

MDC PARTNERS INC  
Form 8-K  
November 09, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

Current Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date Earliest Event reported) — November 9, 2016 (November 9, 2016)

**MDC PARTNERS INC.**

(Exact name of registrant as specified in its charter)

001-13718

Canada (Jurisdiction of Incorporation) (Commission File Number) 98-0364441 (IRS Employer Identification No.)

745 Fifth Avenue, 19<sup>th</sup> Floor, New York, NY 10151  
(Address of principal executive offices and zip code)

(646) 429-1800  
(Registrant's Telephone Number)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On November 9, 2016, MDC Partners Inc. (the “Company”) announced that it has reached an agreement in principle to resolve the ongoing investigation by the Securities and Exchange Commission (the “SEC”). The SEC Commissioners must still approve the proposed framework agreement, which was reached with the Philadelphia Regional Office of the SEC, and therefore the terms are not final.

A copy of the press release announcing the proposed framework agreement is furnished herewith as Exhibit 99.1.

The foregoing information (including the exhibit hereto) is being furnished under “Item 7.01. Regulation FD Disclosure.” Such information (including the exhibits hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

The foregoing information and the exhibit hereto contain forward-looking statements within the meaning of the federal securities laws. These statements are based on present expectations, and are subject to the limitations listed therein and in the Company's other SEC reports, including that actual events or results may differ materially from those in the forward-looking statements.

**Item 9.01. Financial Statements and Exhibits.**

(d)Exhibits.

99.1 Press release dated November 9, 2016.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed by the undersigned hereunto duly authorized.

Date: November 9, 2016 MDC Partners Inc.

By: /s/ Mitchell Gendel  
Mitchell Gendel,  
General Counsel