

MDC PARTNERS INC

Form 4

March 02, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KAMERSCHEN ROBERT**

(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)  
**03/01/2012**

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)

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)
				(A) or (D)	Price		
Class A Shares						320,995 (1)	D
Class A Shares	03/01/2012		P	10,000 A	\$ 13.11	330,995 (1) (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  
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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Stock Options <u>(3)</u>	\$ 8.95					04/28/2006 04/28/2016	Class A Shares	5,000
SARs <u>(4)</u>	\$ 3.72					03/10/2010 03/09/2014	Class A Shares	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 745 FIFTH AVENUE NEW YORK, NY 10151	X			

## Signatures

/s/ Robert  
Kamerschen 03/02/2011

\_\_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) Includes shares of unvested Restricted Stock (Class A Shares) of the Issuer.

The 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 \$13.09 to \$13.15, 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 purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) Stock Options (previously granted on April 28, 2006) expire ten (10) years from the grant date.

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- (4) The Stock Appreciation Rights ("SARs") granted on March 10, 2009, all of which are vested as of January 20, 2012, expire five (5) years from the grant date. These SARs may be settled in cash or stock, at the discretion of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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