

MDC PARTNERS INC
Form 4
September 09, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NADAL MILES

(Last) (First) (Middle)

PO BOX N1991, PARADISE ISLAND

(Street)

NASSAU, C5 999999999

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Subordinate Voting Shares ⁽¹⁾	09/08/2005		J		2,235,342	D	\$ 0 <u>(1)</u> <u>(2)</u>
Class A Subordinate Voting Shares					1,805,811	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Pledge of Class A Subordinate Voting Shares	\$ 0 ⁽¹⁾					05/31/2005	⁽¹⁾	Class A Subordinate Voting Shares	2,235,342 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NADAL MILES PO BOX N1991 PARADISE ISLAND NASSAU, C5 999999999	X	X	Chairman, President and CEO	

Signatures

Miles Nadal 09/09/2005

**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) On February 25, 2000, Amadeus Capital Corporation, a company wholly-owned by Mr. Nadal, entered into a monetization program for proceeds of Cdn\$35,000,000 and pledged as security to the lender a portfolio of shares that included 2,235,342 Class A subordinate voting shares of the Issuer, together with securities of other companies. Under this previously-disclosed monetization arrangement, the lender's recourse is limited to the pledged portfolio of shares. On September 8, 2005, Amadeus Capital Corporation transferred beneficial ownership of the pledged securities, including 2,235,342 Class A subordinate voting shares of the Issuer, to CIBC Capital Partners, the lender under this monetization arrangement.

(2)

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Amadeus Capital Corporation did not receive any proceeds from this transfer of shares, which were transferred in satisfaction of the obligations under the monetization arrangement described in footnote (1) above.

- (3) Following the transfer described in footnote (1) above, (a) Amadeus Capital Corporation does not directly or indirectly own or control any securities of the Issuer; and (b) Miles Nadal directly owns 1,805,811 Class A subordinate voting shares of the Issuer.
- (4) The Beneficial Owner of the shares of the Issuer, prior to transfer, was Amadeus Capital Corporation.

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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