MDC PARTNERS INC
Form 3
March 15, 2017

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/13/2017

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Subordinate Voting Shares	9,500,000	I	See footnotes (1) (2) (3) (4) (6)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series 4 Preference Shares	Â [(5)]	Â [(5)]	Class A Subordinate Voting Shares	9,500,000	$ [(5)]	I	See footnotes [(1)] [(2)] [(3)] [(4)] [(6)]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â X	Â	Â
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â X	Â	Â
Broad Street Principal Investments, L.L.C. 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â X	Â	Â
StoneBridge 2017, L.P. 200 WEST STREET NEW YORK,Â NYÂ 10282-2198	Â	Â X	Â	Â
StoneBridge 2017 Offshore, L.P. 200 WEST STREET NEW YORK,Â NYÂ 10282-2198	Â	Â X	Â	Â
Bridge Street Opportunity Advisors, L.L.C. 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â X	Â	Â

Signatures

/s/ Yvette Kosic, Attorney-in-fact	03/15/2017
**Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	03/15/2017
**Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	03/15/2017
**Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	03/15/2017

**Signature of Reporting Person   Date

/s/ Yvette Kosic, Attorney-in-fact   03/15/2017

**Signature of Reporting Person   Date

/s/ Yvette Kosic, Attorney-in-fact   03/15/2017

**Signature of Reporting Person   Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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)	This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), Broad Street Principal Investments, L.L.C. ("BSPI"), StoneBridge 2017, L.P. ("SB Employee Fund"), StoneBridge 2017 Offshore, L.P. ("SB Employee Fund Offshore," and together with SB Employee Fund, the "Employee Funds") and Bridge Street Opportunity Advisors, L.L.C ("Bridge Street").
(2)	Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the manager of BSPI and Bridge Street and the investment manager of the Employee Funds. GS Group is the direct owner of Bridge Street. Bridge Street is the general partner of each Employee Fund.
(3)	On February 14, 2017 the Issuer and BSPI entered into a Securities Purchase Agreement (as amended from time to time, the "Purchase Agreement"), pursuant to which the Issuer agreed to issue and BSPI agreed to purchase (the "Private Placement") 95,000 Series 4 Convertible Preference Shares of the Issuer (the "Preference Shares") for a cash purchase price of $1,000.00 per share, with an aggregate purchase price of $95,000,000 (the "Purchase Price").
(4)	On March 6, 2017 BSPI assigned its right to purchase 11,813 and 4,187 Preference Shares of the Issuer to SB Employee Fund and SB Employee Fund Offshore, respectively, pursuant to two Assignment and Assumption Agreements.
(5)	In connection with the closing of the Private Placement, on March 13, 2017 GS Group filed a notification and report form and related materials under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act") with the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice. Upon the earlier of (i) the receipt of early termination under the HSR Act or (ii) the expiration of all waiting periods under the HSR Act (such date the "Precedent Date"), which is expected to occur within thirty days after such filing, BSPI and the Employee Funds shall have the right to convert the Preference Shares into Class A Subordinate Voting Shares of the Issuer (the "Class A Shares") in whole at any time and from time to time, and in part at any time and from time to time after the ninetieth day following the original issuance date of the Preference Shares, subject to certain ownership limitations.
(6)	Following the Precedent Date, because of the relationship by and between GS Group, Goldman Sachs, BSPI and the Employee Funds, GS Group and Goldman Sachs may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose) to beneficially own an aggregate of 134,471 Class A Shares, consisting of (i) 79,000 Class A Shares (deliverable to BSPI upon conversion of the Preference Shares directly held by BSPI), (ii) 16,000 Class A Shares (deliverable to the Employee Funds upon conversion of the Preference Shares directly held by the Employee Funds), and (iii) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 39,471 shares of Class A Common Stock and Goldman Sachs also had open short positions of 127,396 shares of Class A Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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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