

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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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 *
Doft David B.

(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)

Chief Financial Officer

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)
			Code	V	Amount	(D)	Price
Class A Shares					1,000	I	
Class A Shares					95,278 ⁽¹⁾	D	
Restricted Stock (Class A Shares)	08/05/2013		M		33,400	A	\$ 0
					128,678 ⁽¹⁾ ⁽²⁾	D	

See Footnote (1)

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

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SEC 1474 (9-02)

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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.

- (3) SARs granted February 12, 2009, all of which are vested as of January 20, 2012, and all expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

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).

- (4)

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.