### Edgar Filing: NADAL MILES - Form 4

NADAL M Form 4 March 05,											
FOR									OMB AI	PPROVAL	
	UNITE	D STATES		URITIES ashingtor			ANGE	COMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or				HANGES IN BENEFICIAL OW SECURITIES					Expires: Estimated a burden hou response	nours per	
<i>See</i> In 1(b).	ontinue. Section 1	7(a) of the 1	Public		olding Co	mpar	ny Act o	f 1935 or Sectio	n		
(Print or Typ	e Responses)										
NADAL MILES Syn				2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			MDC PARTNERS INC [MDCA]				CAJ	(Check all applicable)			
(			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2012					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman, CEO and President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
TORONT	O, A6 M5R 2E3							Form filed by N Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Та	ble I - Non	-Derivative	e Secu	rities Ac	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (Instr. 3, 4) Amount	posed	of (D)	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 Shares	03/02/2012			Р		A	\$ 13.46	5,091,210 <u>(1)</u> (2)	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 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)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Appreciation Rights $(3)$	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	2,083,3
Extraordinary Equity Value Appre. Restricted Stock Awards	<u>(4)</u>					<u>(4)</u>	12/31/2013	Restricted Stock Units	900,0

# **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships					
	Director	10% Owner	Officer	Other			
NADAL MILES C/O MDC PARTNERS INC 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	. Х	Х	Chairman, CEO and President				
Signatures							
/s/ Miles Nadal	03/05/2012						
<u>**</u> Signature of	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 unvested Restricted Stock Units (Class A Shares) of the Issuer ("RSUs").

The share price reported in column 4 is a weighted average price of open market purchases. These shares were purchased in multiple transactions at prices ranging from \$13.30 to \$13.50 inclusive. The reporting person undertakes to provide to MDC Partners Inc., any security holder of MDC Partners Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding

- the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (3) A total of 2,083,333 Stock Appreciation Rights ("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 SARs may be settled in cash or stock, at the discretion of the Issuer.

(4)

Reporting Person

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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 Restricted Stock Units on a one-to-one basis upon the Issuer's achievement of stock price targets equal to \$20.00 (300,000 EVARs), \$22.75 (300,000 EVARs) and \$26.25 (300,000 EVARs), as described in greater detail in the EVAR Letter Agreement.

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.