

Stagwell Agency Holdings LLC
 Form 3
 March 26, 2019

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Stagwell Agency Holdings LLC | | | (Month/Day/Year) | | MDC PARTNERS INC [MDCA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE STAGWELL GROUP LLC,Â 1808 EYE STREET, NW, SIXTH FLOOR | | | (Check all applicable) | | | |
| (Street) | | | ___ Director ___X_ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| WASHINGTON,Â DCÂ 20006 | | | ___ Officer ___ Other (give title below) (specify below) | | ___ Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | | | _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 | 14,285,714 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | (Instr. 4) | | | | (Instr. 5) |
|--|-----------------|-----------------------------------|----------------------------|------------------------------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
| Series 6 convertible preference shares | Â (3) | Class A Subordinate Voting Shares | 10,000,000 (3) | \$ 5 (3) | I See Footnotes (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stagwell Agency Holdings LLC C/O THE STAGWELL GROUP LLC 1808 EYE STREET, NW, SIXTH FLOOR WASHINGTON, DC 20006 | Â | Â X | Â | Â |
| Stagwell Group LLC 1808 EYE STREET, NW, SIXTH FLOOR WASHINGTON, DC 20006 | Â | Â X | Â | Â |
| Penn Mark Jeffery C/O THE STAGWELL GROUP LLC 1808 EYE STREET, NW, SIXTH FLOOR WASHINGTON, DC 20006 | Â X | Â X | Â Chief Executive Officer | Â |

Signatures

| | | |
|--|---------------------------------|------------|
| STAGWELL AGENCY HOLDINGS LLC, By: The Stagwell Group LLC, its manager, /s/ Mark J. Penn, Manager | **Signature of Reporting Person | 03/26/2019 |
| THE STAGWELL GROUP LLC, /s/ Mark J. Penn, Manager | **Signature of Reporting Person | 03/26/2019 |
| /s/ Mark J. Penn | **Signature of Reporting Person | 03/26/2019 |

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) These securities are held directly by Stagwell Agency Holdings LLC ("SAH"). The Stagwell Group LLC is the manager of SAH. Mark J. Penn is the controlling person of The Stagwell Group LLC.
- (2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (3) The number of Class A Subordinate Voting Shares ("Class A Shares") of MDC Partners Inc. (the "Issuer") deliverable upon conversion of each Series 6 convertible preference shares of the Issuer (the "Preference Shares") is equal to the then-applicable liquidation

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preference divided by the then-applicable conversion price at such time. The initial liquidation preference of each Preference Share is \$1,000. The initial conversion price is \$5.00 per Preference Share, subject to customary anti-dilution adjustments. The liquidation preference of the Preference Shares accretes at 8.0% per annum, compounded quarterly until March 14, 2024. Holders of the Preference Shares are entitled to dividends in an amount equal to any dividends that would have been payable on the Class A Shares issuable upon conversion of the Preference Shares. Beginning two years after the Issue Date, the Issuer may redeem the Preferred Stock if certain conditions are met.

Â

Remarks:

EffectiveÂ asÂ ofÂ MarchÂ 18,Â 2019,Â MarkÂ J.Â PennÂ becameÂ theÂ chiefÂ executiveÂ officerÂ andÂ aÂ directorÂ

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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