

MDC PARTNERS INC

Form 3

March 15, 2017

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 Gross Bradley J.

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting PersonC/O GOLDMAN, SACHS &  
CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City)

(State)

(Zip)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****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)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                               | Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares                               | or Indirect<br>(I)<br>(Instr. 5) |                                  |
|-------------------------------|---------------------|--------------------|----------------------------------------------------------------|----------------------------------|----------------------------------|
| Series 4 Preference<br>Shares | Â (4)               | Â (4)              | Class A<br>Subordinate<br>Voting<br>Shares<br>9,500,000 \$ (4) | I                                | See footnotes (1)<br>(2) (3) (5) |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| Gross Bradley J.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282 | Â X Â Â Â                        |

## Signatures

/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).

The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a subsidiary of by The  
(1) Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

On February 14, 2017 the Issuer and Broad Street Principal Investments, L.L.C. ("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  
(2) "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").

On March 6, 2017 BSPI assigned its right to purchase 11,813 and 4,187 Preference Shares of the Issuer to StoneBridge 2017, L.P., a Delaware limited partnership ("SB Employee Fund") and StoneBridge 2017 Offshore, L.P., a Cayman Islands exempted limited  
(3) partnership ("SB Employee Fund Offshore," and together with SB Employee Fund, the "Employee Funds"), respectively, pursuant to two Assignment and Assumption Agreements. GS Group is the direct owner of BSPI and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street"). Bridge Street is the general partner of each Employee Fund.

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  
(4) 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.

(5) 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

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positions of 127,396 shares of Class A Common Stock.

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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