

Doft David B.  
Form 5  
February 06, 2019

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
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1. Name and Address of Reporting Person \*  
Doft David B.

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 745  
FIFTH AVENUE, 19TH FLOOR

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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 \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (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	1/1/19	1/1/19	A	A A A Amount (D) Price	1,500	I	Held in a UTMA account for benefit of a child of the Reporting Person.
Class A Shares	1/1/19	1/1/19	A	A A A	306,580 (1)	D	

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Class A Shares 08/09/2018<sup>(2)</sup> Â G<sup>(2)</sup> 19,095 D \$ 0 287,485<sup>(1)</sup><sub>(2)</sub> D Â

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

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SEC 2270  
(9-02)

**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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights <sup>(3)</sup>	\$ 6.6	Â	Â	Â	Â Â	01/31/2020 01/31/2022	Class A 50,000 Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doft David B. C/O MDC PARTNERS INC., 745 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10022	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ David Doft 02/06/2019

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 stock (Class A Shares) of the Issuer.
- (2) 19,095 Class A Shares were donated to various charitable institutions by the Reporting Person on August 9, 2018.
- (3) SAR's granted January 31, 2017 vest on the third anniversary of the grant date and expire on January 31, 2022. These SAR's may be settled in cash or stock at the discretion of the Issuer.

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