

MDC PARTNERS INC  
Form 4  
November 07, 2013

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIDSON THOMAS N

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 745  
FIFTH AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/05/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Class A Shares					179,988 <sup>(1)</sup>	D	
Class A Shares					50,000	I	Held by spouse in trust.
Class A Shares	11/05/2013		M		10,000 A \$ 3.72	D	
Class A Shares	11/05/2013		D		10,000 D \$ 31.28	D	

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options <u>(2)</u>	\$ 8.95				V (A)	04/28/2006	04/28/2016	Class A Shares	25,000
SARs <u>(3)</u>	\$ 3.72	11/05/2013		M	10,000	03/10/2010	03/09/2014	Class A Shares	10,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON THOMAS N C/O MDC PARTNERS INC. 745 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10151		X		

**Signatures**

/s/ Thomas N. Davidson  
11/07/2013  
 \*\*Signature of Reporting Person  
Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares of unvested Restricted Stock (Class A Shares) of the Issuer.  
Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 Options) on the first anniversary of the grant date, an additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire ten (10) years from the grant date.

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- (3) The Stock Appreciation Rights ("SARs") granted on March 10, 2009, all of which are vested as of January 20, 2012, expire five (5) years from the Grant Date. These SARs were all used on November 5, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.