

McJunkin Red Man Corp
Form 424B3
October 25, 2012

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-173037

PROSPECTUS SUPPLEMENT

(To Prospectus dated April 23, 2012)

MCJUNKIN RED MAN CORPORATION

\$1,050,000,000

9.50% Senior Secured Notes due December 15, 2016

Attached hereto and incorporated by reference herein is our Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 25, 2012. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, dated April 23, 2012, with respect to the 9.50% Senior Secured Notes due December 15, 2016, including any amendments or supplements thereto.

INVESTING IN THE NOTES INVOLVES A HIGH DEGREE OF RISK. SEE RISK FACTORS BEGINNING ON PAGE 13 OF THE PROSPECTUS FOR A DISCUSSION OF CERTAIN FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH AN INVESTMENT IN THE NOTES.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus has been prepared for and will be used by Goldman, Sachs & Co. in connection with offers and sales of the notes in market-making transactions. These transactions may occur in the open market or may be privately negotiated at prices related to prevailing market prices at the time of sales or at negotiated prices. Goldman, Sachs & Co. may act as principal or agent in these transactions. We will not receive any proceeds of such sales.

GOLDMAN, SACHS & CO.

October 25, 2012

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

FORM 8-K

CURRENT REPORT

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

Date of Report: October 25, 2012

Date of earliest event reported: October 24, 2012

MRC GLOBAL INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction

001-35479
(Commission

20-5956993
(I.R.S. Employer

of incorporation)

File Number)
2 Houston Center, 909 Fannin, Suite 3100,

Identification Number)

Houston, TX 77010

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (877) 294-7574

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

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

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

On October 24, 2012, McJunkin Red Man Corporation (the "McJunkin Red Man"), a wholly owned subsidiary of MRC Global Inc. (the "Company"), issued a notice of redemption under the Indenture, dated as of December 21, 2009, among McJunkin Red Man, the Guarantors party thereto and U.S. Bank National Association, as trustee (as amended and supplemented, the "Indenture"), pursuant to which McJunkin Red Man expects to redeem \$861,319,000 aggregate principal amount of McJunkin Red Man's 9.50% Senior Secured Notes due 2016 (the "Notes"), which represents all of the Notes currently outstanding (the "Redemption"). The Notes will be redeemed for a price equal to the principal amount of the Notes plus the Applicable Premium (as calculated in accordance with the provisions of Section 3.07(b) of the Indenture), plus accrued and unpaid interest, if any, to November 9, 2012. The Redemption is expressly conditioned upon (i) the Company's entry into a term loan (the "Term Loan") in an amount of at least \$650 million upon such terms and conditions as are satisfactory to the Company, (ii) the Company's receipt of at least \$650 million (less applicable fees, expenses and other amounts) pursuant to the Term Loan and (iii) the Company's borrowing of sufficient funds under its global asset-based credit facility (the "Global ABL Facility") such that, combined with the proceeds of the Term Loan and cash on hand, the Company has sufficient funds to redeem the Notes. The notice of Redemption may be revoked by the Company if such conditions are not satisfied. Provided the conditions are met and the notice of Redemption is not revoked by the Company, the Redemption is expected to occur on November 9, 2012.

Item 7.01 Regulation FD Disclosure

On October 24, 2012, MRC Global Inc. (the "Company") issued a press release announcing its receipt of preliminary commitments for a \$650 million term loan facility, its intention to redeem its outstanding 9.50% Senior Secured Notes due 2016 and its intention to amend its Global ABL Facility.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished pursuant to Item 7.01 and Item 9.01 of Form 8-K and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor is it deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended (the "Securities Act"), or any filing under the Exchange Act, except as shall be expressly set forth by specific reference in such filing, if any.

Item 9.01 Financial Statements and Exhibits
(d) *Exhibits.*

99.1 Press release dated October 24, 2012

SIGNATURES

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

Date: October 25, 2012

MRC GLOBAL INC.

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

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press release dated October 24, 2012

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MRC GLOBAL INC. ANNOUNCES INTENTION

TO ENTER INTO NEW \$650 MILLION TERM LOAN

AND

TO REDEEM 9.50% SENIOR SECURED NOTES DUE 2016

HOUSTON OCTOBER 24, 2012 MRC Global Inc. (NYSE:MRC) announced today that its loan arrangers have received preliminary commitments from interested lenders and that they have allocated participations based on these commitments for the company to enter into a new \$650 million seven-year senior secured Term Loan B. The company expects to use the proceeds of the new term loan, together with a draw under the company's global asset-based lending (ABL) facility, to redeem all of the \$861 million in outstanding 9.50% Senior Secured Notes due 2016 of McJunkin Red Man Corporation, a wholly owned subsidiary of the company.

New Term Loan B

The company would have the option under the term loan to pay interest at a base rate, subject to a floor of 2.25%, plus an applicable margin, or at a rate based on LIBOR, subject to a floor of 1.25%, plus an applicable margin. The applicable margin for base rate loans at closing is expected to be 400 basis points and the applicable margin for LIBOR loans is expected to be 500 basis points. The margin is expected to step down by 25 basis points if the company's consolidated total leverage ratio (as defined in the term loan) is less than 2.50:1.00. At the closing of the term loan, the interest rate is expected to be equal to 6.25%, as compared to an interest rate of 9.50% on the notes.

During the nine months ended September 30, 2012, the company purchased in the open market \$188.7 million in aggregate principal amount of the notes for \$205.0 million. These purchases were funded from borrowings under the company's global ABL facility. The company expects to reduce its interest expense by over \$50 million per year as a result of these purchases and the redemption of the notes, assuming the company's current debt levels, the anticipated initial interest rate under the term loan of 6.25% and current interest rates under the company's global ABL facility.

MRC Global expects to record a charge upon the completion of the redemption of the notes of approximately \$93 million, including the write off of original issue discount and debt issuance costs on the redeemed notes and for the applicable redemption premium.

The company expects that the term loan would be secured by a first lien on all of the company's assets, the assets of all of the company's domestic subsidiaries and a pledge of all of the capital stock of the company's domestic subsidiaries and 65% of the capital stock of the company's first tier foreign subsidiaries, subject to certain exceptions, other than the assets securing the ABL facility (which include the company's accounts receivable, inventory and related assets), and by a second lien on this ABL collateral.

The closing and funding of the term loan will be subject to our fulfillment of various conditions, including entering into definitive documentation with the lenders, delivery of customary closing documents and legal opinions and delivery of proper collateral satisfactory to the lenders. Although the arrangers of the term loan have informed the company that they have received preliminary commitments from interested lenders and that they have allocated participations in the term loan based on these commitments, there is no assurance that the arrangers of the term loan and their syndicate participants would not require the fulfillment of other conditions or that changes in the term loan terms and pricing would not be required as a result of changes in the term loan market or the financial markets generally or our financial results or condition or future prospects or other factors.

Notification of Call for Redemption of Senior Secured Notes

The company also announced today that McJunkin Red Man is notifying the registered holders of the senior secured notes that it has called for redemption on November 9, 2012, \$861,319,000 in principal amount of the notes, which represents all of the notes currently outstanding.

In accordance with the indenture governing the notes, each \$1,000 principal amount of the notes will be redeemed at a price equal to 100% of the principal amount, plus the Applicable Premium (as defined in the indenture governing the notes), and accrued and unpaid interest to the date of redemption. The redemption price will be due and payable on the date of redemption upon surrender of the notes. A notice of redemption containing information required by the terms of the indenture governing the notes will be distributed by U.S. Bank National Association, the trustee under the indenture governing the notes. Questions regarding the redemption should be directed to U.S. Bank National Association by telephone at (651) 495-8097.

The redemption is expressly conditioned upon the following:

The company's entry into the term loan in an amount of at least \$650 million upon such terms and conditions as are satisfactory to the company,

The company's receipt of at least \$650 million (less applicable fees, expenses and other amounts) pursuant to the term loan, and

The company's borrowing of sufficient funds under the global ABL facility such that, combined with the proceeds of the term loan and cash on hand, McJunkin Red Man has sufficient funds to redeem the notes.

McJunkin Red Man may revoke the notice of redemption prior to the date of redemption if these conditions are not satisfied.

In connection with the redemption of the notes and the entry into the term loan, the company also intends to amend its existing global ABL facility. The amendment of the facility is subject to the company's fulfillment of various conditions, including, among other things, the funding of the term loan.

About MRC Global Inc. Global Supplier of Choice®

Headquartered in Houston, Texas, MRC, a Fortune 500 company, is the largest global distributor of pipe, valve, and fittings (PVF) and related products and services to the energy industry, based on sales, and supplies these products and services across each of the upstream, midstream and downstream sectors. More information on MRC can be found on our website at www.mrcglobal.com.

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Not a Notice of Redemption

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell McJunkin Red Man Corporation's 9.50% Senior Secured Notes due 2016. This press release does not constitute a notice of redemption pursuant to the indenture governing the notes.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Words such as will, expects, expected, would, anticipate, intends and similar expressions are intended to identify forward-looking statements.

Despite the company's expectations of entering into a new term loan, the terms and pricing of a term loan, the entering into a global ABL facility amendment, the terms of the amendment and the use of proceeds to refinance its existing senior secured notes are only the company's expectations regarding these actions. Whether the company is actually successful in obtaining such a term loan and global ABL amendment on expected terms and conditions with expected uses of proceeds is dependent on a number of factors, including (among others) debt market conditions, reaching final agreement with lenders and the company's financial condition, results and future prospects, which, in turn are dependent on factors, including (among others) those that impact our business.

Statements about the company's business, including its strategy, its industry, the company's future profitability, growth in the company's various markets and the company's expectations, beliefs, plans, strategies, objectives, prospects and assumptions are not guarantees of future performance. These statements involve known and unknown risks, uncertainties and other factors that may cause the company's actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These risks and uncertainties include (among others) 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; the company's ability to compete successfully with other companies in the company's industry; the risk that manufacturers of the products the company distributes will sell a substantial amount of goods directly to end users in the industries it serves; unexpected supply shortages; cost

increases by the company's suppliers; the company's lack of long-term contracts with most of its suppliers; increases in customer, manufacturer and distributor inventory levels; suppliers' price reductions of products that the company sells, which could cause the value of its inventory to decline; decreases in steel prices, which could significantly lower the company's profit; increases in steel prices, which it may be unable to pass along to its customers, which could significantly lower its profit; the company's lack of long-term contracts with many of its customers and its lack of contracts with customers that require minimum purchase volumes; changes in the company's customer and product mix; risks related to the company's customers' credit; the potential adverse effects associated with integrating acquisitions into the company's business and whether these acquisitions will yield their intended benefits; the success of the company's acquisition strategies; the company's significant indebtedness; the dependence on the company's subsidiaries for cash to meet its debt obligations; changes in the company's credit profile; a decline in demand for certain of the products that the company distributes if import restrictions on these products are lifted; environmental, health and safety laws and regulations; the sufficiency of the company's insurance policies to cover losses, including liabilities arising from litigation; product liability claims against the company; pending or future asbestos-related claims against the company; the potential loss of key personnel; interruption in the proper functioning of the company's 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 the company's goodwill or other intangible assets; changes in tax laws or adverse positions taken by taxing authorities in the countries in which the company operates; and adverse changes in political or economic conditions in the countries in which the company operates. For a discussion of key risk factors, please see the risk factors disclosed in the company's SEC filings, which are available on the SEC's website at www.sec.gov and on the company's website, www.mrcglobal.com.

Undue reliance should not be placed on the company's forward-looking statements. Although forward-looking statements reflect the company's 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 the company's actual results, performance or achievements or future events to differ materially from anticipated future results, performance or achievements or future events expressed or implied by such forward-looking statements. The company undertakes 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 required by law.

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