

Shanda Games Ltd
Form SC 13D/A
April 28, 2014

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Shanda Games Limited

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.01 per share

(Title of Class of Securities)

81941U105**

(CUSIP Number)

Kelvin Wing Kee Lau

Perfect World Co., Ltd.

Perfect World Plaza, Tower 306

86 Beiyuan Road, Chaoyang District

Beijing 100101, People's Republic of China

Telephone: +86 10 5780-5700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

with a copy to:

Jeffrey J. Sun, Esq.

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Orrick, Herrington & Sutcliffe LLP

47th Floor, Park Place, 1601 Nanjing Road West

Shanghai 200040

People's Republic of China

Telephone: +86 21 6109 7000

April 25, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing two Class A ordinary shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 81941U105

1 Name of Reporting Person
Perfect World Co., Ltd.

2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x

3 SEC Use Only

4 Source of Funds
WC

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o

6 Citizenship or Place of Organization
Cayman Islands

Number of	7	Sole Voting Power
Shares		30,326,005(1)
Beneficially	8	Shared Voting Power
Owned by		0
Each	9	Sole Dispositive Power
Reporting		30,326,005 (1)
Person With	10	Shared Dispositive Power
		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,326,005 (1)

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)
16.2% (2)

14 Type of Reporting Person
CO

(1) Perfect World Co., Ltd. will purchase 30,326,005 Class A ordinary shares of the Issuer from Shanda SDG Investment Limited pursuant to a share purchase agreement dated April 18, 2014. For a brief description of the share purchase agreement, please refer to Item 3 and Item 4.

(2) percentage calculated based on total Class A ordinary shares of the Issuer outstanding as of March 31, 2014 plus 30,326,005 Class A ordinary shares of the Issuer to be converted from Class B ordinary shares of the Issuer and purchased by Perfect World Co., Ltd. pursuant to the share purchase agreement dated April 18, 2014. For a brief description of the share purchase agreement, please refer to Item 3 and Item 4. As of March 31, 2014, 156,748,668 Class A ordinary shares (including Class A ordinary shares represented by American depository shares) and 380,127,724 Class B ordinary shares were outstanding.

INTRODUCTION

This Schedule 13D/A (the "Schedule 13D/A") amends the previous Schedule 13D filed by Perfect World Co., Ltd. (the "Reporting Person") with the SEC on April 24, 2014 (the "Original 13D") with respect to Shanda Games Limited (the "Issuer"). Except as amended and supplemented herein, the information set forth in the Original 13D remains unchanged. Capitalized terms used herein without definition have meanings assigned thereto in the Original 13D.

ITEM 4. PURPOSE OF TRANSACTION:

Item 4 is hereby amended and restated as follows:

On January 27, 2014, Shanda Interactive Entertainment Limited ("Shanda Interactive") and Primavera Capital (Cayman) Fund I L.P. (the "Primavera," together with Shanda Interactive, the "Consortium" and each member in the Consortium, a "Consortium Member") entered into a consortium agreement (the "Consortium Agreement"). Under the Consortium Agreement, the Consortium Members agreed, among other things, (i) to jointly deliver a preliminary non-binding proposal (the "Proposal") to the board of directors of the Issuer (the "Board") to acquire the Issuer in a going private transaction (the "Transaction"), (ii) to deal exclusively with each other with respect to the Transaction until the earlier of (x) 9 months after the date thereof, and (y) termination of the Consortium Agreement by all Consortium Members, (iii) to use their reasonable efforts and cooperate in good faith to arrange debt financing to support the Transaction, and (iv) to cooperate and proceed in good faith to negotiate and consummate the Transaction.

On January 27, 2014, the Consortium Members submitted the Proposal to the Board. In the Proposal, the Consortium Members proposed to acquire the Issuer in a going private transaction at a price of US\$6.90 in cash per ADS (each representing two Class A Ordinary Shares) or US\$3.45 in cash per Class A or Class B Ordinary Share. According to the Proposal, the Consortium Members do not intend to sell their stake in the Issuer to any third party. SDG, a British Virgin Islands corporation and a direct wholly-owned subsidiary of Shanda Interactive, may consider selling additional shares of the Issuer to the Consortium. The Consortium Members intend to finance the Transaction through a combination of debt and equity financing. For a brief description of the financing plan, please refer to Item 3.

On January 27, 2014, SDG and Primavera entered into a share purchase agreement (the "Share Purchase Agreement"), pursuant to which SDG sold, and Primavera purchased, 28,959,276 Class A Ordinary Shares at US\$2.7625 per Class A Ordinary Share.

On April 18, 2014, SDG and the Reporting Person entered into the PW Share Purchase Agreement pursuant to which SDG agreed to sell, and the Reporting Person agreed to purchase, 30,326,005 Class A Ordinary Shares (the "PW Purchase Shares") at US\$3.2975 per Class A Ordinary Share (the "PW Purchase Price") subject to the terms and conditions thereof. Pursuant to the PW Share Purchase Agreement, if (i) a going-private transaction occurs within one year of the closing date of the sale of PW Purchase Shares where the Reporting Person is part of the buyer consortium and the price per share in the going-private transaction (the "Going-private Price") is higher than the PW Purchase Price, or (ii) a going-private transaction occurs within one year of the closing date of the sale of PW Purchase Shares where the Reporting Person is not part of the buyer consortium solely due to its own decision or election without SDG's written consent and the Going-private Price is higher than the PW Purchase Price, the Reporting Person shall pay SDG the shortfall between the PW Purchase Price and the Going-private Price with respect to all PW Purchase Shares. Pursuant to the PW Share Purchase Agreement, if a going-private transaction is not consummated within one year of the closing date of the sale of PW Purchase Shares solely due to SDG's failure to vote in favor of such going-private transaction, SDG shall pay to

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the Reporting Person an amount equal to the PW Purchase Price in exchange for the PW Purchase Shares. The PW Share Purchase Agreement is subject to certain customary closing conditions. The satisfaction of all closing conditions and the

closing is expected to occur in thirty calendar days after the date of the PW Share Purchase Agreement.

Concurrently with the execution of the PW Share Purchase Agreement, Shanda Interactive, Primavera and the Reporting Person entered into an adherence agreement (the PW Adherence Agreement), pursuant to which the Reporting Person became a party to the Consortium Agreement and joined the Consortium. References to Consortium or Consortium Members after April 18, 2014 shall include the Reporting Person.

On April 25, 2014, FV Investment Holdings (FV Investment), which is an affiliate of FountainVest Partners, Shanda Interactive, Primavera and Perfect World entered into an adherence agreement (the FV Adherence Agreement), pursuant to which FV Investment became a party to the Consortium Agreement and joined the Consortium. References to Consortium or Consortium Members after April 25, 2014 shall include FV Investment.

If the Transaction is completed, the ADSs would be delisted from the NASDAQ Global Select Market and the Issuer's obligations to file periodic report under the Act would be terminated.

Descriptions of the Proposal, the Consortium Agreement, the Share Purchase Agreement, the PW Share Purchase Agreement, the PW Adherence Agreement and the FV Adherence Agreement in this Statement are qualified in their entirety by reference to the Proposal, the Consortium Agreement, the Share Purchase Agreement, the PW Share Purchase Agreement, the PW Adherence Agreement and the FV Adherence Agreement, which are filed hereto as Exhibits 7.01, 7.02, 7.03, 7.04, 7.05 and 7.06, and incorporated herein by reference in their entirety.

In addition, consummation of the Transaction could result in one or more of the actions specified in clauses (a)-(j) of Item 4 of Schedule 13D/A, including the acquisition or disposition of securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, a change to the Board (as the board of the surviving company in the merger) to consist solely of persons to be designated by the Consortium Members, and a change in the Issuer's memorandum and articles of association to reflect that the Issuer would become a privately held company. No assurance can be given that any proposal, any definitive agreement or any transaction relating to the Transaction will be entered into or be consummated. The Proposal provides that no binding obligation shall arise with respect to the Transaction unless and until definitive agreements have been executed.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER:

Item 6 is hereby amended and restated as follows:

The descriptions of the principal terms of the Proposal, the Consortium Agreement, the Share Purchase Agreement, the PW Share Purchase Agreement, the PW Adherence Agreement and the FV Adherence Agreement under Item 4 are incorporated herein by reference in their entirety.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS:

- Exhibit 7.01: Preliminary Proposal between Shanda Interactive Entertainment Limited and Primavera Capital (Cayman) Fund I L.P. dated January 27, 2014 (incorporated herein by reference to Exhibit 7.02 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).
- Exhibit 7.02: Consortium Agreement between Shanda Interactive Entertainment Limited and Primavera Capital (Cayman) Fund I L.P. dated January 27, 2014 (incorporated herein by reference to Exhibit 7.03 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).

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- Exhibit 7.03: Share Purchase Agreement between Shanda SDG Investment Limited and Primavera Capital (Cayman) Fund I L.P. dated January 27, 2014 (incorporated herein by reference to Exhibit 7.04 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).
- Exhibit 7.04: Share Purchase Agreement between Shanda SDG Investment Limited and Perfect World Co., Ltd. dated April 18, 2014 (incorporated herein by reference to Exhibit 7.05 to amendment No. 2 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 21, 2014).
- Exhibit 7.05: Adherence Agreement among Perfect World Co., Ltd., Shanda Interactive Entertainment Limited, Primavera Capital (Cayman) Fund I L.P., dated April 18, 2014 (incorporated herein by reference to Exhibit 7.06 to amendment No. 2 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 21, 2014).
- Exhibit 7.06: Adherence Agreement among FV Investment Holdings, Shanda Interactive Entertainment Limited, Primavera Capital (Cayman) Fund I L.P. and Perfect World Co., Ltd., dated April 25, 2014 (incorporated herein by reference to Exhibit 7.07 to amendment No. 3 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 28, 2014).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 28, 2014

PERFECT WORLD CO., LTD.

By: /s/Kelvin Wing Kee Lau
Name: Kelvin Wing Kee Lau
Title: Chief Financial Officer

INDEX TO EXHIBITS

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nt-family:Times New Roman;font-size: 10pt"> Assets

Current assets:

Cash

\$ 167

\$ 69

Accounts receivable, net

430

533

Inventories, net

689

781

Other current assets

29

22

Total current assets

1,315

1,405

Other assets

21

22

Property, plant and equipment, net

131

127

Intangible assets:

Goodwill, net

484

484

Other intangible assets, net

436

459

\$ 2,387

\$ 2,497

Liabilities and stockholders' equity

Current liabilities:

Trade accounts payable

\$ 320

\$ 327

Accrued expenses and other current liabilities

104

110

Current portion of long-term debt

8

8

Total current liabilities

432

445

Long-term obligations:

Long-term debt, net

508

511

Deferred income taxes

204

208

Other liabilities

23

22

Commitments and contingencies

6.5% Series A Convertible Perpetual Preferred Stock, \$0.01 par value; authorized

363,000 shares; 363,000 shares issued and outstanding

355

355

Stockholders' equity:

Common stock, \$0.01 par value per share: 500 million shares authorized,

102,488,749 and 102,202,599 issued, respectively

1

1

Additional paid-in capital

1,671

1,666

Retained deficit

(504)

(467)

Less: Treasury stock at cost: 6,094,663 and 816,389 shares, respectively

(83)

(12)

Accumulated other comprehensive loss

(220)

(232)

865

956

\$ 2,387

\$ 2,497

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

MRC GLOBAL INC.

(in millions, except per share amounts)

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Sales	\$ 746	\$ 1,198	\$ 1,529	\$ 2,490
Cost of sales	621	992	1,271	2,064
Gross profit	125	206	258	426
Selling, general and administrative expenses	135	159	272	318
Operating (loss) income	(10)	47	(14)	108
Other expense:				
Interest expense	(9)	(13)	(17)	(28)
Other, net	-	(5)	(1)	(9)
(Loss) income before income taxes	(19)	29	(32)	71
Income tax (benefit) expense	(2)	13	(7)	26
Net (loss) income	(17)	16	(25)	45
Series A preferred stock dividends	6	1	12	1
Net (loss) income attributable to common stockholders	\$ (23)	\$ 15	\$ (37)	\$ 44
Basic (loss) earnings per common share	\$ (0.24)	\$ 0.15	\$ (0.37)	\$ 0.43
Diluted (loss) earnings per common share	\$ (0.24)	\$ 0.15	\$ (0.37)	\$ 0.43
Weighted-average common shares, basic	97.7	102.2	99.2	102.1
Weighted-average common shares, diluted	97.7	102.8	99.2	102.6

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

MRC GLOBAL INC.

(in millions)

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Net (loss) income	\$ (17)	\$ 16	\$ (25)	\$ 45
Other comprehensive (loss) income				
Foreign currency translation adjustments	(4)	11	12	(42)
Comprehensive (loss) income	\$ (21)	\$ 27	\$ (13)	\$ 3

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

MRC GLOBAL INC.

(in millions)

	Six Months Ended	
	June 30, 2016	June 30, 2015
Operating activities		
Net (loss) income	\$ (25)	\$ 45
Adjustments to reconcile net (loss) income to net cash provided by operations:		
Depreciation and amortization	10	10
Amortization of intangibles	23	31
Equity-based compensation expense	7	5
Deferred income tax benefit	(5)	(16)
Write off of debt issuance costs	-	3
Decrease in LIFO reserve	(4)	(15)
Provision for uncollectible accounts	2	2
Foreign currency losses	2	6
Other non-cash items	4	3
Changes in operating assets and liabilities:		
Accounts receivable	104	207
Inventories	51	152
Other current assets	2	1
Income taxes payable	(6)	(7)
Accounts payable	(10)	(111)
Accrued expenses and other current liabilities	(7)	(39)
Net cash provided by operations	148	277
Investing activities		
Purchases of property, plant and equipment	(14)	(13)
Proceeds from the disposition of non-core product line	48	-
Other investing activities	2	(2)
Net cash provided by (used in) investing activities	36	(15)
Financing activities		
Payments on revolving credit facilities	(27)	(765)
Proceeds from revolving credit facilities	27	412
Payments on long-term obligations	(4)	(254)
Proceeds from issuance of preferred stock, net of issuance costs	-	355

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Purchase of common stock	(71)	-	
Dividends paid on preferred stock	(12)	-	
Net cash used in financing activities	(87)	(252)	
Increase in cash	97	10	
Effect of foreign exchange rate on cash	1	(2)	
Cash -- beginning of period	69	25	
Cash -- end of period	\$	167	\$ 33
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$	16	\$ 26
Cash paid for income taxes	\$	6	\$ 50
See notes to condensed consolidated financial statements.			

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

MRC GLOBAL INC.

NOTE 1 – BACKGROUND AND BASIS OF PRESENTATION

Business Operations: MRC Global Inc. is a holding company headquartered in Houston, Texas. Our wholly owned subsidiaries are global distributors of pipe, valves, fittings (“PVF”) and related products and services across each of the upstream (exploration, production and extraction of underground oil and gas), midstream (gathering and transmission of oil and gas, gas utilities, and the storage and distribution of oil and gas) and downstream (crude oil refining and petrochemical processing) sectors. We have branches in principal industrial, hydrocarbon producing and refining areas throughout the United States, Canada, Europe, Asia, Australasia, the Middle East and Caspian. Our products are obtained from a broad range of suppliers.

Basis of Presentation: We have prepared our unaudited condensed consolidated financial statements in accordance with Rule 10-01 of Regulation S-X for interim financial statements. These statements do not include all information and footnotes that generally accepted accounting principles require for complete annual financial statements. However, the information in these statements reflects all normal recurring adjustments which are, in our opinion, necessary for a fair presentation of the results for the interim periods. The results of operations for the three and six months ended June 30, 2016 are not necessarily indicative of the results that will be realized for the fiscal year ending December 31, 2016. We have derived our condensed consolidated balance sheet as of December 31, 2015 from the audited consolidated financial statements for the year ended December 31, 2015. You should read these condensed consolidated financial statements in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2015.

The consolidated financial statements include the accounts of MRC Global Inc. and its wholly owned and majority owned subsidiaries (collectively referred to as the “Company” or by such terms as “we,” “our” or “us”). All material intercompany balances and transactions have been eliminated in consolidation.

Reclassifications: Certain prior-period amounts have been reclassified to conform to the current year presentation, which includes the adoption of Accounting Standards Update (“ASU”) 2015-03 Interest-Imputation of Interest (Subtopic 855-30): Simplifying the Presentation of Debt Issuance Costs.

Recent Accounting Pronouncements: In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 provides comprehensive guidance on the recognition of revenue from customers arising from the transfer of goods and services. The ASU also provides guidance on accounting for certain contract costs and requires new disclosures. The FASB voted to defer the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. We are currently evaluating the effect of the adoption of ASU 2014-09 on our consolidated financial statements and the implementation approach to be used.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. ASU 2015-11 provides guidance on simplifying the measurement of inventory. The current standard is to measure inventory at lower of cost or market; where market could be replacement cost, net realizable value or net realizable value less an approximately normal profit margin. ASU 2015-11 updates this guidance to measure inventory at the lower of cost or net realizable value; where net realizable value is considered to be the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal and transportation. We expect to adopt this guidance in 2017. This amendment is not expected to have a material impact on the Company's financial position, results of operation or cash flows.

In February 2016, the FASB issued ASU 2016-02, Leases, which will replace the existing guidance in ASC 870, Leases. This ASU requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset, and for operating leases, the lessee would recognize a straight-line total lease expense. This guidance is effective for annual and interim reporting periods of public entities beginning after

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December 15, 2018. We are beginning to evaluate the effect of the adoption of ASU 2016-02 on our consolidated financial results.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation, which simplifies the accounting for the taxes related to stock based compensation. Under the standard, excess tax benefits and certain tax deficiencies will no longer be recorded in additional paid-in capital (“APIC”), and APIC pools will be eliminated. Instead, all excess tax benefits and tax deficiencies will be recorded as income tax expense or benefit in the income statement. In addition, excess tax benefits are required to be presented as operating activities rather than financing activities in the statement of cash flows. This guidance is effective for annual and interim reporting periods of public entities beginning after December 15, 2016. This amendment is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 2 – INVENTORIES

The composition of our inventory is as follows (in millions):

	June 30, 2016	December 31, 2015
Finished goods inventory at average cost:		
Energy carbon steel tubular products	\$ 165	\$ 253
Valves, valve actuation and instrumentation	246	273
All other products	388	374
	799	900
Less: Excess of average cost over LIFO cost (LIFO reserve)	(77)	(89)
Less: Other inventory reserves	(33)	(30)
	\$ 689	\$ 781

Our inventory quantities are expected to be reduced for the year, resulting in a liquidation of a last-in, first out (“LIFO”) inventory layer that was carried at a lower cost prevailing from a prior year, as compared with current costs in the current year (a “LIFO decrement”). A LIFO decrement results in the erosion of layers created in earlier years, and, therefore, a LIFO layer is not created for years that have decrements. For the three and six months ended June 30, 2016, the effect of this LIFO decrement decreased cost of sales by approximately \$2 million and \$3 million, respectively. For the three and six months ended June 30, 2015, the effect of this LIFO decrement increased cost of sales by approximately \$4 million.

NOTE 3 – LONG-TERM DEBT

The components of our long-term debt are as follows (in millions):

	June 30, 2016	December 31, 2015
Senior Secured Term Loan B, net of discount and issuance costs of \$6 and \$7, respectively	\$ 516	\$ 519
Global ABL Facility	-	-
	516	519
Less: Current portion	8	8
	\$ 508	\$ 511

Senior Secured Term Loan B: We have a seven year Senior Secured Term Loan B (the “Term Loan”) with an original principal amount of \$794 million which amortizes in equal quarterly installments of 1% per year with the balance payable in November 2019 when the facility matures. Subject to securing additional lender commitments, the Term Loan allows for incremental increases in facility size up to an aggregate of \$200 million, plus an additional

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amount such that the Company's senior secured leverage ratio (as defined under the Term Loan) would not exceed 3.50 to 1.00. MRC Global (US) Inc. is the borrower under this facility, which is guaranteed by MRC Global Inc. as well as all of its wholly owned U.S. subsidiaries. In addition, it is secured by a second lien on the assets securing our Global ABL Facility (which includes accounts receivable, inventory and related assets) and a first lien on substantially all of the other assets of MRC Global Inc. and those of its U.S. subsidiaries, as well as a pledge of all of the capital stock of our domestic subsidiaries and 65% of the capital stock of first tier, non-U.S. subsidiaries. In certain circumstances, we are required to repay the Term Loan with certain asset sales and insurance proceeds, certain debt proceeds and 50% of excess cash flow (reducing to 25% if our senior secured leverage ratio is no more than 2.75 to 1.00 and 0% if our senior secured leverage ratio is no more than 2.50 to 1.00). In addition, the Term Loan contains a number of customary restrictive covenants.

The interest rate for the Term Loan, including the amortization of original issue discount and debt issuance costs, was 5.41% as of June 30, 2016 and 4.98% at December 31, 2015.

Global ABL Facility: We have a \$1.05 billion multi-currency global asset-based revolving credit facility (the "Global ABL Facility") that matures in July 2019. This facility is comprised of \$977 million in revolver commitments in the United States, \$30 million in Norway, \$20 million in Canada, \$5 million in the United Kingdom, \$10 million in Australia, \$4 million in the Netherlands and \$4 million in Belgium. It contains an accordion feature that allows us to increase the principal amount of the facility by up to \$300 million, subject to securing additional lender commitments. MRC Global Inc. and each of its current and future wholly owned material U.S. subsidiaries guarantee the obligations of our borrower subsidiaries under the Global ABL Facility. Additionally, each of our non-U.S. borrower subsidiaries guarantees the obligations of our other non-U.S. borrower subsidiaries under the Global ABL Facility. Outstanding obligations are generally secured by a first priority security interest in accounts receivable, inventory and related assets.

Excess Availability, as defined under our Global ABL Facility, was \$478 million as of June 30, 2016.

Debt Issuance Costs: In the first quarter of 2016, we adopted ASU No. 2015-03 Interest-Imputation of Interest (Subtopic 855-30): Simplifying the Presentation of Debt Issuance Costs. This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability consistent with debt discounts. As a result of the adoption, we have reclassified debt issuance costs associated with our Term Loan of \$5 million as of December 31, 2015, from other assets to long term debt in our balance sheet. Accordingly, long term debt reported as \$524 million at December 31, 2015 has been revised to \$519 million. Debt issuance costs associated with our Global ABL Facility will continue to be presented in other assets. These amounts were \$7 million and \$8 million as of June 30, 2016 and December 31, 2015, respectively.

NOTE 4- INCOME TAXES

For interim periods, our income tax benefit or expense is computed based upon our estimated annual effective tax rate. Our effective tax rates for the three and six months ended June 30, 2016 were 11% and 22%, respectively. The effective tax rates for the three and six months ended June 30, 2015 were 45% and 37%, respectively. The decrease in

our 2016 effective tax rates below their customary levels is the result of a lower expected tax rate for the full year of 22% primarily due to an increase in forecasted pre-tax losses across all segments, combined with an increase of the relative significance of pre-tax losses in certain foreign jurisdictions where the losses have no corresponding tax benefit.

NOTE 5 – DISPOSITION OF NON-CORE PRODUCT LINE

In February 2016, we completed the disposition of our U.S. oil country tubular goods (“OCTG”) product line for \$48 million. As a result of this transaction, we incurred a loss of \$5 million that was reflected in our fourth quarter 2015 results. Net of reserves, including LIFO and an adjustment to write the inventory down to its net realizable value, the carrying value of the U.S. OCTG inventories as of December 31, 2015 was \$50 million.

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NOTE 6 – REDEEMABLE PREFERRED STOCK

Preferred Stock Issuance

In June 2015, we issued 363,000 shares of Series A Convertible Perpetual Preferred Stock (the “Preferred Stock”) and received gross proceeds of \$363 million. The Preferred Stock ranks senior to our common stock with respect to dividend rights and rights on liquidation, winding-up and dissolution. The Preferred Stock has a stated value of \$1,000 per share, and holders of Preferred Stock are entitled to cumulative dividends payable quarterly in cash at a rate of 6.50% per annum. Holders of Preferred Stock are entitled to vote together with the holders of the common stock as a single class, in each case, on an as-converted basis, except where a separate class vote of the common stockholders is required by law. Holders of Preferred Stock have certain limited special approval rights, including with respect to the issuance of pari passu or senior equity securities of the Company.

The Preferred Stock is convertible at the option of the holders into shares of common stock at an initial conversion rate of 55.9284 shares of common stock for each share of Preferred Stock, which represents an initial conversion price of approximately \$17.88 per share of common stock, subject to adjustment. On or after the fifth anniversary of the initial issuance of the Preferred Stock, the Company will have the option to redeem, in whole but not in part, all the outstanding shares of Preferred Stock, subject to certain redemption price adjustments on the basis of the date of the conversion. We may elect to convert the Preferred Stock, in whole but not in part, into the relevant number of shares of common stock on or after the 54th month after the initial issuance of the Preferred Stock if the last reported sale price of the common stock has been at least 150% of the conversion price then in effect for a specified period. The conversion rate is subject to customary anti-dilution and other adjustments.

Holders of the Preferred Stock may, at their option, require the Company to repurchase their shares in the event of a fundamental change, as defined in the agreement. The repurchase price is based on the original \$1,000 per share purchase price except in the case of a liquidation in which case they would receive the greater of \$1,000 per share and the amount that would be received if they held common stock converted at the conversion rate in effect at the time of the fundamental change. Because this feature could require redemption as a result of the occurrence of an event not solely within the control of the Company, the Preferred Stock is classified as temporary equity on our balance sheet.

NOTE 7 – STOCKHOLDERS’ EQUITY

Share Repurchase Program

In November 2015, the Company’s board of directors authorized a share repurchase program for common stock 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.

Summary of share repurchase activity under the repurchase program:

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	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Number of shares acquired on the open market	2,399,400	-	5,278,274	-
Average price per share	\$ 13.82	\$ -	\$ 13.59	\$ -
Total cost of acquired shares (in millions)	\$ 33	\$ -	\$ 71	\$ -

In total, we have acquired 6,094,663 shares under this program at a total cost of \$83 million. There were 96,394,086 shares of common stock outstanding as of June 30, 2016.

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Equity Compensation Plans

Our 2011 Omnibus Incentive Plan originally had 3,250,000 shares reserved for issuance under the plan. In April 2015, our shareholders approved an additional 4,250,000 shares for reservation for issuance under the plan. The plan permits the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other stock-based and cash-based awards. Since the adoption of the 2011 Omnibus Incentive Plan, the Company's Board of Directors has periodically granted stock options, restricted stock awards, restricted stock units and performance share units to directors and employees. Options and stock appreciation rights may not be granted at prices less than the fair market value of our common stock on the date of the grant, nor for a term exceeding ten years. For employees, vesting generally occurs ratably over a three to five year period on the anniversaries of the date specified in the employees' respective stock option, restricted stock award, restricted stock unit and performance share unit award agreements, subject to accelerated vesting under certain circumstances set forth in the agreements. Vesting for directors generally occurs on the one-year anniversary of the grant date. In February 2016, 16,789 shares of restricted stock, 334,900 performance share unit awards and 1,149,039 restricted stock units were granted to employees. In the second quarter of 2016, 86,912 shares of restricted stock and 10,022 performance share unit awards were granted to employees. To date, before consideration of forfeitures, 5,084,734 shares have been granted to management, members of our Board of Directors and key employees under this plan. A Monte Carlo simulation is completed to estimate the fair value of performance share unit awards with a stock price performance component. A Black-Scholes option-pricing model is used to estimate the fair value of the stock options. We expense the fair value of all equity grants, including performance share unit awards, on a straight-line basis over the vesting period.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss in the accompanying consolidated balance sheets consists of the following (in millions):

	June 30, 2016	December 31, 2015
Currency translation adjustments	\$ (219)	\$ (231)
Pension related adjustments	(1)	(1)
Accumulated other comprehensive loss	\$ (220)	\$ (232)

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Earnings per Share

Earnings per share are calculated in the table below (in millions, except per share amounts).

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Net (loss) income	\$ (17)	\$ 16	\$ (25)	\$ 45
Less: Dividends on Series A Preferred Stock	6	1	12	1
Net (loss) income attributable to common stockholders	\$ (23)	\$ 15	\$ (37)	\$ 44
Weighted average basic shares outstanding	97.7	102.2	99.2	102.1
Effect of dilutive securities	-	0.6	-	0.5
Weighted average diluted shares outstanding	97.7	102.8	99.2	102.6
Net (loss) income per share:				
Basic	\$ (0.24)	\$ 0.15	\$ (0.37)	\$ 0.43
Diluted	\$ (0.24)	\$ 0.15	\$ (0.37)	\$ 0.43

Equity awards and shares of Preferred Stock are disregarded in the calculation of diluted earnings per share if they are determined to be anti-dilutive. For the three and six months ended June 30, 2016 and 2015, all of the shares of the Preferred Stock were anti-dilutive. For the three and six months ended June 30, 2016 and 2015, we had approximately 3.7 million and 3.9 million anti-dilutive stock options, respectively. There were 0.8 million and no anti-dilutive restricted stock, restricted units or performance stock unit awards for the three months ended June 30, 2016 and 2015. There were 0.7 million and no anti-dilutive restricted stock, restricted units or performance stock unit awards for the six months ended June 30, 2016 and 2015.

NOTE 8 – SEGMENT INFORMATION

We operate as four business segments: U.S. East and Gulf Coast, U.S. West, Canada and International. Our International segment consists of our operations outside of the U.S. and Canada. These segments represent our business of selling PVF to the energy sector across each of the upstream (exploration, production and extraction of underground oil and gas), midstream (gathering and transmission of oil and gas, gas utilities, and the storage and distribution of oil and gas) and downstream (crude oil refining and petrochemical processing) markets. Our two U.S. operating segments have been aggregated into a single reportable segment based on their economic similarities. As a

result, we report segment information for the U.S., Canada and International.

Prior to organizational changes that occurred in April 2016, our U.S. business consisted of a single operating segment. As a result of the separation of U.S. segment into two distinct operating segments based on our new management structure, we completed an interim goodwill impairment test and concluded that no indication of impairment existed as the fair values of each U.S. reporting unit significantly exceeded its carrying value.

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The following table presents financial information for each reportable segment (in millions):

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Sales				
U.S.	\$ 551	\$ 956	\$ 1,157	\$ 1,928
Canada	54	78	118	197
International	141	164	254	365
Sales	\$ 746	\$ 1,198	\$ 1,529	\$ 2,490
Operating (loss) income				
U.S.	\$ (2)	\$ 49	\$ 2	\$ 101
Canada	(2)	2	(3)	8
International	(6)	(4)	(13)	(1)
Operating (loss) income	(10)	47	(14)	\$ 108
Interest expense	(9)	(13)	(17)	(28)
Other, net	-	(5)	(1)	(9)
(Loss) income before income taxes	\$ (19)	\$ 29	\$ (32)	\$ 71
			June 30, 2016	December 31, 2015
Total assets				
U.S.			\$ 2,011	\$ 2,135
Canada			145	142
International			231	220
Total assets			\$ 2,387	\$ 2,497

Our sales by product line are as follows (in millions):

Type	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Energy carbon steel tubular products:				
Line pipe (1)	\$ 96	\$ 242	\$ 228	\$ 508
Oil country tubular goods (OCTG)	-	78	-	184

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\$ 96 \$ 320 \$ 228 \$ 692

Valves, fittings, flanges and other products:

Valves, valve actuation and instrumentation	\$ 299	\$ 396	\$ 598	\$ 807
Fittings, flanges and stainless steel and alloy pipe	163	250	331	519
Gas products	108	121	208	237
Other	80	111	164	235
	\$ 650	\$ 878	\$ 1,301	\$ 1,798

(1) As a result of the disposition of our U.S. OCTG product line, as described in Note 5, pre-disposition OCTG sales of \$18 million have been included within line pipe sales for the six months ended June 30, 2016.

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NOTE 9 – FAIR VALUE MEASUREMENTS

From time to time, we use derivative financial instruments to help manage our exposure to interest rate risk and fluctuations in foreign currencies. All of our derivative instruments are freestanding and, accordingly, changes in their fair market value are recorded in earnings. As of June 30, 2016, we do not have any interest rate swap agreements. Foreign exchange forward contracts and options are reported at fair value utilizing Level 2 inputs, as the fair value is based on broker quotes for the same or similar derivative instruments. The total notional amount of our forward foreign exchange contracts and options was approximately \$36 million and \$41 million at June 30, 2016 and December 31, 2015, respectively. We had approximately \$0 million recorded as liabilities on our consolidated balance sheets as of June 30, 2016 and December 31, 2015.

With the exception of long-term debt, the fair values of our financial instruments, including cash and cash equivalents, accounts receivable, trade accounts payable and accrued liabilities approximate carrying value. The carrying value of our debt was \$516 million and \$519 million at June 30, 2016 and December 31, 2015, respectively. We estimate the fair value of the Term Loan using Level 2 inputs, or quoted market prices. The fair value of our debt was \$507 million and \$510 million at June 30, 2016 and December 31, 2015, respectively.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Litigation

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 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 our MRC Global (US) Inc. subsidiary purportedly distributed. As of June 30, 2016, we are named a defendant in approximately 497 lawsuits involving approximately 1,121 claims. No asbestos lawsuit has resulted in a judgment against us to date, with a 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. It is not possible to predict the outcome of these claims and proceedings. However, in our opinion, the likelihood that the ultimate disposition of any of these claims and legal proceedings will have a material adverse effect on our consolidated financial statements is remote.

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, the likelihood that the ultimate disposition of any of these claims and legal proceedings will have a material adverse effect on our consolidated financial statements is remote.

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, the likelihood that the ultimate disposition of any of these claims and legal proceedings will have a material adverse effect on our consolidated financial statements is remote.

Weatherford Claim. In addition to PVF, our Canadian subsidiary, Midfield Supply (“Midfield”), now known as MRC Global (Canada) ULC, also distributed progressive cavity pumps and related equipment (“PCPs”) under a

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distribution agreement with Weatherford Canada Partnership (“Weatherford”) within a certain geographical area located in southern Alberta, Canada. In late 2005 and early 2006, Midfield hired new employees, including former Weatherford employees, 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. A subsidiary of Halliburton Company purchased Europump in 2014. The distribution agreement with Weatherford expired in 2006. Midfield supplied Europump with PVF products that Europump distributed along with PCP pumps. In April 2007, Midfield purchased Europump’s distribution branches and began distributing and servicing Europump PCPs.

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, and other related entities, 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. In April 2016, the court dismissed two suppliers from the case. Weatherford has appealed this dismissal. The case is scheduled for trial in January 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 million plus one half of the Weatherford party’s costs and interest under the Judgment Interest Act and reserved \$3 million for the offer. Weatherford declined to accept the offer.

Customer Contracts

We have contracts and agreements with many of our customers that dictate certain terms of our sales arrangements (pricing, deliverables, etc.). While we make every effort to abide by the terms of these contracts, certain provisions are complex and often subject to varying interpretations. Under the terms of these contracts, our customers have the right to audit our adherence to the contract terms. Historically, any settlements that have resulted from these customer audits have not been material to our consolidated financial statements.

Purchase Commitments

We have purchase obligations consisting primarily of inventory purchases made in the normal course of business to meet operating needs. 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.

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ITEM 2. 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. As used in this Form 10-Q, unless otherwise indicated or the context otherwise requires, all references to the "Company", "MRC Global", "we", "our" or "us" refer to MRC Global Inc. and its consolidated subsidiaries. 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 the 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 Quarterly Report on Form 10-Q) 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," and other 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 "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;

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- 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 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;
- the occurrence of cybersecurity incidents;
- 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 or adverse positions taken by taxing authorities in the countries in which the company operates;
- our intention not to pay dividends on our common stock; and
- compliance with and changes in laws and regulations in the countries in which we operate.

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 pipe, valves, and fittings (“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 and general industrials) sectors. Our business is segregated into three geographic reportable segments, consisting of our U.S., Canada and International operations. We serve our customers from approximately 300 service locations. We offer a wide array of PVF and oilfield supplies encompassing a complete line of products from our global network of over 13,000 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

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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 through the present time as a result of lower oil and natural gas prices, 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, 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 capital spending by customers, 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 the first six months of 2016, the average oil price of West Texas Intermediate (“WTI”) decreased to \$39.55 per barrel from \$53.25 per barrel in the first six months of 2015. Natural gas prices decreased to an average price of \$2.07/Mcf (Henry Hub) for the first six months of 2016 compared to \$2.82/Mcf (Henry Hub) for the first six months of 2015. North American drilling rig activity decreased 56% in the first six months of 2016 as compared to the first six months of 2015.

Recent exploration and production spending forecasts indicated that customer spending in 2016 will be down 25-30% globally, including 40-45% in the U.S. This follows a 21% decline in 2015. With the sustained decline in both oil and natural gas prices, and forecasts indicating that prices will be at low levels throughout the remainder of 2016

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and into 2017, we expect our customers' spending, particularly those in the upstream sector within North America, will continue to remain low in 2016 as compared to 2015. With the exception of the gas utilities component of our midstream business, these lower spending levels will also have a significant impact on our midstream and downstream business across all segments.

Because the business environment remains challenging, we have taken further steps during the first half of 2016 to reduce our operating costs. We have maintained our hiring and salary freezes, which were implemented in 2015, and eliminated an additional 400 full-time positions and closed 19 branches during the first half of 2016. As a result of these actions, we recorded pre-tax severance and restructuring charges of \$9 million in the first six months of 2016. We have reduced our headcount by approximately 1,300, or 26%, and our number of branch locations by 63, or 26%, over the past two years. We will continue to monitor the business outlook and take actions as appropriate in response to negative changes in that outlook, which may require additional severance and restructuring charges. In addition to these efforts to address costs, we continuously manage our investment in working capital to an appropriate level. To the extent customer spending in 2016 and beyond decline to levels below current expectations, additional actions may be required to reduce operating costs and working capital levels further. In such a situation, we may also incur charges related to impairment of the carrying value of certain assets, including goodwill and other intangible assets.

In February 2016, we completed the disposition of our U.S. oil country tubular goods ("OCTG") product line for \$48 million. As a result of this transaction, we recorded a loss of \$5 million that was reflected in our fourth quarter 2015 results. 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. Net of reserves, including LIFO and an adjustment to write the inventory down to its net realizable value, the carrying value of U.S. OCTG inventories as of December 31, 2015 was \$50 million.

We determine backlog by the amount of unshipped customer orders, either specific or general in nature, which the customer may revise or cancel in certain circumstances. At June 30, 2016, total backlog was \$657 million, including \$376 million in our U.S. segment, \$34 million in our Canada segment and \$247 million in our International segment. 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., Canada and International segments, respectively. At June 30, 2015, total backlog was \$768 million (\$698 million excluding OCTG), including \$540 million in our U.S. segment (\$470 million excluding OCTG), \$37 million in our Canada segment and \$191 million in our International segment. 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 a substantial majority of sales in our backlog will be realized in the next twelve months.

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	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Average Rig Count (1):				
United States	422	907	483	1,144
Canada	48	98	108	206
International	943	1,169	979	1,215
Total	1,413	2,174	1,570	2,565
Average Commodity Prices (2):				
WTI crude oil (per barrel)	\$ 45.46	\$ 57.85	\$ 39.55	\$ 53.25
Brent crude oil (per barrel)	\$ 45.57	\$ 61.65	\$ 39.80	\$ 57.84
Natural gas (\$/Mcf)	\$ 2.15	\$ 2.75	\$ 2.07	\$ 2.82
Average Monthly U.S. Well Permits (3)	2,048	3,716	2,051	3,828
3:2:1 Crack Spread (4)	\$ 17.12	\$ 24.41	\$ 16.29	\$ 23.05

(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

Three Months Ended June 30, 2016 Compared to the Three Months Ended June 30, 2015

The breakdown of our sales by sector for the three months ended June 30, 2016 and 2015 was as follows (in millions):

	Three Months Ended			
	June 30, 2016		June 30, 2015	
Upstream	\$ 211	28%	\$ 434	36%
Midstream	292	39%	419	35%
Downstream	243	33%	345	29%
	\$ 746	100%	\$ 1,198	100%

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For the three months ended June 30, 2016 and 2015, the following table summarizes our results of operations (in millions):

	Three Months Ended			
	June 30,	June 30,	\$ Change	% Change
	2016	2015		
Sales:				
U.S.	\$ 551	\$ 956	\$ (405)	(42%)
Canada	54	78	(24)	(31%)
International	141	164	(23)	(14%)
Consolidated	\$ 746	\$ 1,198	\$ (452)	(38%)
Operating (loss) income:				
U.S.	\$ (2)	\$ 49	\$ (51)	(104%)
Canada	(2)	2	(4)	(200%)
International	(6)	(4)	(2)	50%
Consolidated	(10)	47	(57)	(121%)
Interest expense	(9)	(13)	4	(31%)
Other expense	-	(5)	5	(100%)
Income tax (benefit) expense	(2)	13	(15)	(115%)
Net (loss) income	(17)	16	(33)	(206%)
Series A preferred stock dividends	6	1	5	N/M
Net (loss) income attributable to common stockholders	\$ (23)	\$ 15	\$ (38)	(253%)
Gross profit	\$ 125	\$ 206	\$ (81)	(39%)
Adjusted Gross Profit (1)	\$ 140	\$ 211	\$ (71)	(34%)
Adjusted EBITDA (1)	\$ 15	\$ 63	\$ (48)	(76%)

(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 20-22 herein.

Sales. Sales include the revenue recognized from the sale of products we distribute, services we provide and freight billings to customers, less cash discounts taken by customers in return for their early payment. Our sales were \$746 million for the three months ended June 30, 2016 as compared to \$1,198 million for the three months ended June 30, 2015. The \$452 million decrease in sales reflected a \$7 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 to \$551 million for the three months ended June 30, 2016 from \$956 million for the three months ended June 30, 2015. This \$405 million, or 42%, decrease reflected a \$196 million decrease in the upstream sector, a \$129 million decrease in the midstream sector and an \$80 million decrease in the downstream sector. The decline in the upstream sector included a \$78 million impact from the disposition of our OCTG product

line. The remaining decrease in sales in the second quarter of 2016 as compared to the same period in 2015 was caused by decreased customer spending for both maintenance, repair and operations (“MRO”) and projects, driven by the sustained decline in oil and natural gas prices and the resulting decline in rig count.

Canada Segment—Our Canada sales decreased to \$54 million for the three months ended June 30, 2016 from \$78 million for the three months ended June 30, 2015. This \$24 million, or 31%, decrease reflected a \$16 million

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decrease in the upstream business also due to a decrease in customer spending. Approximately \$3 million, or 13%, of the total decline was a result of the weaker Canadian dollar relative to the U.S. dollar.

International Segment—Our International sales decreased to \$141 million for the three months ended June 30, 2016 from \$164 million for the same period in 2015. The \$23 million, or 14%, decrease reflected the combined impact of lower project activity and deferral of MRO expenditures particularly in Norway and Australia. The impact of the decline in the foreign currencies in areas where we operate outside of the U.S. dollar accounted for \$4 million, or 17%, of the total decline.

Gross Profit. Our gross profit was \$125 million (16.8% of sales) for the three months ended June 30, 2016 as compared to \$206 million (17.2% of sales) for the three months ended June 30, 2015. Gross profit for the three months ended June 30, 2016 benefited modestly from lower product costs reflected in our last-in, first-out (“LIFO”) inventory costing methodology. LIFO resulted in a reduction of cost of sales of \$1 million and \$15 million in the second quarters of 2016 and 2015, respectively. Excluding the impact of LIFO, gross profit percentage improved 70 basis points as a result of sales mix changes including the elimination of our lower margin OCTG product line.

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 that may include these expenses as a component of cost of sales. Purchasing and warehousing costs were \$7 million and \$9 million for the three months ended June 30, 2016 and 2015, respectively.

Adjusted Gross Profit. Adjusted Gross Profit decreased to \$140 million (18.8% of sales) for the three months ended June 30, 2016 from \$211 million (17.6% of sales) for the three months ended June 30, 2015, a decrease of \$71 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. 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 gross profit, as derived from our financial statements (in millions):

	Three Months Ended			
	June 30, 2016	Percentage of Revenue*	June 30, 2015	Percentage of Revenue
Gross profit, as reported	\$ 125	16.8%	\$ 206	17.2%
Depreciation and amortization	5	0.7%	5	0.4%
Amortization of intangibles	11	1.5%	15	1.2%
Decrease in LIFO reserve	(1)	(0.1%)	(15)	(1.2%)
Adjusted Gross Profit	\$ 140	18.8%	\$ 211	17.6%

*Does not foot due to rounding.

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 SG&A. Also contained in this category are certain items that are nonoperational in nature, including certain costs of acquiring and integrating other businesses. Our SG&A expenses were \$135 million for the three months ended June 30, 2016 as compared to \$159 million for the three months ended June 30, 2015. SG&A for the second quarter of 2016 included \$8 million of expense related to the implementation of a new information technology system compared to \$3 million of similar expenses for the same period in 2015. These expenses, which are reflected in our U.S. operating segment, were elevated in the current

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quarter as a result of roll-out, training and support activities occurring in our Asia Pacific businesses where the system went live in May 2016. Severance and restructuring charges resulting from our cost reduction efforts for the three months ending June 30, 2016 totaled \$4 million as compared to \$7 million of expenses for the three months ending June 30, 2015. The second quarter of 2016 also reflected a \$2 million favorable impact from foreign exchange rates compared to the second quarter of 2015. Excluding these amounts, SG&A decreased \$24 million which was attributable to volume-related declines and the cost reduction efforts we have made.

Operating (Loss) Income. Operating loss was \$10 million for the three months ended June 30, 2016, as compared to \$47 million of operating income for the three months ended June 30, 2015, a decrease of \$57 million.

U.S. Segment—Operating loss for our U.S. segment was \$2 million for the three months ended June 30, 2016 compared to operating income of \$49 million for the three months ended June 30, 2015. The decrease in operating income of \$51 million was driven by lower sales due to decreased customer spending partially offset by a reduction in SG&A expenses. Severance costs included in operating expenses were \$2 million for the three months ended June 30, 2016 and 2015.

Canada Segment—Operating loss for our Canada segment was \$2 million for the three months ended June 30, 2016 as compared to operating income of \$2 million for the three months ended June 30, 2015. The decrease of \$4 million reflected the decline in sales partially offset by corresponding reductions in SG&A.

International Segment—Our International segment incurred an operating loss of \$6 million for the three months ended June 30, 2016 as compared to \$4 million for the three months ended June 30, 2015. The decrease of \$2 million was the result of lower sales partially offset by corresponding reductions in SG&A. Severance costs included in operating expenses were \$2 million and \$4 million for the three months ended June 30, 2016 and 2015, respectively.

Interest Expense. Our interest expense was \$9 million for the three months ended June 30, 2016 as compared to \$13 million for the three months ended June 30, 2015. This represented a decrease of \$4 million resulting from lower average debt levels.

Other Expense. Our other expense was \$0 million for the three months ended June 30, 2016 compared to \$5 million for the three months ended June 30, 2015, which included a \$3 million write off of debt issuance costs.

Income Tax (Benefit) Expense. Our income tax benefit was \$2 million for the three months ended June 30, 2016 as compared to expense of \$13 million for the three months ended June 30, 2015. Our effective tax rates were 11% and 45% for the three months ended June 30, 2016 and 2015, respectively. Our 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 decrease in the effective tax rate to 11% in the second quarter of 2016 from 43% in the first quarter of 2016 was a result of a lower expected tax rate for the full year of 22%. The full year 2016 expected effective tax rate of 22% is lower than our customary effective tax rate as a result of forecasted pre-tax losses in all segments combined with an increase of the relative significance of pre-tax losses in certain foreign jurisdictions where the losses have no corresponding tax benefit.

Net (Loss) Income. Our net loss was \$17 million for the three months ended June 30, 2016 as compared to net income of \$16 million for the three months ended June 30, 2015, a decrease of \$33 million.

Adjusted EBITDA. Adjusted EBITDA, a non-GAAP financial measure, was \$15 million (2.0% of sales) for the three months ended June 30, 2016 as compared to \$63 million (5.3% of sales) for the three months ended June 30, 2015.

We define Adjusted EBITDA as net income plus interest, income taxes, depreciation and amortization, amortization of intangibles and certain other expenses (such as equity-based compensation, severance and restructuring, changes in the fair value of derivative instruments and goodwill impairment) and plus or minus the impact of our LIFO inventory costing methodology.

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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 net (loss) income, as derived from our financial statements (in millions):

	Three Months Ended		
	June 30, 2016	June 30, 2015	
Net (loss) income	\$ (17)	\$	16
Income tax (benefit) expense	(2)	13	
Interest expense	9	13	
Depreciation and amortization	5	5	
Amortization of intangibles	11	15	
Decrease in LIFO reserve	(1)	(15)	
Change in fair value of derivative instruments	1	1	
Equity-based compensation expense	4	3	
Write off of debt issuance costs	-	3	
Severance and restructuring charges	4	7	
Foreign currency losses	1	2	
Adjusted EBITDA	\$ 15	\$	63

Six Months Ended June 30, 2016 Compared to the Six Months Ended June 30, 2015

The breakdown of our sales by sector for the six months ended June 30, 2016 and 2015 was as follows (in millions):

	Six Months Ended			
	June 30, 2016		June 30, 2015	
Upstream	\$ 442	29%	\$ 981	39%
Midstream	570	37%	798	32%
Downstream	517	34%	711	29%
	\$ 1,529	100%	\$ 2,490	100%

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For the six months ended June 30, 2016 and 2015, the following table summarizes our results of operations (in millions):

	Six Months Ended			
	June 30,	June 30,	\$ Change	% Change
	2016	2015		
Sales:				
U.S.	\$ 1,157	\$ 1,928	\$ (771)	(40%)
Canada	118	197	(79)	(40%)
International	254	365	(111)	(30%)
Consolidated	\$ 1,529	\$ 2,490	\$ (961)	(39%)
Operating (loss) income:				
U.S.	\$ 2	\$ 101	\$ (99)	(98%)
Canada	(3)	8	(11)	(138%)
International	(13)	(1)	(12)	N/M
Consolidated	(14)	108	(122)	(113%)
Interest expense	(17)	(28)	11	(39%)
Other expense	(1)	(9)	8	(89%)
Income tax (benefit) expense	(7)	26	(33)	(127%)
Net (loss) income	(25)	45	(70)	(156%)
Series A preferred stock dividends	12	1	11	N/M
Net (loss) income attributable to common stockholders	\$ (37)	\$ 44	\$ (81)	(184%)
Gross profit	\$ 258	\$ 426	\$ (168)	(39%)
Adjusted Gross Profit (1)	\$ 287	\$ 452	\$ (165)	(37%)
Adjusted EBITDA (1)	\$ 34	\$ 150	\$ (116)	(77%)

(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 24-26 herein.

Sales. Our sales were \$1,529 million for the six months ended June 30, 2016 as compared to \$2,490 million for the six months ended June 30, 2015. The \$961 million decrease in sales reflected a \$22 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 to \$1,157 million for the six months ended June 30, 2016 from \$1,928 million for the six months ended June 30, 2015. This \$771 million, or 40%, decrease reflected a \$422 million decrease in the

upstream sector, a \$223 million decrease in the midstream sector and a \$126 million decrease in the downstream sector. The decline in the upstream sector included a \$163 million impact from the disposition of our OCTG product line. The remaining decrease in sales in the first half of 2016 as compared to the same period in 2015 was caused by decreased customer spending for both MRO and projects, driven by the sustained decline in oil and natural gas prices and the resulting decline in rig count.

Canada Segment—Our Canada sales decreased to \$118 million for the six months ended June 30, 2016 from \$197 million for the six months ended June 30, 2015. This \$79 million, or 40%, decrease reflected a \$59 million decrease

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in the upstream business also due to a decrease in customer spending. Approximately \$10 million, or 13%, of the total decline was a result of the weaker Canadian dollar relative to the U.S. dollar.

International Segment—Our International sales decreased to \$254 million for the six months ended June 30, 2016 from \$365 million for the same period in 2015. The \$111 million, or 30%, decrease reflected the combined impact of lower project activity and deferral of MRO expenditures particularly in Norway, Australia, the Netherlands, the U.K., and Singapore. The impact of the decline in the foreign currencies in areas where we operate outside of the U.S. dollar accounted for \$12 million, or 11%, of the total decline.

Gross Profit. Our gross profit was \$258 million (16.9% of sales) for the six months ended June 30, 2016 as compared to \$426 million (17.1% of sales) for the six months ended June 30, 2015. Gross profit for the six months ended June 30, 2016 benefited modestly from lower product costs reflected in our last-in, first-out (“LIFO”) inventory costing methodology. LIFO resulted in a reduction of cost of sales of \$4 million and \$15 million in the first half of 2016 and 2015, respectively. Excluding the impact of LIFO, gross profit percentage improved by 10 basis points.

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 that may include these expenses as a component of cost of sales. Purchasing and warehousing costs were \$15 million and \$20 million for the six months ended June 30, 2016 and 2015, respectively.

Adjusted Gross Profit. Adjusted Gross Profit decreased to \$287 million (18.8% of sales) for the six months ended June 30, 2016 from \$452 million (18.1% of sales) for the six months ended June 30, 2015, a decrease of \$165 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. 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 gross profit, as derived from our financial statements (in millions):

	Six Months Ended			
	June 30, 2016	Percentage of Revenue	June 30, 2015	Percentage of Revenue
Gross profit, as reported	\$ 258	16.9%	\$ 426	17.1%
Depreciation and amortization	10	0.7%	10	0.4%
Amortization of intangibles	23	1.5%	31	1.2%
Decrease in LIFO reserve	(4)	(0.3%)	(15)	(0.6%)
Adjusted Gross Profit	\$ 287	18.8%	\$ 452	18.1%

Selling, General and Administrative (“SG&A”) Expenses. Our SG&A expenses were \$272 million for the six months ended June 30, 2016 as compared to \$318 million for the six months ended June 30, 2015. SG&A for the first half of both 2016 and 2015 included \$9 million of severance and restructuring charges resulting from cost reduction efforts. SG&A for the six months ended June 30, 2016 also included \$11 million of expense related to the implementation of a new information technology system in the international segment as compared to \$4 million of expense for the same period in 2015. These expenses, which are reflected in our U.S. operating segment, were elevated in the current year as a result of roll-out, training and support activities occurring in our Asia Pacific businesses where the system went live in May 2016. The first half of 2016 also reflected a \$5 million favorable

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impact from foreign exchange rates compared to the first half of 2015. Excluding these amounts, SG&A decreased \$48 million which was attributable to volume-related declines and the cost reduction efforts we have made.

Operating (Loss) Income. Operating loss was \$14 million for the six months ended June 30, 2016, as compared to \$108 million of operating income for the six months ended June 30, 2015, a decrease of \$122 million.

U.S. Segment—Operating income for our U.S. segment decreased to \$2 million for the six months ended June 30, 2016 from \$101 million for the six months ended June 30, 2015. The decrease in operating income of \$99 million was driven by lower revenue due to decreased customer spending offset by a reduction in SG&A expenses. Severance costs included in operating expenses were \$4 million and \$3 million for the six months ended June 30, 2016 and 2015, respectively.

Canada Segment—Operating loss for our Canada segment was \$3 million for the six months ended June 30, 2016 as compared to operating income of \$8 million for the six months ended June 30, 2015. The decrease of \$11 million reflected the decline in sales offset by corresponding reductions in SG&A. Severance costs included in operating expenses were \$1 million for the six months ended June 30, 2016 and 2015.

International Segment—Our International segment incurred an operating loss of \$13 million for the six months ended June 30, 2016 as compared to \$1 million for the six months ended June 30, 2015. The decrease of \$12 million was the result of lower sales offset by corresponding reductions in SG&A. Severance costs included in operating expenses were \$4 million and \$5 million for the six months ended June 30, 2016 and 2015, respectively.

Interest Expense. Our interest expense was \$17 million for the six months ended June 30, 2016 as compared to \$28 million for the six months ended June 30, 2015. This represented a decrease of \$11 million resulting from lower average debt levels.

Other Expense. Our other expense was \$1 million for the six months ended June 30, 2016 compared to \$9 million for the six months ended June 30, 2015, which included a \$3 million write off of debt issuance costs as well as \$6 million of foreign currency losses.

Income Tax (Benefit) Expense. Our income tax benefit was \$7 million for the six months ended June 30, 2016 as compared to income tax expense of \$26 million for the six months ended June 30, 2015. Our effective tax rates were 22% and 37% for the six months ended June 30, 2016 and 2015, respectively. Our 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. Our effective tax rate of 22% was lower than the 43% effective tax rate in the first quarter of 2016 as a result of a lower expected tax rate for the full year. The full year 2016 expected effective tax rate of 22% is lower than our customary effective tax rate as a result of forecasted pre-tax losses in all segments combined with an increase of the relative significance of pre-tax losses in certain foreign jurisdictions where the losses have no corresponding tax benefit.

Net (Loss) Income. Our net loss was \$25 million for the six months ended June 30, 2016 as compared to net income of \$45 million for the six months ended June 30, 2015, a decrease of \$70 million.

Adjusted EBITDA. Adjusted EBITDA, a non-GAAP financial measure, was \$34 million (2.2% of sales) for the six months ended June 30, 2016 as compared to \$150 million (6.0% of sales) for the six months ended June 30, 2015.

We define Adjusted EBITDA as net income plus interest, income taxes, depreciation and amortization, amortization of intangibles and certain other expenses (such as equity-based compensation, severance and restructuring, changes in the fair value of derivative instruments and goodwill impairment) and plus or minus the impact of our LIFO inventory costing methodology.

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 net (loss) income, as derived from our financial statements (in millions):

	Six Months Ended		
	June 30, 2016	June 30, 2015	
Net (loss) income	\$ (25)	\$ 45	
Income tax (benefit) expense	(7)	26	
Interest expense	17	28	
Depreciation and amortization	10	10	
Amortization of intangibles	23	31	
Decrease in LIFO reserve	(4)	(15)	
Change in fair value of derivative instruments	2	2	
Equity-based compensation expense	7	5	
Write off of debt issuance costs	-	3	
Severance and restructuring charges	9	9	
Foreign currency losses	2	6	
Adjusted EBITDA	\$ 34	\$ 150	

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Liquidity and Capital Resources

Our primary sources of liquidity consist of cash generated from our operating activities, existing cash balances and borrowings under our Global ABL Facility. At June 30, 2016, our total liquidity, including cash on hand, was \$645 million. Our ability to generate sufficient cash flows from our operating activities will continue to be primarily dependent on our sales of products and services to our customers at margins sufficient to cover our fixed and variable expenses. As of June 30, 2016 and December 31, 2015, we had cash and cash equivalents of \$167 million and \$69 million, respectively. As of June 30, 2016 and December 31, 2015, \$86 million and \$51 million of our cash and cash equivalents, respectively, were maintained in the accounts of our various foreign subsidiaries. If such amounts

were transferred among countries or repatriated to the U.S., such amounts may be subject to additional tax liabilities, which would be recognized in our financial statements in the period during which such decision would be made. We have the intent and ability to indefinitely reinvest the cash held by our foreign subsidiaries, and there are currently no plans that require the repatriation of this cash.

Our primary credit facilities consist of a seven-year Term Loan maturing in November 2019 with an original principal amount of \$794 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. As of June 30, 2016, the outstanding balance on our Term Loan, net of original issue discount and issuance costs, was \$508 million. The Global ABL Facility 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 June 30, 2016, we had no borrowings outstanding and \$478 million of Excess Availability, as defined under our 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 ability to incur additional debt is restricted by our existing obligations. We were in compliance with the covenants contained in our various credit facilities as of and during the six months ended June 30, 2016.

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

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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 or re-price or refinance existing debt in the public or private markets, based on market conditions. Any such capital markets activities would be subject to market conditions, reaching final agreement with lenders or investors, and other factors, and there can be no assurance that we would successfully consummate any such transactions.

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 first half of 2016, we purchased 5,278,274 shares of common stock at a total cost of \$71 million. In total under this plan, we have purchased 6,094,663 shares at a total cost of \$83 million.

Cash Flows

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

	Six Months Ended	
	June 30, 2016	June 30, 2015
Net cash provided by (used in):		
Operating activities	\$ 148	\$ 277
Investing activities	36	(15)
Financing activities	(87)	(252)
Net increase in cash and cash equivalents	\$ 97	\$ 10

Operating Activities

Net cash provided by operating activities was \$148 million during the six months ended June 30, 2016 compared to \$277 million during the six months ended June 30, 2015. The decrease in cash provided by operations was primarily the result of reduced profitability combined with a reduction in the pace of working capital contraction in response to slowing sales. Excluding cash, working capital decreased \$134 million in the first six months of 2016 compared to \$203 million in the first six months of 2015. The current year decline in working capital was impacted most significantly by \$104 million and \$51 million reductions in accounts receivable and inventory, respectively, caused by declining sales levels. We continue to actively manage our investment in working capital to an appropriate level given current market conditions.

Investing Activities

Net cash provided by investing activities was \$36 million for the six months ended June 30, 2016, compared to \$15 million used in investing activities for the six months ended June 30, 2015. The \$51 million increase in cash provided by investing activities is the result of \$48 million in proceeds from the disposition of our U.S. OCTG product line. Our capital expenditures were \$14 million for the six months ended June 30, 2016 and \$13 million for the six months ended June 30, 2015. We expect capital expenditures in 2016 to be between \$35 and \$40 million which reflects our ongoing implementation of a new information technology system in the international segment.

Financing Activities

Net cash used in financing activities was \$87 million for the six months ended June 30, 2016 compared to \$252 million for the six months ended June 30, 2015. Net repayments on our Global ABL Facility totaled \$0 million in the first six months of 2016, compared to \$353 million in the first six months of 2015. In the first half of 2016, we used \$71 million and \$12 million to fund purchases of our common stock and dividends on our preferred stock, respectively. In June 2015, we received \$355 million of net proceeds related to the issuance of Series A Preferred Stock. We used these proceeds to repay a portion of the outstanding borrowings under our Term Loan and our Global ABL Facility.

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Critical Accounting Policies

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the financial statements. Management bases its estimates on historical experience and other assumptions, which it believes are reasonable. If actual amounts are ultimately different from these estimates, the revisions are included in our results of operations for the period in which the actual amounts become known.

Accounting policies are considered critical when they require management to make assumptions about matters that are highly uncertain at the time the estimates are made and when there are different estimates that management reasonably could have made, which would have a material impact on the presentation of our financial condition, changes in our financial condition or results of operations. For a description of our critical accounting policies, see “Item 7: “Management’s Discussion and Analysis of Financial Condition and Results from Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are primarily exposed to the market risk associated with unfavorable movements in interest rates, foreign currencies and steel price volatility. There have been no material changes to our market risk policies or our market risk sensitive instruments and positions as described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

As of June 30, 2016, we have reviewed, under the direction of our Chief Executive Officer and Chief Financial Officer, the Company’s disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e). Based upon and as of the date of that review, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and

communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

As part of a continuing effort to improve the Company's business processes management is evaluating its internal controls and may update certain controls to accommodate any modifications to its business processes or accounting procedures.

Changes in internal control over financial reporting.

The Company has undertaken a multi-year enterprise resource planning ("ERP") project to migrate certain systems to SAP software. During the second quarter of 2016, we completed the SAP implementation in our Asia Pacific-based businesses. As a part of this implementation, various controls over financial reporting for the region changed. During the third quarter of 2016, we will begin a similar implementation effort in our European, Nordic and Middle Eastern businesses which will be completed in 2017.

Other than described above, there were no changes in our internal control over financial reporting that occurred during the first six months of 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II—other information

ITEM 1. 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 are likely to have a material effect on our business, financial condition, results of operations or cash flows, although it is possible that the resolution of certain actual, threatened or anticipated claims or proceedings could have a material adverse effect on our results of operations in the period of resolution.

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 recovery from the manufacturer for our expense. In the opinion of management, the ultimate disposition of these claims and proceedings is not expected to have a material adverse effect on our financial condition, results of operations or cash flows.

For information regarding asbestos cases in which we are a defendant and other claims and proceedings, see Note 10 - Commitments and Contingencies to our unaudited condensed consolidated financial statements.

Item 1A. Risk Factors

We are affected by risks specific to us as well as factors that affect all businesses operating in a global market. The significant factors known to us that could materially adversely affect our business, financial condition or operating results are described in Part I, Item 2 of this Quarterly Report on Form 10-Q and in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015 under “Risk Factors”.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

A summary of our purchases of MRC Global Inc. common stock during the second quarter of fiscal year 2016 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
Apr 1 -				
Apr 30	15,330	\$ 13.98		\$ 49,918,155
May 1 -				
May 31	2,110,973	\$ 13.80	2,110,973	\$ 20,786,183
Jun 1 -				
Jun 30	288,443	\$ 13.95	288,427	\$ 16,763,722
	2,414,746			

(1) We purchased 15,346 shares in connection with funding employee income tax withholding obligations arising upon the lapse of restrictions on restricted shares.

(2) We purchased 2,399,400 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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Item 3. Defaults Upon Senior Securities

None.

Item 4. MINING SAFETY DISCLOSURES

None.

Item 5. Other Information

None.

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Item 6. Exhibits

Number	Description
31.1*	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities 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 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
Quarterly Report
on Form 10-Q
for the period
ended June 30,
2016, formatted
in Extensible
Business
Reporting
Language
(XBRL): (i) the
Condensed
Consolidated
Balance Sheets
at June 30, 2016
and
December 31,
2015, (ii) the
Condensed
Consolidated
Statements of
Operations for
the three and six

month periods
ended June 30,
2016 and 2015,
(iii) the
Condensed
Consolidated
Statements of
Comprehensive
Income for the
three and six
month periods
ended June 30,
2016 and 2015,
(iv) the
Condensed
Consolidated
Statements of
Cash Flows for
the six month
periods ended
June 30, 2016
and 2015 and
(v) Notes to
Condensed
Consolidated
Financial
Statements.

101* Interactive data
file.

* Filed herewith.

** Furnished herewith.

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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/ James E. Braun
James E. Braun
Executive Vice President and Chief Financial Officer

Date: August 3, 2016
