

Ross David Corwin  
Form 4  
March 20, 2019

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ross David Corwin

(Last) (First) (Middle)

745 FIFTH AVENUE, 19TH  
FLOOR

(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)

03/13/2019

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)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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)
Class A Shares				(A) or (D)	Price		
			Code	V	Amount		
Class A Shares	03/13/2019		J		30,000 (2)	D	\$ 0
					161,738 (1)	D	
					131,738 (1)	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. I
Stock Appreciation Rights <sup>(3)</sup>	\$ 6.6			Code V (A) (D)		Date Exercisable 01/31/2020 Expiration Date 01/31/2022	Title Class A 43,000 Shares	De Sec (In

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross David Corwin 745 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10151			See Remarks	

## Signatures

/s/ David Ross                      03/20/2019  
 \_\_Signature of                      Date  
 Reporting Person

## 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.  
30,000 shares of Restricted Stock (Class A Shares) of the Issuer were awarded on February 17, 2016 subject to achievement of financial
- (2) performance targets and continued employment. All 30,000 shares were forfeited as of March 13, 2019 due to the Company's failure to achieve such targets.
- (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.

### Remarks:

EVP, Strategy & Corporate Development

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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