#### MDC PARTNERS INC

Form 4

November 07, 2013

# FORM 4

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

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Gendel Mitchell

C/O MDC PARTNERS INC., 745

(Street)

2. Issuer Name and Ticker or Trading Symbol

MDC PARTNERS INC [MDCA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

FIFTH AVENUE

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

11/05/2013 below)

Gen. Counsel & Corp. Secretary 6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10151

(City)	(State)	(Zip) Ta	able I - Non	-Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securitie onor Disposeo (Instr. 3, 4	d of (E	))	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			Code	rinount	(D)	Titee	144,625 (1)	D	
Class A Shares	11/05/2013		M	125,940	A	\$ 3.72	270,565 (1)	D	
Class A Shares	11/05/2013		D	125,940	D	\$ 31.28	144,625 (1)	D	

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

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#### 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 (Instr. 8)	n Code	Deriv Secur Acqui Dispo		6. Date Exercis Expiration Date (Month/Day/Ye	e
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
Stock Appreciation Rights (2)	\$ 3.72	11/05/2013		M			125,940	(Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Yea
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option	\$ 20.61	11/27/2012		M			6,277	05/31/2006	06/16/2015 <u>(4)</u>
Stock Option	\$ 20.61	11/28/2012		M			3,040	05/31/2006	06/16/2015 <u>(4)</u>
Stock Option	\$ 20.61	11/29/2012		M			12,467	05/31/2006	06/16/2015(4)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STENSON TOM D C/O FARMER MAC 1999 K STREET NW, 4TH FLOOR WASHINGTON, DC 20006			Chief Operating Officer				
Signatures							
Stephen P. Mullery, as attorney-in-factories Stenson	t for Tom	ı	11/29/2012				
**Signature of Reporting Person			Date				

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## **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).
- This report reflects (on Table I) (i) the acquisition of 21,784 shares of Class C Non-Voting Common Stock through the exercise of an employee stock option acquired by the reporting person in June 2005 pursuant to former Rule 16b-3; (ii) the sale of 21,784 shares of Class C Non-Voting Common Stock; and (on Table II) (iii) the exercise of the June 2005 employee stock option. The exercise of the June 2005 employee stock option is exempt under Section 16(b) under Rule 16b-6 but is reported herein pursuant to Rule 16a-4.
- Includes 10,000, 5,000 and 4,500 shares of restricted stock granted to Mr. Stenson pursuant to the Federal Agricultural Mortgage

  Corporation's 2008 Omnibus Incentive Plan that will vest on March 31, 2013, March 31, 2014, and March 31, 2015, respectively, if the Corporation meets certain performance objectives related to business volume and portfolio charge-offs and delinquencies, as specified in the related award agreement.
- (3) Transaction effected during an open trading window for key employees of the Federal Agricultural Mortgage Corporation.
- (4) Exercisable beginning May 31, 2006 with respect to 17,302 shares, beginning May 31, 2007 with respect to 17,302 shares, and beginning May 31, 2008 with respect to 17,303 shares.

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.