

MDC PARTNERS INC
 Form 3
 June 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â EPSTEIN JEFFREY E | | (Month/Day/Year) | MDC PARTNERS INC [MDCA] | |
| (Last) | (First) | (Middle) | 06/01/2007 | |
| C/O MDC PARTNERS INC., Â 950 THIRD AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10022 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Restricted Stock ⁽¹⁾ | 4,000 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|----------------|----------------------------|--------|----------------------------|---|
| Stock Options <u>(2)</u> | 06/01/2008 | 06/01/2017 | Class A Shares | 25,000 | \$ 8.2 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EPSTEIN JEFFREY E C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022 | Â X | Â | Â | Â |

Signatures

/s/ Jeffrey Epstein 06/05/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) "Restricted Stock" means Class A Subordinate Voting Shares of the Issuer (hereinafter, "Class A Shares") granted to the Reporting Person pursuant to a Restricted Stock Grant Agreement dated as of June 1, 2007 (the "Grant Date"). The Restricted Stock will vest and the transfer restrictions shall lapse on the third anniversary of the Grant Date (the "Lapse Date"), contingent upon certain events and the Reporting Person's continued service as an Independent Director of the Issuer until such Lapse Date.
- (2) The Stock Options granted on June 1, 2007 (the "Grant Date"), vest over five (5) years from the Grant Date: 20% (5,000 options) on the first anniversary of the Grant Date and 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.

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.