accepted accounting principles that is most directly comparable to Adjusted EBITDA.

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The following table reconciles Adjusted EBITDA with our net (loss) income, as derived from our consolidated financial statements (in millions):

	Year Ended December 31,	
	2015	2014
Net (loss) income	$ (331.5)	$ 144.1
Income tax (benefit) expense	(10.8)	81.8
Interest expense	47.5	61.8
Depreciation and amortization	20.6	22.5
Amortization of intangibles	60.0	67.8
(Decrease) increase in LIFO reserve	(53.3)	11.9
Goodwill and intangible asset impairment	461.9	-
Equity-based compensation expense	10.6	8.9
Severance and restructuring charges	14.5	7.5
Loss on disposition of non-core product lines	5.0	10.3
Foreign currency losses	3.3	2.5
Write off of debt issuance costs	3.2	-
Litigation matter	2.9	-
Change in fair value of derivative instruments	0.9	1.1
Cancellation of executive employment agreements (cash portion)	-	3.2
Other expense	-	0.6
Adjusted EBITDA	$ 234.8	$ 424.0

Year Ended December 31, 2014 Compared to the Year Ended December 31, 2013

For the years ended December 31, 2014 and 2013 the following table summarizes our results of operations (in millions):

	Year Ended December 31,			
	2014	2013	$ Change	% Change
Sales:				
U.S.	$ 4,427.4	$ 3,967.6	$ 459.8	11.6%
Canada	632.5	709.4	(76.9)	(10.8%)
International	873.3	553.8	319.5	57.7%
Consolidated	$ 5,933.2	$ 5,230.8	$ 702.4	13.4%
Operating income:				
U.S.	$ 266.2	$ 280.1	$ (13.9)	(5.0%)
Canada	27.7	20.9	6.8	32.5%
International	8.2	10.8	(2.6)	(24.1%)
Consolidated	302.1	311.8	(9.7)	(3.1%)
Interest expense	(61.8)	(60.7)	(1.1)	1.8%
Other expense	(14.4)	(14.2)	(0.2)	1.4%
Income tax expense	(81.8)	(84.8)	3.0	(3.5%)
Net income	$ 144.1	$ 152.1	$ (8.0)	(5.3%)

Adjusted Gross Profit (1)	$	1,120.3	$	1,009.0	$	111.3	11.0%
Adjusted EBITDA (1)	$	424.0	$	386.4	$	37.6	9.7%

(1)Adjusted Gross Profit and Adjusted EBITDA are non-GAAP financial measures. For a reconciliation of these measures to an equivalent GAAP measure, see pages 32-34 herein.

Sales. Our sales were $5,933.2 million for the year ended December 31, 2014 as compared to $5,230.8 million for the year ended December 31, 2013.

U.S. Segment—Our U.S. sales increased $459.8 million to $4,427.4 million for 2014 from $3,967.6 million for 2013. The 12% increase primarily reflected organic growth across substantially all major product lines and sectors, with the emphasis being in valves and line pipe in the upstream and midstream sectors responsive to growth in customer capital spending, increases in rig count and well completions, as well as market share gains.

Canadian Segment—Our Canadian sales decreased $76.9 million to $632.5 million for 2014 from $709.4 million for 2013. The divestiture of our progressive cavity pump ("PCP") distribution business negatively impacted sales by $82 million, and the negative impact on sales of the decline of the Canadian dollar relative to the U.S. dollar was approximately $45 million. After adjusting for these items, Canadian sales were up 7%, which was also due to an increase in customer spending.

International Segment—Our International sales increased $319.5 million to $873.3 million for 2014 from $553.8 million for 2013. This increase was primarily the result of the acquisitions of Stream, Flangefitt Stainless Ltd. ("Flangefitt"), MSD, and Hypteck which collectively added $320.2 million in revenue during 2014.

Gross Profit. Our gross profit was $1,018.1 million (17.2% of sales) for the year ended December 31, 2014 as compared to $954.8 million (18.3% of sales) for the year ended December 31, 2013. The 110 basis point decline in gross profit percentage reflected the impact of deflation in our line pipe product group as well as our last-in, first-out ("LIFO") inventory costing methodology. LIFO resulted in an increase in cost of sales of $11.9 million in 2014 as compared to a reduction in cost of sales of $20.2 million in 2013.

Certain purchasing costs and warehousing activities (including receiving, inspection, and stocking costs), as well as general warehousing expenses, are included in selling, general and administrative expenses and not in cost of sales. As such, our gross profit may not be comparable to others who may include these expenses as a component of costs of goods sold. Purchasing and warehousing activities costs approximated $45.7 million and $37.2 million for the years ended December 31, 2014 and 2013.

Adjusted Gross Profit. Adjusted Gross Profit increased to $1,120.3 million (18.9% of sales) for 2014 from $1,009.0 million (19.3% of sales) for 2013, an increase of $111.3 million. Adjusted Gross Profit is a non-GAAP financial measure. We define Adjusted Gross Profit as sales, less cost of sales, plus depreciation and amortization, plus amortization of intangibles, and plus or minus the impact of our LIFO inventory costing methodology. We present Adjusted Gross Profit because we believe it is a useful indicator of our operating performance without regard to items, such as amortization of intangibles, that can vary substantially from company to company depending upon the nature and extent of acquisitions they have been involved in. Similarly, the impact of the LIFO inventory costing method can cause results to vary substantially from company to company depending upon whether they elect to utilize LIFO and depending upon which method they may elect. We use Adjusted Gross Profit as a key performance indicator in managing our business. We believe that gross profit is the financial measure calculated and presented in accordance with U.S. generally accepted accounting principles that is most directly comparable to Adjusted Gross Profit.

The following table reconciles Adjusted Gross Profit with our gross profit, as derived from our consolidated financial statements (in millions):

	Year Ended December 31,					
	2014		Percentage of Revenue	2013		Percentage of Revenue
Gross profit, as reported	$	1,018.1	17.2%	$	954.8	18.3%
Depreciation and amortization	22.5		0.4%	22.3		0.4%
Amortization of intangibles	67.8		1.1%	52.1		1.0%
Increase (decrease) in LIFO reserve	11.9		0.2%	(20.2)		(0.4%)

Adjusted Gross Profit	$	1,120.3	18.9%	$	1,009.0	19.3%

Selling, General and Administrative ("SG&A") Expenses. Our SG&A expenses were $716.0 million (12.1% of sales) for the year ended December 31, 2014 as compared to $643.0 million (12.3% of sales) for the year ended December 31, 2013. The $73.0 million increase was substantially all attributable to our acquired businesses which contributed approximately $77 million of incremental SG&A. Included within our 2014 SG&A expenses were $7.5 million of severance and related costs and $5.7 million of charges related to the cancellation of executive employment agreements, $2.5 million of which represents the accelerated recognition of equity-based compensation expense. These increases in SG&A expenses were offset by cost reducing initiatives undertaken during the first half of 2014 as well as the divestiture of our Canadian progressive pump business which reduced SG&A by $12.8 million.

Operating Income. Operating income was $302.1 million for the year ended December 31, 2014, as compared to operating income of $311.8 million for the year ended December 31, 2013, a decrease of $9.7 million.

U.S. Segment—Operating income for our U.S. segment decreased to $266.2 million for 2014 from $280.1 million for 2013. The decline of $13.9 million was driven by a decline in gross profit percentage, including the impact of our LIFO inventory costing methodology, as well as an increase in SG&A expenses, including $4.1 million of severance and related charges and $5.7 million of charges related to the cancellation of certain executive employment agreements. Excluding these items, operating income would have increased from 2013 and would have represented a comparable percentage of sales.

Canadian Segment—Operating income for our Canadian segment increased to $27.7 million for 2014 from $20.9 million for 2013. The increase of $6.8 million reflected the improved profitability resulting from the divestiture of our PCP business offset by $0.6 million of severance and related charges.

International Segment—Operating income for our International segment decreased to $8.2 million for 2014 from $10.8 million in 2013. The $2.6 million decrease was a result of $2.8 million of severance and related charges incurred during the year offset by an increase in sales and the cost reduction initiatives undertaken in the first half of 2014.

Interest Expense. Our interest expense was $61.8 million for the year ended December 31, 2014 as compared to $60.7 million for the year ended December 31, 2013. The increase was due to higher average debt levels in 2014.

Other Income (Expense). Our other expense increased to $14.4 million for the year ended December 31, 2014 from $14.2 million for the year ended December 31, 2013. In 2014, other expense included a $6.2 million charge related to the divestiture of our Canadian PCP business, $4.1 million related to the disposition of our rolled and welded pipe business, $2.5 million of foreign currency losses, and $1.1 million in expense related to the change in the fair value of derivatives. The rolled and welded business was a small operation in Wagoner, Oklahoma which fabricated large diameter steel pipe. This represented a non-core activity for us that we elected to discontinue. The 2013 expense included $5.1 million related to the re-pricing of our Term Loan B and $12.9 million of foreign currency losses. These expenses were offset by gains on derivative transactions of $4.7 million.

Income Tax Expense. Our income tax expense was $81.8 million for the year ended December 31, 2014, as compared to $84.8 million for the year ended December 31, 2013. Our effective tax rates were 36.2% and 35.8% for the years ended December 31, 2014 and 2013, respectively. These rates generally differ from the federal statutory rate of 35% principally as a result of different tax rates in foreign tax jurisdictions and certain deductions and credits allowable for income tax purposes, partially offset by state and local income taxes.

Net Income. Our net income was $144.1 million for the year ended December 31, 2014 as compared to net income of $152.1 million for the year ended December 31, 2013, a decrease of $8.0 million.

Adjusted EBITDA. We define Adjusted EBITDA as net income plus interest, income taxes, depreciation and amortization, amortization of intangibles and certain other expenses (such as gains/losses on the early extinguishment of debt, changes in the fair value of derivative instruments and goodwill impairment) and plus or minus the impact of our LIFO inventory costing methodology. Adjusted EBITDA, a non-GAAP financial measure, was $424.0 million for the year ended December 31, 2014, as compared to $386.4 million for the year ended December 31, 2013. Our Adjusted EBITDA increased $37.6 million over that period primarily as a result of the factors noted above.

We believe adjusted EBITDA provides investors a helpful measure for comparing our operating performance with the performance of other companies that have different financing and capital structures or tax rates. We believe that net income is the financial measure calculated and presented in accordance with U.S. generally accepted accounting principles that is most directly comparable to Adjusted EBITDA.

The following table reconciles Adjusted EBITDA with our net income, as derived from our consolidated financial statements (in millions):

	Year Ended December 31,			
	2014		2013	
Net income	$	144.1	$	152.1
Income tax expense	81.8		84.8	
Interest expense	61.8		60.7	
Expenses associated with refinancing	-		5.1	
Depreciation and amortization	22.5		22.3	
Amortization of intangibles	67.8		52.1	
Increase (decrease) in LIFO reserve	11.9		(20.2)	
Change in fair value of derivative instruments	1.1		(4.7)	
Equity-based compensation expense	8.9		15.5	
Severance and restructuring charges	7.5		0.8	
Loss on disposition of non-core business	10.3		-	
Cancellation of executive employment agreements	3.2		-	
Foreign currency losses	2.5		12.9	
Insurance charge	-		2.0	
Other expense	0.6		3.0	
Adjusted EBITDA	$	424.0	$	386.4

Financial Condition and Cash Flows

Cash Flows

The following table sets forth our cash flows for the periods indicated below (in millions):

	Year Ended December 31,					
	December 31, 2015		December 31, 2014		December 31, 2013	
Net cash provided by (used in):						
Operating activities	$	689.9	$	(106.4)	$	323.6
Investing activities	(41.2)		(362.0)		(69.4)	
Financing activities	(599.2)		467.2		(265.0)	
Net increase (decrease) in cash and cash equivalents	$	49.5	$	(1.2)	$	(10.8)
Effect of foreign exchange rate on cash	$	(5.6)	$	1.0	$	(1.1)

Operating Activities

Net cash provided by operating activities was $689.9 million in 2015 compared to $106.4 million used in operations in 2014. The $796.3 million increase in net cash provided by operations was primarily the result of reduced working capital requirements. Excluding the impact of acquisitions, working capital decreased $543.5 million in 2015 (from 2014) as compared to an increase of $289.5 million in 2014 (from 2013). The current year decline in working capital was impacted most significantly by a $405.8 million and $441.8 million reduction in inventory and accounts receivable, respectively, caused by declining sales levels. We continue to actively manage our working capital to an appropriate level given current market conditions.

Net cash used in operating activities was $106.4 million in 2014, compared to net cash provided by operating activities of $323.6 million in 2013. Excluding the impact of acquisitions, working capital increased $289.5 million in 2014 (from 2013) as compared to a decrease of $125.3 million in 2013 (from 2012). The $430.0 million increase in net cash used in operations was a result of this increase in working capital, which reflected an overall increase in business activity during 2014. We experienced a significant increase in accounts receivable during 2014. This was a result of an increase in business activity throughout the year combined with the impact of the timing of payments from various large customers. The last half of 2014 generated large sales volumes, requiring a build-up of inventory necessary to replenish to the appropriate inventory levels and ensure that long lead times were addressed requiring an investment in working capital.

Investing Activities

Net cash used in investing activities was $41.2 million in 2015, compared to $362.0 million in 2014. The $320.8 million decrease in net cash used in investing activities was primarily due to the acquisitions of Stream AS, MSD Engineering Pte. Limited, and Hypteck AS which required cash of $343.9 million in 2014. Our capital expenditures were $38.7 million in 2015 and $20.1 million in 2014. The current year increase in capital expenditures can primarily be attributed to our plan to implement a new information technology system within our international segment. We expect an increase in capital expenditures in 2016, to approximately $45 million, due to this plan.

Net cash used in investing activities was $362.0 million in 2014, compared to $69.4 million in 2013. The $292.6 million increase in net cash used in investing activities was primarily due to the acquisitions of Stream AS, MSD Engineering Pte. Limited, and Hypteck AS, which required cash of $343.9 million in 2014 as compared to the smaller acquisitions of Flow Control Products and Flangefitt that occurred in 2013, which required cash of $46.8 million. Our capital expenditures were $20.1 million in 2014 and $22.1 million in 2013.

Financing Activities

Net cash used in financing activities was $599.2 million in 2015, compared to net cash provided by financing activities of $467.2 million in 2014. In June 2015, we received $355.5 million of net proceeds related to the issuance of Preferred Stock. We used these proceeds to repay a portion of the outstanding borrowings under our Term Loan and our Global ABL Facility. Net repayments on our Global ABL Facility totaled $673.6 million in 2015, compared to net borrowings of $476.0 million in 2014. The net borrowings in 2014 were primarily to fund the acquisitions of Stream AS, MSD Engineering Pte. Limited, and Hypteck AS. In 2013, we used cash of $412.0 million to repay our revolving credit facility, which was offset by the $150 million increase in our Term Loan in the November 2013 re-pricing.

Liquidity and Capital Resources

Our primary sources of liquidity consist of cash generated from our operating activities, existing cash balances and borrowings under our existing Global ABL Facility. Our ability to generate sufficient cash flows from our operating activities is primarily dependent on our sales of products to our customers at profits sufficient to cover our fixed and variable expenses. As of December 31, 2015 and 2014, we had cash and cash equivalents of $69.0 million and $25.1 million, respectively. As of December 31, 2015 and 2014, $50.9 million and $22.2 million of our cash and cash equivalents were maintained in the accounts of our various foreign subsidiaries and, if those amounts were transferred among countries or repatriated to the U.S., those amounts may be subject to additional tax liabilities, which would be recognized in our financial statements in the period during which the transfer decision was made. We currently have the intent and ability to permanently reinvest the cash our foreign subsidiaries hold, and there are currently no plans for the repatriation of those amounts.

Our primary credit facilities consist of a seven-year Term Loan maturing in November 2019 with an original principal amount of $793.5 million and a five-year $1.05 billion Global ABL Facility that provides a $977 million facility in the United States, a $30 million facility in Norway, a $20 million facility in Canada, a $10 million facility in Australia, a $5 million facility in the United Kingdom, a $4 million facility in the Netherlands and a $4 million facility in Belgium. The Global ABL matures in July 2019. The Global ABL Facility contains an accordion feature that allows us to increase the principal amount of the facility by up to $300 million, subject to additional lender commitments. As of December 31, 2015, we had no outstanding borrowings and $671.3 million of availability under this Global ABL Facility. Availability is dependent on a borrowing base comprised of a percentage of eligible accounts receivable and inventory which is subject to redetermination from time to time.

Our credit ratings are below "investment grade" and, as such, could impact both our ability to raise new funds as well as the interest rates on our future borrowings. Our existing obligations restrict our ability to incur additional debt. We were in compliance with the covenants contained in our various credit facilities as of and during the year ended December 31, 2015.

We believe our sources of liquidity will be sufficient to satisfy the anticipated cash requirements associated with our existing operations for at least the next twelve months. However, our future cash requirements could be higher than we currently expect as a result of various factors. Additionally, our ability to generate sufficient cash from our operating activities depends on our future performance, which is subject to general economic, political, financial, competitive and other factors beyond our control. We may from time to time seek to raise additional debt or equity financing in the public or private markets, based on market conditions. There can be no assurance that we will be able to raise any such financing on terms acceptable to us or at all. We may also seek, from time to time, depending on market conditions, to refinance certain categories of our debt, and we may seek to consummate equity offerings. Any such transaction would be subject to market conditions, compliance with all of our credit agreements, and various other factors.

In November 2015, the Company's board of directors authorized a share repurchase program for common stock of up to $100 million. The program is scheduled to expire December 31, 2017. The shares may be repurchased at management's discretion in the open market. Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice. During the fourth quarter of 2015, we purchased 816,389 shares of common stock at a total cost of $11.5 million.

Contractual Obligations, Commitments and Contingencies

Contractual Obligations

The following table summarizes our minimum payment obligations as of December 31, 2015 relating to long-term debt, interest payments, capital leases, operating leases, purchase obligations and other long-term liabilities for the periods indicated (in millions):

	Total	2016	2017-2018	2019-2020	More Than 5 Years
Long-term debt (1)	$ 523.7	$ 7.9	$ 15.9	$ 499.9	$ -
Interest payments (2)	94.2	24.8	48.5	20.9	-
Operating leases	210.2	43.7	62.7	39.0	64.8
Purchase obligations (3)	295.2	295.2	-	-	-
Foreign exchange forward contracts	(0.3)	(0.3)	-	-	-
Capital leases	1.0	0.2	0.2	0.3	0.3
Other long-term liabilities	20.9	-	-	-	20.9
Total	$ 1,144.9	$ 371.5	$ 127.3	$ 560.1	$ 86.0

(1) Long-term debt is based on debt outstanding at December 31, 2015.

(2) Interest payments are based on interest rates in effect at December 31, 2015 and assume contractual amortization payments.

(3) Purchase obligations reflect our commitments to purchase PVF products in the ordinary course of business. While our vendors often allow us to cancel these purchase orders without penalty, in certain cases cancellations may subject us to cancellation fees or penalties, depending on the terms of the contract.

We historically have been an acquisitive company. We expect to fund future acquisitions primarily from (i) borrowings, either the unused portion of our facilities or new debt issuances, (ii) cash provided by operations, or (iii) the issuance of additional equity in connection with the acquisitions.

Other Commitments

In the normal course of business with customers, vendors and others, we are contingently liable for performance under standby letters of credit and bid, performance and surety bonds. We were contingently liable for approximately $53.2 million of standby letters of credit, trade guarantees that banks issue and bid, and performance and surety bonds at December 31, 2015. Management does not expect any material amounts to be drawn on these instruments.

Legal Proceedings

Asbestos Claims. We are one of many defendants in lawsuits that plaintiffs have brought seeking damages for personal injuries that exposure to asbestos allegedly caused. Plaintiffs and their family members have brought these lawsuits against a large volume of defendant entities as a result of the various defendants' manufacture, distribution, supply or other involvement with asbestos, asbestos-containing products or equipment or activities that allegedly caused plaintiffs to be exposed to asbestos. These plaintiffs typically assert exposure to asbestos as a consequence of third-party manufactured products that the Company's subsidiary, MRC Global (US) Inc., purportedly distributed. As of December 31, 2015, we are a named defendant in approximately 475 lawsuits involving approximately 1,099 claims. No asbestos lawsuit has resulted in a judgment against us to date, with the majority being settled, dismissed or otherwise resolved. Applicable third-party insurance has substantially covered these claims, and insurance should continue to cover a substantial majority of existing and anticipated future claims. Accordingly, we have recorded a liability for our estimate of the most likely settlement of asserted claims and a related receivable from insurers for our estimated recovery, to the extent we believe that the amounts of recovery are probable.

We annually conduct analyses of our asbestos-related litigation to estimate the adequacy of the reserve for pending and probable asbestos-related claims. Given these estimated reserves and existing insurance coverage that has been available to cover substantial portions of these claims, we believe that our current accruals and associated estimates relating to pending and probable asbestos-related litigation likely to be asserted over the next 15 years are currently adequate. This belief, however, relies on a number of assumptions, including:

- That our future settlement payments, disease mix and dismissal rates will be materially consistent with historic experience;

- That future incidences of asbestos-related diseases in the U.S. will be materially consistent with current public health estimates;
- That the rates at which future asbestos-related mesothelioma incidences result in compensable claims filings against us will be materially consistent with its historic experience;
- That insurance recoveries for settlement payments and defense costs will be materially consistent with historic experience;
- That legal standards (and the interpretation of these standards) applicable to asbestos litigation will not change in material respects;
- That there are no materially negative developments in the claims pending against us; and
- That key co-defendants in current and future claims remain solvent.

If any of these assumptions prove to be materially different in light of future developments, liabilities related to asbestos-related litigation may be materially different than amounts accrued or estimated. Further, while we anticipate that additional claims will be filed in the future, we are unable to predict with any certainty the number, timing and magnitude of such future claims. In our opinion, there are no pending legal proceedings that are likely to have a material adverse effect on our consolidated financial statements.

Other Legal Claims and Proceedings. From time to time, we have been subject to various claims and involved in legal proceedings incidental to the nature of our businesses. We maintain insurance coverage to reduce financial risk associated with certain of these claims and proceedings. It is not possible to predict the outcome of these claims and proceedings. However, in our opinion, there are no pending legal proceedings that are likely to have a material adverse effect on our consolidated financial statements. See also “Note 16—Commitments and Contingencies” to the audited consolidated financial statements as of December 31, 2015.

Product Claims. From time to time, in the ordinary course of our business, our customers may claim that the products that we distribute are either defective or require repair or replacement under warranties that either we or the manufacturer may provide to the customer. These proceedings are, in the opinion of management, ordinary and routine matters incidental to our normal business. Our purchase orders with our suppliers generally require the manufacturer to indemnify us against any product liability claims, leaving the manufacturer ultimately responsible for these claims. In many cases, state, provincial or foreign law provides protection to distributors for these sorts of claims, shifting the responsibility to the manufacturer. In some cases, we could be required to repair or replace the products for the benefit of our customer and seek our recovery from the manufacturer for our expense. In our opinion, there are no pending legal proceedings that are likely to have a material adverse effect on our consolidated financial statements.

Weatherford Claim. In addition to PVF, our Canadian subsidiary, Midfield Supply (“Midfield”), now known as MRC Canada, also distributed progressive cavity pumps and related equipment (“PCPs”) under a distribution agreement with Weatherford Canada Partnership (“Weatherford”) within a certain geographical area located in southern Alberta, Canada. Commencing in late 2005 and into early 2006, Midfield hired new employees, including individuals who left Weatherford, as part of Midfield’s desire to expand its PVF business into northern Alberta. Shortly thereafter, many of these employees left Midfield and formed a PCP manufacturing, distribution and service company named Europump Systems Inc. (“Europump”) in 2006. The distribution agreement with Weatherford expired in 2006. Midfield supplied Europump with PVF products that Europump distributed along with sales of PCP pumps. In April 2007, Midfield purchased Europump’s distribution branches and began distributing and servicing Europump PCPs. In 2014, the Company divested its PCP business to Europump, which Halliburton Corporation subsequently purchased.

Pursuant to a complaint that Weatherford filed on April 11, 2006 in the Court of Queen's Bench of Alberta, Judicial Bench of Edmonton (Action No. 060304628), Weatherford sued Europump, three of Europump's part suppliers, Midfield, certain current and former employees of Midfield, as well as other entities related to these parties, asserting a host of claims including breach of contract, breach of fiduciary duty, misappropriation of confidential information related to the PCPs, unlawful interference with economic relations and conspiracy. The Company denies these allegations and contends that Midfield's expansion and subsequent growth was the result of fair competition.

From 2006 through 2012, the case focused largely on Weatherford's questioning of defense witnesses. In 2013, the defendants began substantive questioning of Weatherford and its witnesses. Discovery is ongoing and expected to last through 2016. The case is scheduled for trial on January 16, 2017.

While the Company believes Weatherford's claims are without merit and we intend to defend against them vigorously, in November 2015, the Company filed with the Court a formal offer of settlement for $2.0 million plus one half of the Weatherford party's costs and interest under the Judgment Interest Act and reserved at total of $2.9 million for the offer. Weatherford declined to accept the offer.

Off-Balance Sheet Arrangements

We do not have any material "off-balance sheet arrangements" as such term is defined within the rules and regulations of the SEC.

Critical Accounting Estimates

We prepare our consolidated financial statements in accordance with U.S. generally accepted accounting principles. To apply these principles, management must make judgments and assumptions and develop estimates based on the best available information at the time. Actual results may differ based on the accuracy of the information utilized and subsequent events. The notes to our audited financial statements included elsewhere in this report describe our accounting policies. These critical accounting policies could materially affect the amounts recorded in our financial statements. We believe the following describes significant judgments and estimates used in the preparation of our consolidated financial statements:

Impairment of Long-Lived Assets: Our long-lived assets consist primarily of amortizable intangible assets, which comprise approximately 13% of our total assets as of December 31, 2015. These assets are recorded at fair value at the date of acquisition and are amortized over their estimated useful lives. We make significant judgments and estimates in both calculating the fair value of these assets, as well as determining their estimated useful lives.

The carrying value of these assets is subject to an impairment test when events or circumstances indicate a possible impairment. When events or circumstances indicate a possible impairment, we assess recoverability from future operations using an undiscounted cash flow analysis, derived from the lowest appropriate asset group. If the carrying value exceeds the undiscounted cash flows, we would recognize an impairment charge to the extent that the carrying value exceeds the fair value. In December 2015, we performed an impairment test and determined that certain long-lived assets within our International segment were impaired. We recognized a pre-tax charge of $41.9 million to reduce the carrying value of other intangible assets to their fair value. This test required us to make forecasts of our future operating results, the extent and timing of future cash flows, working capital, profitability and growth trends. While we believe our assumptions and estimates are reasonable, the actual results may differ materially from the projected results. During 2014 and 2013, no indicators of impairment existed.

Goodwill and Other Indefinite-Lived Intangible Assets: Goodwill represents the excess of cost over the fair value of net assets acquired. Our goodwill and other indefinite-lived intangible assets comprise approximately 25% of our total assets as of December 31, 2015. Goodwill and intangible assets with indefinite useful lives are tested for impairment annually, or more frequently if circumstances indicate that impairment may exist. We evaluate goodwill for impairment at three reporting units that mirror our three reportable segments (U.S., Canada and International). Within each reporting unit, we have elected to aggregate the component countries and regions into a single reporting unit based on their similar economic characteristics, products, customers, suppliers, methods of distribution and the manner in which we operate each segment. We perform our annual tests for indications of goodwill impairment as of October 1st of each year, updating on an interim basis should indications of impairment exist.

The goodwill impairment test compares the carrying value of the reporting unit that has the goodwill with the estimated fair value of that reporting unit. If the carrying value is more than the estimated fair value, a second step is performed, whereby we calculate the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets of the reporting unit from the estimated fair value of the reporting unit. Impairment losses are recognized to the extent that recorded goodwill exceeds implied goodwill. Our impairment methodology uses discounted cash flow and multiples of cash earnings valuation techniques, acquisition control premium and valuation comparisons to similar businesses. Each of these methods involves Level 3 unobservable market inputs and require us to make certain assumptions and estimates regarding future operating results, the extent and timing of future cash flows, working capital, sales prices, profitability, discount rates and growth trends.

In connection with our annual goodwill impairment test as of October 1, 2015, we tested goodwill for our U.S. and International reporting units. Our Canadian reporting unit has no goodwill. No goodwill impairments were indicated at that time. However, with the continued decline in commodity prices and activity levels subsequent to our annual test, we performed an assessment of current market conditions and our future long-term expectations of oil and gas markets as of December 31, 2015 and concluded it was more likely than not that the fair values of our reporting units were lower than their carrying values. Our assessment took into consideration, among other things, significant further reductions in projected spending by our customers in 2016 and a more pessimistic long-term outlook for the price of oil and natural gas, and the resulting impact on our 2016 budget and long-term financial forecast. As a result of this assessment, we completed an interim impairment test as of December 31, 2015. This test resulted in an impairment charge of $292.0 million comprised of $109.1 million in our U.S. reporting unit and $182.9 million in our International reporting unit. No impairment charges were recognized during the years ended December 31, 2014 and 2013. In these years, the estimated fair value of each of our reporting units substantially exceeded their carrying values. While we believe that such assumptions and estimates are reasonable, the actual results may differ materially from the projected results.

Intangible assets with indefinite useful lives are tested for impairment annually or more frequently if circumstances indicate that impairment may exist. This test compares the carrying value of the indefinite-lived intangible assets with their estimated fair value. If the carrying value is more than the estimated fair value, impairment losses are recognized in an amount equal to the excess of the carrying value over the estimated fair value. Our impairment methodology uses discounted cash flow and estimated royalty rate valuation techniques. These valuation methods require us to make certain assumptions and estimates regarding future operating results, sales prices, discount rates and growth trends. As a result of the same factors that necessitated an interim impairment test for goodwill, we completed an interim impairment test for indefinite-lived intangible assets as of December 31, 2015. This test resulted in an impairment charge of $128.0 million. No impairment charges were recognized during the years ended December 31, 2014 and 2013. In these years, the estimated fair value of our indefinite-lived intangible assets substantially exceeded their carrying value. While we believe that such assumptions and estimates are reasonable, the actual results may differ materially from the projected results.

Income Taxes: We use the liability method for determining our income taxes, under which current and deferred tax liabilities and assets are recorded in accordance with enacted tax laws and rates. Under this method, the amounts of deferred tax liabilities and assets at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered.

Deferred tax assets and liabilities are recorded for differences between the financial reporting and tax bases of assets and liabilities using the tax rate expected to be in effect when the taxes will actually be paid or refunds received. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date. A valuation allowance to reduce deferred tax assets is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

In determining the need for valuation allowances and our ability to utilize our deferred tax assets, we consider and make judgments regarding all the available positive and negative evidence, including the timing of the reversal of deferred tax liabilities, estimated future taxable income, ongoing, prudent and feasible tax planning strategies and recent financial results of operations. The amount of the deferred tax assets considered realizable however could be adjusted in the future if objective negative evidence in the form of cumulative losses is no longer present in certain jurisdictions and additional weight may be given to subjective evidence such as our projections for growth.

Our tax provision is based upon our expected taxable income and statutory rates in effect in each country in which we operate. We are subject to the jurisdiction of numerous domestic and foreign tax authorities, as well as to tax agreements and treaties among these governments. Determination of taxable income in any jurisdiction requires the interpretation of the related tax laws and regulations and the use of estimates and assumptions regarding significant future events such as the amount, timing and character of deductions, permissible revenue recognition methods under the tax law and the sources and character of income and tax credits. Changes in tax laws, regulations, agreements and treaties, foreign currency exchange restrictions or our level of operations or profitability in each taxing jurisdiction could have an impact on the amount of income taxes we provide during any given year.

A tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including any related appeals or litigation processes, on the basis of the technical merits. We adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which the new information is available.

We classify interest and penalties related to unrecognized tax positions as income taxes in our financial statements. We intend to permanently reinvest certain earnings of our foreign subsidiaries in operations outside of the U.S., and accordingly, we have not provided for U.S. income taxes on such earnings.

ITEM 7A.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

As of December 31, 2015, all of our outstanding debt was at floating rates. These facilities prescribe the percentage point spreads from U.S. prime, LIBOR, Canadian prime and EURIBOR. Our facilities generally allow us to fix the interest rate, at our option, for a period of 30 to 180 days.

As of December 31, 2015, a 1% increase in the LIBOR rate would result in an increase in our interest expense of approximately $2.2 million per year if the amounts outstanding under our Term Loan and Global ABL Facility remained the same for an entire year.

Foreign Currency Exchange Rates

Our operations outside of the U.S. expose us to foreign currency exchange rate risk, as these transactions are primarily denominated in currencies other than the U.S. dollar, our functional currency. Our exposure to changes in foreign exchange rates is managed primarily through the use of forward foreign exchange contracts. These contracts increase or decrease in value as foreign exchange rates change, protecting the value of the underlying transactions denominated in foreign currencies. All currency contracts are entered into for the sole purpose of hedging existing or anticipated currency exposure; we do not use foreign currency contracts for trading or speculative purposes. The terms of these contracts generally do not exceed one year. We record all changes in the fair market value of forward foreign exchange contracts in income. We recorded losses related to foreign currency contracts of $0.9 million and $1.1 million in the years ended December 31, 2015 and 2014, respectively and gains of $4.7 million in the year ended December 31, 2013.

Steel Prices

Our business is sensitive to steel prices, which can impact our product pricing, with steel tubular prices generally having the highest degree of sensitivity. While we cannot predict steel prices, we manage this risk by managing our inventory levels, including maintaining sufficient quantity on hand to meet demand, while reducing the risk of overstocking.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Audited Consolidated Financial Statements of MRC Global Inc. and Subsidiaries:	
Management's Report on Internal Control over Financial Reporting	F-1
Reports of Ernst & Young LLP, Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2015 and 2014	F-4
Consolidated Statements of Operations for the years ended December 31, 2015, 2014, and 2013	F-5
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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A.CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As required by the Exchange Act, we maintain disclosure controls and procedures designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our principal executive and financial officers, has evaluated our disclosure controls and procedures as of December 31, 2015 and has concluded that our disclosure controls and procedures were effective as of December 31, 2015.

Pursuant to section 302 of the Sarbanes-Oxley Act of 2002, our Chief Executive Officer and Chief Financial Officer have provided certain certifications to the Securities and Exchange Commission. These certifications are included herein as Exhibits 31.1 and 31.2.

Management's Report on Internal Control Over Financial Reporting

The Company's management report on internal control over financial reporting is set forth on page F-1 of this annual report and is incorporated herein by reference.

Attestation Report of our Registered Public Accounting Firm

The Company's registered public accounting firm's attestation report on our internal control over financial reporting is set forth on page F-2 of this annual report and is incorporated herein by reference.

Changes in Internal Controls Over Financial Reporting

There were no changes in the Company's internal controls over financial reporting that occurred during the Company's last fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

ITEM 9B.OTHER INFORMATION

In February 2016, we granted each of our officers named in the table below performance stock units pursuant to the MRC Global Inc. 2011 Omnibus Incentive Plan in addition to certain time-vested restricted stock units reported on Forms 4. Each recipient of performance stock units can earn shares of Company common stock between 0% and 150% of the target number of units based:

- 50% on a three-year total shareholder return relative to the companies in the Philadelphia OSX Index (the “OSX Index”) at the end of the three-year period ending December 31, 2018 (the “Performance Period”) and
- 50% on a three-year return on average net capital employed objective for the Performance Period.

The performance stock units vest at the end of the Performance Period so long as the recipient remains employed with the Company when the performance against the two criteria is measured.

Below is the number of target performance stock units that the Company granted to each executive:

Name	Job Title	# of Performance Stock Units
Lane, Andrew R.	Chairman, President & CEO	189,334
Braun, James E.	Executive Vice President & CFO	43,567
Churay, Daniel J.	Executive Vice President & GC	26,205
Hutchinson, Scott A.	Senior Vice President- US Operations	24,387
Isaac, Rory M.	Senior Vice President- BD	7,119
Bowhay, John	Senior VP – Supply Chain Management	20,964
Aasland, Steinar	Senior VP – International	20,964
Bates, Grant	Senior VP – Canada and Global QHSE	20,309

On February 18, 2016, MRC Global Inc. (the "Company") amended its 2013 employment agreement with Andrew R. Lane, the Company's Chairman, President and Chief Executive Officer (the "Amendment"). The Amendment extends Mr. Lane's term of employment until May 16, 2020, with automatic one-year renewals thereafter, and also provides Mr. Lane with a one-time grant of 209,644 restricted stock units that vest 50% on both the second and fourth anniversaries of the date of grant.

PART III

ITEM 10.DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information regarding our directors and nominees for director required by Item 401 of Regulation S-K will be presented under the heading “PROPOSAL I: ELECTION OF DIRECTORS” in our Proxy Statement prepared for the solicitation of proxies in connection with our annual Meeting of Stockholders to be held April 28, 2016 (“Proxy Statement”), which information is incorporated by reference herein.

Information regarding our executive officers required by Item 401(b) of Regulation S-K is presented at the end of Part I herein and captioned “Executive Officers of the Registrant” as permitted by General Instruction G(3) to Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K.

Information required by Item 405 of Regulation S-K will be included under the heading “Section 16(a) Beneficial Ownership Reporting Compliance” in our Proxy Statement, which information is incorporated by reference herein.

Information required by paragraphs (c)(3), (d)(4) and (d)(5) of Item 407 of Regulation S-K will be included under the heading “QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING” and “CORPORATE GOVERNANCE AND BOARD MATTERS” in our Proxy Statement, which information is incorporated by reference herein.

We have adopted a Code of Ethics for Principal Executive and Senior Financial Officers (“Code of Ethics for Senior Officers”) that applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, and Controller, or persons performing similar functions. The Code of Ethics for Senior Officers, together with our Corporate Governance Guidelines, the charters for each of our board committees, and our Code of Ethics applicable to all employees are available on our Internet website at www.mrcglobal.com. We will provide, free of charge, a copy of our Code of Ethics or any of our other corporate documents listed above upon written request to our Corporate Secretary at 1301 McKinney Street, Suite 2300, Houston, Texas, 77010. We intend to disclose any amendments to or waivers of the Code of Ethics for Senior Officers on behalf of our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, and Controller, and persons performing similar functions on our Internet website at www.mrcglobal.com under the Investor Relations page, promptly following the date of any such amendment or waiver.

ITEM 11.EXECUTIVE COMPENSATION

The information required by Item 402 and paragraphs (e)(4) and (e)(5) of Item 407 of Regulations S-K regarding executive compensation will be presented under the headings “Compensation Discussion and Analysis,” “Employment and Other Agreements,” “Summary Compensation Table for 2015,” “Grants of Plan-Based Awards in Fiscal Year 2015,” “Outstanding Equity Awards at 2015 Fiscal Year-End,” “Option Exercises and Stock Vested During 2015,” “Nonqualified Deferred Compensation,” “Nonqualified Deferred Compensation for 2015,” “Potential Payments upon Termination or Change in Control,” “Non-Employee Director Compensation,” “Compensation Committee Report,” and “Compensation Committee Interlocks and Insider Participation” in our Proxy Statement, which information is incorporated by reference herein. Notwithstanding the foregoing, the information provided under the heading “Compensation Committee Report” in our Proxy Statement is furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information regarding the security ownership of certain beneficial owners and management required by Item 403 of Regulation S-K will be presented under the heading "Security Ownership of Officers and Directors" and "Stock Ownership of Certain Beneficial Owners" in our Proxy Statement, which information is incorporated by reference herein.

The following table summarizes information, as of December 31, 2015, relating to our equity compensation plans pursuant to which grants of options, restricted stock, or certain other rights to acquire our shares may be granted from time to time.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders:			
Stock options and restricted stock	5,075,325	$21.45	4,137,877
Equity compensation plans not approved by security holders	None	N/A	None

ITEM 13.CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information regarding certain relationships and related transactions required by Item 404 and Item 407(a) of Regulation S-K will be presented under the headings "Certain Relationships and Related Transactions", "Related Party Transaction Policy", "Corporate Governance," "Board and Committees," "Board of Directors," "Director Independence" and "Committees of the Board" in our Proxy Statement, which information is incorporated by reference herein.

ITEM 14.PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information regarding our principal accounting fees and services required by Item 9(e) of Schedule 14A will be presented under the headings "Principal Accounting Fees and Services" and "Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Auditors" in our Proxy Statement, which information is incorporated by reference herein.

PART IV

ITEM 15.EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)Documents Filed as Part of this Annual Report:

1.Financial Statements.

See “Item 8—Financial Statements and Supplementary Data.”

2.Financial Statement Schedules.

All schedules are omitted because they are not applicable, not required or the information is included in the financial statements or the notes thereto.

3.List of Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of MRC Global Inc. dated April 11, 2012. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on April 17, 2012).
3.2	Amended and Restated Bylaws of MRC Global Inc. dated November 7, 2013. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 13, 2013).
3.3	Certificate of Designations, Preferences, Rights and Limitations of Series A Convertible Perpetual Preferred Stock of MRC Global Inc. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015).
10.1	Second Amended and Restated Loan, Security and Guarantee Agreement, dated as of July 18, 2014, among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), Greenbrier Petroleum Corporation, McJunkin Red Man Development Corporation, Midway-Tristate Corporation, Milton Oil & Gas Company, MRC Management Company, Ruffner Realty Company and The South Texas Supply Company, Inc., as U.S. Borrowers and Guarantors, MRC Global Inc., as a Guarantor, MRC Global Australia Pty Ltd., as Australian Borrower, MRC Transmark NV, as a Belgian Borrower, MRC Global (Canada) ULC (f/k/a MRC Canada ULC), as a Canadian Borrower, MRC Transmark B.V., as Dutch Borrower, MRC Global Norway AS, MRC Solberg & Andersen AS, MRC Energy Piping AS and MRC Teamtrade AS, as Norwegian Borrowers, MRC Flangefitt Limited, MRC Transmark Limited and MRC Transmark (Dragon) Limited, as UK Borrowers, any other Borrower party thereto from time to time and certain Persons party thereto from time to time as Guarantors, certain financial institutions, as lenders, Bank of America, N.A., as Administrative Agent, Security Trustee and Collateral Agent. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on July 18, 2014). (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015.)
10.1.1	Second Amendment, dated as of June 11, 2015, to the Second Amended and Restated Loan, Security and Guarantee Agreement, dated as of July 18, 2014, by and among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), Greenbrier Petroleum Corporation, McJunkin Red Man Development Corporation, Midway – Tristate Corporation, Milton Oil & Gas Company, MRC Management Company, Ruffner Realty Company and The South Texas Supply Company, Inc., as U.S. Borrowers and Guarantors, MRC Global

Inc., as a guarantor, MRC Global Australia Pty Ltd, as Australian borrower, MRC Transmark NV, as Belgian borrower, MRC Global (Canada) ULC (f/k/a MRC Canada ULC), as Canadian borrower, MRC Transmark B.V., as Dutch borrower, MRC Global Norway AS, MRC Solberg & Andersen AS, MRC Energy Piping AS, and MRC Teamtrade AS, as Norwegian borrowers, MRC Flangefitt Limited, MRC Transmark Limited, and MRC Transmark (Dragon) Limited, as UK borrowers, any other borrowers party thereto from time to time and certain persons party thereto from time to time as guarantors, the lenders party thereto and Bank of America, N.A., as administrative agent, security trustee and collateral agent. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015).

Exhibit Number	Description
10.2	Term Loan Credit Agreement, dated as of November 9, 2012, among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), as the Borrower, MRC Global Inc., as Guarantor, each other Subsidiary Guarantor from time to time party thereto, the several lenders from time to time party thereto, Banc of America, N.A., as Administrative Agent, U.S. Bank National Association, as Collateral Trustee, Goldman Sachs Lending Partners LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank PLC and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners, Key Bank National Association and SunTrust Robinson Humphrey, Inc., as Co-Managers, Wells Fargo Bank, National Association, as Documentation Agent and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Bank PLC, as Co-Syndication Agents. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 9, 2012).
10.2.1	Term Loan Guarantee and Acknowledgment, dated as of November 9, 2012, by each of the signatories listed on the signature pages thereto and each of the other entities that becomes a party thereto, in favor of the Administrative Agent (as defined therein) for the benefit of the Guaranteed Parties (as defined therein). (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 9, 2012).
10.2.2	Security Agreement, dated as of November 9, 2012, among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), MRC Global Inc., each of the subsidiaries of MRC Global Inc. listed on the signature pages thereto and U.S. Bank National Association, as Collateral Trustee for the benefit of the Secured Parties (as defined therein). (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 9, 2012).
10.2.3	Term Loan Pledge Agreement, dated as of November 9, 2012, among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), MRC Global Inc., each of the subsidiaries of MRC Global Inc. listed on the signature pages thereto and U.S. Bank National Association, as Collateral Trustee, for the benefit of the Secured Parties (as defined therein). (Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 9, 2012).
10.2.4	Refinancing Amendment and Incremental Joinder Agreement, dated as of November 19, 2013, among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), MRC Global Inc., each of the subsidiaries of MRC Global Inc. listed on the signature pages thereto and U.S. Bank National Association, as Collateral Trustee, for the benefit of the Secured Parties (as defined therein). (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on November 20, 2013).
10.2.5	Second Amendment, dated as of June 11, 2015, relating to the Second Amended and Restated Term Loan Credit Agreement, dated as of June 11, 2015, by and among MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), as the borrower, MRC Global Inc., as guarantor, the other subsidiary guarantors party thereto, the lenders party thereto, Bank of America, N.A., as administrative agent, and U.S. Bank National Association, as collateral trustee. (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015).
10.3	Amendment No. 2 to the Amended and Restated Registration Rights Agreement, dated as of April 11, 2012, by and among MRC Global Inc., PVF Holdings LLC and the other parties thereto. (Incorporated by reference to Exhibit 10.2.1 to Form 10-Q of MRC Global Inc. for the quarterly period ended March 31, 2012, filed with the SEC on May 7, 2012).
10.4.1†	Employment Agreement, dated as of May 16, 2013, between MRC Global Inc. and Andrew R. Lane. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on May 17, 2013).
10.4.2†	First Amendment to Employment Agreement between MRC Global Inc. and Andrew R. Lane. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on February 18, 2016).

Exhibit Number	Description
10.5†	Form of Employment Agreement by and among MRC Global Inc. and each of James E. Braun and Daniel J. Churay, and formerly with Rory Isaac (Incorporated by reference to Exhibit 10.5 to Form 10-K of MRC Global Inc. for the year ended December 31, 2013, filed with the SEC on February 21, 2014).
10.6†	Form of deferral amendment to the Employment Agreement of Rory Isaac (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on August 12, 2014).
10.7†	Letter Agreement, dated as of September 24, 2008, by and among H.B. Wehrle, III, PVF Holdings LLC (now dissolved) and MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation). (Incorporated by reference to Exhibit 10.11 to Amendment No. 1 of the Registration Statement on Form S-1 of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) (No. 333-153091), filed with the SEC on September 26, 2008).
10.8†	Letter Agreement, dated as of December 22, 2008, by and among MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) and Craig Ketchum. (Incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.9†	2007 Stock Option Plan, as amended. (Incorporated by reference to Exhibit 10.13.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.9.1†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement. (Incorporated by reference to Exhibit 10.17.1 to Amendment No. 1 to the Registration Statement on Form S-1 of MRC Global Inc (No. 333-153091), filed with the SEC on September 26, 2008).
10.9.2†	Form of MRC Global Inc. (f/k/a as McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement (Director Grant May 2010—Dutch residents). (Incorporated by reference to Exhibit 10.9.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.9.3†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement (Director Grant May 2010—US residents). (Incorporated by reference to Exhibit 10.9.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.10†	2007 Restricted Stock Plan, as amended. (Incorporated by reference to Exhibit 10.14.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.10.1†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Restricted Stock Award Agreement (for awards prior to 2015). (Incorporated by reference to Exhibit 10.18.1 to the Registration Statement on Form S-1 of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) (No. 333-153091) filed with the SEC on September 26, 2008).
10.11†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Deferred Compensation Plan. (Incorporated by reference to Exhibit 10.20 to Amendment No. 1 of the Registration Statement on Form S-1 of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) (No. 333-153091), filed with the SEC on September 26, 2008).
10.12†	MRC Global Inc. 2011 Omnibus Incentive Plan. (Incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K of MRC Global Inc., filed with the SEC on March 5, 2012).

Exhibit Number	Description
10.12.1†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Director Option Agreement. (Incorporated by reference to Exhibit 10.28.1 to the Registration Statement on Form S-1 of MRC Global Inc. (No. 333-178980), filed with the SEC on January 12, 2012).
10.12.2†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement (for awards prior to 2013). (Incorporated by reference to Exhibit 10.28.2 to the Registration Statement on Form S-1 of MRC Global Inc. (No. 333-178980), filed with the SEC on January 12, 2012).
10.12.3†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Director Restricted Stock Award Agreement (for awards prior to 2014). (Incorporated by reference to Exhibit 10.28.3 to the Registration Statement on Form S-1 of MRC Global Inc. (No. 333-178980), filed with the SEC on January 12, 2012).
10.12.4†	Form of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Restricted Stock Award Agreement (for awards prior to 2013). (Incorporated by reference to Exhibit 10.28.4 to the Registration Statement on Form S-1 of MRC Global Inc. (No. 333-178980), filed with the SEC on January 12, 2012).
10.12.5†	Form of MRC Global Inc. Nonqualified Stock Option Agreement (for awards after 2012). (Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of MRC Global Inc. for the quarter ended March 31, 2013, filed with the SEC on May 3, 2013).
10.12.6†	Form of MRC Global Inc. Restricted Stock Award Agreement (for awards after 2012). (Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of MRC Global Inc. for the quarter ended March 31, 2013, filed with the SEC on May 3, 2013).
10.12.7†	Form of MRC Global Inc. Nonqualified Stock Option Agreement. (Incorporated by reference to Exhibit 10.13.7 to Form 10-K of MRC Global Inc. for the year ended December 31, 2013, filed with the SEC on February 21, 2014).
10.12.8†	Form of MRC Global Inc. Restricted Stock Award Agreement. (Incorporated by reference to Exhibit 10.13.8 to Form 10-K of MRC Global Inc. for the year ended December 31, 2013, filed with the SEC on February 21, 2014).
10.12.9†	Form of MRC Global Inc. Director Restricted Stock Award Agreement. (Incorporated by reference to Exhibit 10.13.9 to Form 10-K of MRC Global Inc. for the year ended December 31, 2013, filed with the SEC on February 21, 2014).
10.12.10†	Form of MRC Global Inc. Performance Share Unit Award Agreement (for awards for 2015). (Incorporated by reference to Exhibit 10.12.10 to Form 10-K of MRC Global Inc. for the year ended December 31, 2014 filed with the SEC on February 20, 2015.)
10.12.11†	Form of MRC Global Inc. Restricted Stock Award Agreement (for awards after 2014). (Incorporated by reference to Exhibit 10.12.10 to Form 10-K of MRC Global Inc. for the year ended December 31, 2014 filed with the SEC on February 20, 2015.)
10.12.12†*	Form of MRC Global Inc. Performance Share Unit Award Agreement (for awards of 2016).
10.12.13†*	Form of MRC Global Inc. Restricted Stock Unit Award Agreement for 2016 awards.
10.13†	MRC Global Inc. Director Compensation Plan. (Incorporated by reference to Exhibit 10.14 to Form 10-K of MRC Global Inc. for the year ended December 31, 2013, filed with the SEC on February 21, 2014).

Exhibit Number	Description
10.14†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of September 10, 2008, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Andrew R. Lane. (Incorporated by reference to Exhibit 10.31 to Amendment No. 1 to the Registration Statement on Form S-1 of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) (No. 333-153091), filed with the SEC on September 26, 2008).
10.14.1†	Amendment to the MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of June 1, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Andrew R. Lane. (Incorporated by reference to Exhibit 10.23.2 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.14.2†	Second Amendment to the MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of September 10, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Andrew R. Lane. (Incorporated by reference to Exhibit 10.23.3 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.14.3†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Restricted Stock Award Agreement, dated as of February 24, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Andrew R. Lane. (Incorporated by reference to Exhibit 10.24.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.14.4†	Amendment to the MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Restricted Stock Award Agreement, dated as of June 1, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Andrew R. Lane. (Incorporated by reference to Exhibit 10.24.2 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.15†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of October 3, 2008, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Len Anthony. (Incorporated by reference to Exhibit 10.26.1 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.15.1†	Amendment to the MRC Global Inc. (f/k/a as McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of September 10, 2009, by and among MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation), PVF Holdings LLC (now dissolved), and Len Anthony. (Incorporated by reference to Exhibit 10.26.2 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).
10.15.2†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Restricted Stock Award Agreement, dated as of September 10, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and Len Anthony. (Incorporated by reference to Exhibit 10.27 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035, filed with the SEC on March 24, 2011).
10.16†	MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) Nonqualified Stock Option Agreement, dated as of December 3, 2009, by and among MRC Global Inc., PVF Holdings LLC (now dissolved), and John A. Perkins. (Incorporated by reference to Exhibit 10.29 to the Registration Statement on Form S-4 of McJunkin Red Man Corporation (No. 333-173035), filed with the SEC on March 24, 2011).

Exhibit Number	Description
10.17	Indemnity Agreement, dated as of December 4, 2006, by and among MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation), Hg Acquisition Corp., MRC Global (US) Inc. (f/k/a McJunkin Red Man Corporation), and certain shareholders of MRC Global (US) Inc. named therein. (Incorporated by reference to Exhibit 10.21 to Amendment No. 1 of the Registration Statement on Form S-1 of MRC Global Inc. (f/k/a McJunkin Red Man Holding Corporation) (No. 333-153091), filed with the SEC on September 26, 2008).
10.18	Form of Indemnification Agreement between MRC Global Inc. and Officers, Directors and Certain Employees. (Incorporated by reference to Exhibit 10.19 to Form 10-K of MRC Global Inc. for the year ended December 31, 2014, filed with the SEC on February 20, 2015.)
10.19	Shareholders' Agreement, dated June 10, 2015, by and between MRC Global Inc. and Mario Investments LLC. (Incorporated by reference to the Current Report on Form 8-K of MRC Global Inc. filed with the SEC on June 11, 2015).
21.1*	List of Subsidiaries of MRC Global Inc.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1*	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities and Exchange Act of 1934, as amended, and Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities and Exchange Act of 1934, as amended, and Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32**	Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
100*	The following financial information from MRC Global Inc.'s Annual Report on Form 10-K for the period ended December 31, 2015, formatted in Extensible Business Reporting Language ("XBRL"): (i) the Consolidated Balance Sheets at December 31, 2015 and December 31, 2014, (ii) the Consolidated Statements of Operations for the twelve-month periods ended December 31, 2015, 2014 and 2013, (iii) the Consolidated Statements of Comprehensive Income for the twelve-month periods ended December 31, 2015, 2014 and 2013, (iv) the Consolidated Statements of Cash Flows for the twelve-month periods ended December 31, 2015, 2014 and 2013, (v) the Consolidated Statements of Stockholders' Equity for the twelve-month periods ended December 31, 2015, 2014 and 2013 and (vi) Notes to Consolidated Financial Statements.
101*	Interactive data file.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase.
101.LAB*	XBRL Taxonomy Extension Label Linkbase.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase.

†Management contract or compensatory plan or arrangement required to be posted as an exhibit to this report.

*Filed herewith.

**Furnished herewith.

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, thereunto duly authorized.

MRC GLOBAL INC.

By: /s/ ANDREW R. LANE

Andrew R. Lane

Chairman, President and Chief Executive Officer

Date: February 24, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

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Signature	Title	Date
/S/ ANDREW R. LANE		February 24, 2016
	Chairman, President and Chief Executive Officer	
Andrew R. Lane	(principal executive officer)	
/S/ JAMES E. BRAUN	Executive Vice President and Chief Financial Officer	February 24, 2016
James E. Braun	(principal financial officer)	
/S/ ELTON BOND	Senior Vice President and Chief Accounting Officer	February 24, 2016
Elton Bond	(principal accounting officer)	
/S/ RHYS J. BEST	Lead Director	February 24, 2016

Rhys J. Best

/S/ LEONARD M. ANTHONY	Director	February 24, 2016
Leonard M. Anthony		
/S/ BARBARA J. DUGANIER	Director	February 24, 2016
Barbara J. Duganier		
/S/ CRAIG KETCHUM	Director	February 24, 2016
Craig Ketchum		
/S/ GERARD P. KRANS	Director	February 24, 2016
Gerard P. Krans		
/S/ DR. CORNELIS ADRIANUS LINSE	Director	February 24, 2016
Dr. Cornelis Adrianus Linse		
/S/ JOHN A. PERKINS	Director	February 24, 2016
John A. Perkins		
/S/ H.B. WEHRLE, III	Director	February 24, 2016
H.B. Wehrle, III		
/S/ ROBERT L. WOOD	Director	February 24, 2016
Robert L. Wood		

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

MRC Global Inc.'s management is responsible for establishing and maintaining adequate internal control over financial reporting. MRC Global Inc.'s internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected and corrected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management has used the framework set forth in the report entitled "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission (2013 framework) to evaluate the effectiveness of the Company's internal control over financial reporting. Management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2015.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this Form 10-K, has issued an attestation report on the Company's internal control over financial reporting. Ernst & Young LLP's attestation report on the Company's internal control over financial reporting is included in this Form 10-K.

/s/ ANDREW R. LANE

Andrew R. Lane

Chairman, President and Chief Executive Officer

/s/ JAMES E. BRAUN

James E. Braun

Executive Vice President and Chief Financial Officer

Houston, Texas

February 24, 2016

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

MRC Global Inc. and Subsidiaries

We have audited MRC Global Inc. and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). MRC Global Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, MRC Global Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of MRC Global Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015 and our report dated February 24, 2016, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Houston, Texas

February 24, 2016

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

MRC Global Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of MRC Global Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of MRC Global Inc. and subsidiaries at December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), MRC Global Inc. and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in "Internal Control Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 24, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Houston, Texas

February 24, 2016

CONSOLIDATED BALANCE SHEETS

MRC GLOBAL INC.

	December 31, 2015	2014
	(In thousands, except per share amounts)	
Assets		
Current assets:		
Cash	$ 68,997	$ 25,064
Accounts receivable, net	532,609	974,454
Inventories, net	781,108	1,186,946
Other current assets	22,591	32,638
Total current assets	1,405,305	2,219,102
Other assets	26,924	33,520
Property, plant and equipment, net	126,742	116,001
Intangible assets:		
Goodwill, net	483,775	806,006
Other intangible assets, net	458,800	701,118
	$ 2,501,546	$ 3,875,747
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable	$ 326,813	$ 538,943
Accrued expenses and other current liabilities	109,618	167,825
Current portion of long-term debt	7,935	7,935
Total current liabilities	444,366	714,703
Long-term obligations:		
Long-term debt, net	515,720	1,445,709
Deferred income taxes	208,470	295,066
Other liabilities	21,678	23,054
Commitments and contingencies		
6.5% Series A Convertible Perpetual Preferred Stock, $0.01 par value; authorized 363 shares; 363 and no shares issued and outstanding, respectively	355,467	-

Stockholders' equity:		
Common stock, $0.01 par value per share: 500,000 shares authorized, 102,203 and 102,095 issued and outstanding, respectively	1,022	1,022
Additional paid-in capital	1,665,726	1,655,696
Retained deficit	(467,378)	(122,625)
Less: Treasury stock at cost: 816 and no shares, respectively	(11,526)	-
Accumulated other comprehensive loss	(231,999)	(136,878)
	955,845	1,397,215
	$ 2,501,546	$ 3,875,747

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATIONS

MRC GLOBAL INC.

	Year Ended December 31, 2015	2014	2013
	(In thousands, except per share amounts)		
Sales	$ 4,528,613	$ 5,933,212	$ 5,230,792
Cost of sales	3,742,548	4,915,106	4,276,033
Gross profit	786,065	1,018,106	954,759
Selling, general and administrative expenses	606,503	715,958	642,994
Goodwill and intangible asset impairment	461,908	-	-
Operating (loss) income	(282,346)	302,148	311,765
Other expense:			
Interest expense	(47,540)	(61,752)	(60,685)
Write off of debt issuance costs	(3,249)	-	-
Other, net	(9,234)	(14,450)	(14,169)
(Loss) income before income taxes	(342,369)	225,946	236,911
Income tax (benefit) expense	(10,790)	81,836	84,816
Net (loss) income	(331,579)	144,110	152,095
Series A preferred stock dividends	13,174	-	-
Net (loss) income attributable to common stockholders	$ (344,753)	$ 144,110	$ 152,095
Basic (loss) earnings per common share	$ (3.38)	$ 1.41	$ 1.50
Diluted (loss) earnings per common share	$ (3.38)	$ 1.40	$ 1.48
Weighted-average common shares, basic	102,067	102,006	101,712
Weighted-average common shares, diluted	102,067	102,790	102,522

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

MRC GLOBAL INC.

	Year Ended December 31,					
	2015		2014		2013	
			(In thousands)			
Net (loss) income	$	(331,579)	$	144,110	$	152,095
Other comprehensive (loss) income:						
Foreign currency translation adjustments	(95,169)		(96,092)		(18,344)	
Pension related adjustments	48		(364)		86	
Total other comprehensive loss	(95,121)		(96,456)		(18,258)	
Comprehensive (loss) income	$	(426,700)	$	47,654	$	133,837

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

MRC GLOBAL INC.

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock Shares	Treasury Stock Amount	Total Stockholders' Equity
	(In thousands)							
Balance at December 31, 2012	101,563	$ 1,016	$ 1,625,900	$ (418,830)	$ (22,164)	-	$ -	$ 1,185,9
Net income	-	-	-	152,095	-	-	-	152,095
Foreign currency translation	-	-	-	-	(18,344)	-	-	(18,344)
Pension related adjustments	-	-	-	-	86	-	-	86
Vesting of restricted stock	135	-	-	-	-	-	-	-
Shares withheld for taxes	(48)	-	(1,512)	-	-	-	-	(1,512)
Forfeited restricted stock	-	-	(7)	-	-	-	-	(7)
Equity-based compensation expense	-	-	15,488	-	-	-	-	15,488
Exercise of stock options	263	3	3,282	-	-	-	-	3,285
Tax benefits on equity-based compensation	-	-	1,261	-	-	-	-	1,261
Other	-	-	(6)	-	-	-	-	(6)
Balance at December 31, 2013	101,913	1,019	1,644,406	(266,735)	(40,422)	-	-	1,338,268
Net income	-	-	-	144,110	-			144,110

Foreign currency translation	-	-	-	-	(96,092)	-	-	(96,092)
Pension related adjustments	-	-	-	-	(364)	-	-	(364)
Vesting of restricted stock	36	-	-	-	-	-	-	-
Shares withheld for taxes	(15)	-	(367)	-	-	-	-	(367)
Equity-based compensation expense	-	-	8,973	-	-	-	-	8,973
Exercise of stock options	161	3	2,696	-	-	-	-	2,699
Tax expense on equity-based compensation	-	-	(12)	-	-	-	-	(12)
Balance at December 31, 2014	102,095	1,022	1,655,696	(122,625)	(136,878)	-	-	1,397,215
Net loss	-	-	-	(331,579)	-	-	-	(331,579)
Foreign currency translation	-	-	-	-	(95,169)	-	-	(95,169)
Pension related adjustments	-	-	-	-	48	-	-	48
Vesting of restricted stock	90	-	-	-	-	-	-	-
Shares withheld for taxes	(15)	-	(191)	-	-	-	-	(191)
Equity-based compensation expense	-	-	10,567	-	-	-	-	10,567
Exercise of stock options	33	-	313	-	-	-	-	313
Tax expense on equity-based compensation	-	-	(659)	-	-	-	-	(659)
Dividends declared on preferred stock	-	-	-	(13,174)	-	-	-	(13,174)

Purchase of common stock	-		-		-		-		-	(816)		(11,526)	(11,526)
Balance at December 31, 2015	102,203	$	1,022	$	1,665,726	$	(467,378)	$	(231,999)	(816)	$	(11,526)	$ 955,8

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

MRC GLOBAL INC.

	Year Ended December 31,		
	2015	2014	2013
	(In thousands)		
Operating activities			
Net (loss) income	$ (331,579)	$ 144,110	$ 152,095
Adjustments to reconcile net income to net cash provided by (used in) operations:			
Depreciation and amortization	20,551	22,459	22,338
Amortization of intangibles	60,021	67,799	52,072
Equity-based compensation expense	10,567	8,973	15,488
Deferred income tax benefit	(87,333)	(34,200)	(19,823)
Amortization of debt issuance costs	4,419	5,008	5,777
Write off of debt issuance costs	3,249	-	-
Goodwill and intangible asset impairment	461,908	-	-
(Decrease) increase in LIFO reserve	(53,319)	11,860	(20,180)
Change in fair value of derivative instruments	897	1,087	(4,731)
Provision for uncollectible accounts	1,763	1,727	(298)
Foreign currency losses	3,344	2,462	12,913
Other non-cash items	9,442	7,673	4,002
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	412,237	(132,127)	2,069
Inventories	419,399	(208,711)	4,479
Other current assets	6,490	2,405	(8,738)
Income taxes payable	(13,017)	13,296	(7,057)
Accounts payable	(198,525)	(29,747)	117,320
Accrued expenses and other current liabilities	(40,619)	9,548	(4,138)
Net cash provided by (used in) operations	689,895	(106,378)	323,588
Investing activities			
Purchases of property, plant and equipment	(38,722)	(20,078)	(22,068)
Proceeds from the disposition of property, plant and equipment	1,311	1,335	4,583
Acquisitions, net of cash acquired of $0, $3,757 and $2,433	-	(343,928)	(46,794)
Other investing activities	(3,775)	700	(5,130)
Net cash used in investing activities	(41,186)	(361,971)	(69,409)
Financing activities			
Payments on revolving credit facilities	(1,343,496)	(1,501,122)	(2,150,188)
Proceeds from revolving credit facilities	669,916	1,977,162	1,738,213
Proceeds from issuance of term loan	-	-	150,000
Payments on long-term obligations	(257,935)	(7,935)	(6,859)
Debt issuance costs paid	(1,395)	(3,713)	(697)

Purchases of common stock	(11,526)		-		-	
Proceeds from issuance of preferred stock, net of issuance costs	355,467		-		-	
Dividends paid on preferred stock	(10,159)		-		-	
Proceeds from exercise of stock options	314		2,699		3,285	
Tax benefit on stock options	-		150		1,261	
Other financing activities	(377)		-		(6)	
Net cash (used in) provided by financing activities	(599,191)		467,241		(264,991)	
Increase (decrease) in cash	49,518		(1,108)		(10,812)	
Effect of foreign exchange rate on cash	(5,585)		984		(1,090)	
Cash beginning of year	25,064		25,188		37,090	
Cash end of year	$	68,997	$	25,064	$	25,188
Supplemental disclosures of cash flow information:						
Cash paid for interest	$	42,828	&			