

MDC PARTNERS INC  
 Form 4  
 September 09, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**NADAL MILES**

(Last) (First) (Middle)

**PO BOX N1991, PARADISE ISLAND**

(Street)

**NASSAU, C5 999999999**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MDC PARTNERS INC [MDCA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/08/2005**

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)

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Class A Subordinate Voting Shares <sup>(1)</sup>	09/08/2005		J	V	\$ 0 <u>(1)</u> 0 <u>(3)</u> <u>(2)</u>	I	See footnote <u>(4)</u>
Class A Subordinate Voting Shares					1,805,811	D	

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Pledge of Class A Subordinate Voting Shares	\$ 0 <sup>(1)</sup>					05/31/2005	<sup>(1)</sup>	Class A Subordinate Voting Shares	2,235,342 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NADAL MILES PO BOX N1991 PARADISE ISLAND NASSAU, C5 999999999	X	X	Chairman, President and CEO	

## Signatures

Miles Nadal 09/09/2005

\*\*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) On February 25, 2000, Amadeus Capital Corporation, a company wholly-owned by Mr. Nadal, entered into a monetization program for proceeds of Cdn\$35,000,000 and pledged as security to the lender a portfolio of shares that included 2,235,342 Class A subordinate voting shares of the Issuer, together with securities of other companies. Under this previously-disclosed monetization arrangement, the lender's recourse is limited to the pledged portfolio of shares. On September 8, 2005, Amadeus Capital Corporation transferred beneficial ownership of the pledged securities, including 2,235,342 Class A subordinate voting shares of the Issuer, to CIBC Capital Partners, the lender under this monetization arrangement.

(2)

## Edgar Filing: MDC PARTNERS INC - Form 4

Amadeus Capital Corporation did not receive any proceeds from this transfer of shares, which were transferred in satisfaction of the obligations under the monetization arrangement described in footnote (1) above.

- (3) Following the transfer described in footnote (1) above, (a) Amadeus Capital Corporation does not directly or indirectly own or control any securities of the Issuer; and (b) Miles Nadal directly owns 1,805,811 Class A subordinate voting shares of the Issuer.
- (4) The Beneficial Owner of the shares of the Issuer, prior to transfer, was Amadeus Capital Corporation.

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.