

MDC PARTNERS INC  
Form 4  
August 06, 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 \*  
Gendel Mitchell

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 745  
FIFTH AVENUE

(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)  
08/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
Class A Shares				(A)	95,142 <sup>(1)</sup>	D	
Restricted Stock (Class A Shares)	08/05/2013		M	V	33,400 A \$ 0	D	128,542 <sup>(1)</sup> <sup>(2)</sup>

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

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(9-02)

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**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 Security (Instr. 3 and 4)
Stock Appreciation Rights <sup>(3)</sup>	\$ 3.72					02/12/2010 - 02/12/2014	Class A Shares
Extraordinary Equity Value Appre. Restricted Stock Awards <sup>(4)</sup>	<sup>(4)</sup>	08/05/2013		M	30,000	<sup>(4)</sup> 12/31/2013	Restricted Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gendel Mitchell C/O MDC PARTNERS INC. 745 FIFTH AVENUE NEW YORK, NY 10151			Gen. Counsel & Corp. Secretary	

## Signatures

/s/ Mitchell  
Gendel  
08/06/2013  
Date

\*\*Signature of Reporting Person

## 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.  
A total of 33,400 shares of Restricted Stock (Class A Shares) of the Issuer were awarded on August 5, 2013, following achievement of the Company's EVAR stock price targets (\$20 per share and \$22.75 per share) in accordance with the Company's existing EVARs Plan. These shares of Restricted Stock will vest on December 31, 2013, subject to the Reporting Person's continued employment.
- (2) A total of 170,940 SARs were granted February 12, 2009, all of which are vested as of January 20, 2012 and all such SARs expire on February 12, 2014. These remaining SARs may be settled in cash or stock, at the discretion of the Issuer.
- (3)
- (4)

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These Extraordinary Equity Value Appreciation Restricted Stock Awards ("EVARs") granted under the Issuer's EVARs program (previously disclosed by the Issuer on Form 8-K dated January 26, 2011) represent the right to receive shares of Restricted Stock on a one-to-one basis upon the Issuer's achievement of remaining stock price target equal to \$26.25 (15,000 EVARs), as described in greater detail in the EVAR Letter Agreement. The current net number of EVARS held by the Reporting Person (15,000) reflect the grant of Restricted Stock to the reporting person on August 5, 2013 upon achievement of the Company's EVAR stock price targets (\$20/share and \$22.75/share).

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.