

MDC PARTNERS INC
Form 424B7
May 12, 2014

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(7)
Registration No. 333-194445**

Preliminary Prospectus Supplement
(To Prospectus dated March 10, 2014)
(Subject to Completion) Issued May 12, 2014

3,500,000 Shares

Class A Subordinate Voting Shares

MDC Partners Inc.

All of the Class A Subordinate Voting Shares (Class A Shares) in the offering are being sold by the selling stockholder identified in this prospectus supplement. We will not receive any of the proceeds from the sale of the Class A Shares being sold by the selling stockholder.

You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our Class A Shares.

Our Class A Shares are listed on the NASDAQ National Market (NASDAQ) (symbol: MDCA) and The Toronto Stock Exchange (TSX) (symbol: MDZ.A). The last reported sale price of our Class A Shares on May 9, 2014 on the NASDAQ and the TSX was \$24.08 per share and C\$25.95 per share, respectively.

The underwriter has agreed to purchase 3,500,000 Class A Shares from the selling stockholder at a price of \$ per share, which will result in \$ million of proceeds to the selling stockholder (or \$ million if the underwriter exercises its over-allotment option in full as described below). The underwriter may offer the Class A Shares from time to time in one or more transactions on the NASDAQ, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices. See Underwriting.

The selling stockholder has granted the underwriter a 30-day option to purchase up to 525,000 additional shares from the selling stockholder to cover over-allotments, if any, on the same terms and conditions as set forth above.

Investing in our Class A Shares involves risks. See Risk Factors beginning on page S-2 of this prospectus supplement, page 3 of the accompanying prospectus and in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, to read about factors you should consider before buying our Class A Shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriter initially expects to deliver the shares to purchasers on or about May 16, 2014.

BMO Capital Markets

May , 2014

TABLE OF CONTENTS

TABLE OF CONTENTS

Prospectus Supplement	
<u>About This Prospectus Supplement</u>	<u>S-ii</u>
<u>Where You Can Find Additional Information; Incorporation of Certain Information by Reference</u>	<u>S-1</u>
<u>Risk Factors</u>	<u>S-2</u>
<u>Use of Proceeds</u>	<u>S-4</u>
<u>Price Range of Class A Shares and Dividend Policy</u>	<u>S-4</u>
<u>Selling Stockholder</u>	<u>S-6</u>
<u>Underwriting</u>	<u>S-7</u>
<u>Certain Canadian Income Tax Consequences</u>	<u>S-10</u>
<u>Certain United States Federal Income Tax Consequences to U.S. Holders</u>	<u>S-12</u>
<u>Validity of the Shares</u>	<u>S-15</u>
<u>Experts</u>	<u>S-15</u>
Prospectus	
<u>About this Prospectus</u>	<u>ii</u>
<u>Where You Can Find Additional Information; Incorporation of Certain Information by Reference</u>	<u>iii</u>
<u>Disclosure Regarding Forward-Looking Statements</u>	<u>iv</u>
<u>Summary Information</u>	<u>1</u>
<u>Risk Factors</u>	<u>3</u>
<u>Ratio of Earnings to Fixed Charges</u>	<u>4</u>
<u>Use of Proceeds</u>	<u>5</u>
<u>Description of Our Capital Stock</u>	<u>6</u>
<u>Description of Our Debt Securities</u>	<u>9</u>
<u>Selling Security Holders</u>	<u>24</u>
<u>Plan of Distribution</u>	<u>25</u>
<u>Legal Matters</u>	<u>27</u>
<u>Experts</u>	<u>27</u>
<u>Enforceability of Civil Liabilities</u>	<u>28</u>
<u>Enforceability of Judgments</u>	<u>28</u>

S-i

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the terms of this offering of our Class A Shares. The second part is the accompanying prospectus, which provides more general information.

Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the description of this offering varies between the prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement contains information about our Class A Shares offered in this offering and may add, update or change information in the accompanying prospectus.

Before you invest in our Class A Shares, you should carefully read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents we refer to under the heading Where You Can Find Additional Information; Incorporation of Certain Information by Reference in this prospectus supplement.

Terms used, but not defined, in this prospectus supplement shall have the meanings ascribed to them in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us. Neither we, the selling stockholder nor the underwriter has authorized any other person to provide information or represent anything other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we, the selling stockholder nor the underwriter has authorized any other person to provide you with different information. If you receive any other information, you should not rely on it. Neither we, the selling stockholder nor the underwriter is making an offer of our Class A Shares in any state or jurisdiction or under any circumstances where the offer is not permitted. You should assume that the information in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us is accurate only as of the date on their cover pages and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference.

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The Class A Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Class A Shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

In connection with the issue of the Class A Shares, the underwriter (or persons acting on behalf of the underwriter) may over-allot Class A Shares or effect transactions with a view to supporting the market price of the Class A Shares at a level higher than that which might otherwise prevail. However, there is no assurance that the underwriter (or persons acting on behalf of an underwriter) will undertake stabilization action. Such stabilizing, if commenced, may be discontinued at any time and, if begun, must be brought to an end after a limited period. Any stabilization action or over-allotment must be conducted by the relevant underwriter (or person(s) acting on behalf of any underwriter) in accordance with all applicable laws and rules.

TABLE OF CONTENTS

WHERE YOU CAN FIND ADDITIONAL INFORMATION; INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Information regarding our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports, will be made available, free of charge, at our website at <http://www.mdc-partners.com>, as soon as reasonably practicable after we electronically file such reports with or furnish them to the Securities and Exchange Commission (the "SEC"). The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus supplement. Any document that we file with the SEC may also be read and copied at the SEC's public reference room located at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1 (800) SEC-0330 for further information on the public reference room. Our filings are also available to the public from the SEC's website at <http://www.sec.gov>.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you, including important information about, and the financial condition of, MDC Partners Inc. ("MDC") and its consolidated subsidiaries, by referring you to separate documents. Information in this prospectus supplement supersedes information incorporated by reference that we filed with the SEC prior to the date of this prospectus supplement, while information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference into this prospectus supplement the following documents or information that we have previously filed with the SEC (other than information deemed furnished and not filed in accordance with SEC rules, including Items 2.02 and 7.01 of Form 8-K):

Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-13718);

Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on April 29, 2014;

Current Reports on Form 8-K filed on February 20, 2014 (Item 8.01 only), March 28, 2014 (Items 1.01 and 8.01 only), March 28, 2014 and April 2, 2014;

Definitive Proxy Statement on Schedule 14A filed on April 25, 2014 (File No. 001-13718); and

All documents filed by MDC Partners Inc. under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") after the date of this prospectus supplement and before the termination of the offering to which this prospectus supplement relates (other than information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless expressly stated otherwise therein).

We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the SEC, including our compensation committee report and performance graph or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K.

We will provide without charge to each person to whom this prospectus supplement is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus supplement, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You may request copies of those documents, at no cost, from MDC by writing or telephoning at the following address: MDC Partners Inc., 745 Fifth Avenue, New York, NY 10151, telephone number: (646) 429-1845, Attention: Investor Relations.

TABLE OF CONTENTS

RISK FACTORS

An investment in our Class A Shares involves risk. You should carefully consider the risks described below and in our most recent Annual Report on Form 10-K, as well as the other information we have provided in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference, before reaching a decision regarding an investment in our Class A Shares.

Risks Relating to this Offering and Our Class A Shares

Future sales of our shares could depress the market price of our Class A Shares.

Except as described in the paragraph below, we are not restricted from issuing additional Class A Shares, including securities that are convertible into or exchangeable for, or that represent the right to receive, Class A Shares. The market price of our Class A Shares could decline as a result of sales of our Class A Shares made after this offering or the perception that such sales could occur, and these sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

We, our officers, our directors and the selling stockholder have agreed with the underwriter not to sell, dispose of or hedge any of our Class A Shares or securities convertible into or exchangeable for our Class A Shares, subject to specified exceptions, including the sale of the shares in this offering, during the period from the date of this prospectus supplement continuing through the date that is 90 days after the date of this prospectus supplement, except with the prior written consent of the underwriter. As of April 15, 2014, we had 50,283,325 Class A Shares outstanding as reported in our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 25, 2014. Adjusting for this offering, the selling stockholder will beneficially own approximately 5.6 million Class A Shares (as determined under rules promulgated by the SEC, and excluding the underwriter's over-allotment option described in this prospectus supplement), which will be eligible for resale by the selling stockholder from time to time after the expiration of the 90-day lock-up period. The selling stockholder has also granted the underwriter an option to purchase 525,000 additional Class A Shares from the selling stockholder to cover over-allotments, if any. As of April 15, 2014, 306,290 share options and shares of restricted stock units were issuable upon the exercise of outstanding options, warrants and rights, including 193,790 shares of restricted stock units. As of April 15, 2014, a total of 1,551,903 shares of restricted stock, restricted stock units and other forms of equity awards could be issued under the 2005 Stock Incentive Plan, the 2008 Key Partner Incentive Plan, the 2011 Stock Incentive Plan and the Stock Appreciation Plan, each as amended. In the future, we may issue our Class A Shares in connection with investments or acquisitions. The amount of such Class A Shares issued could constitute a material portion of our then outstanding Class A Shares.

Additional issuances of equity securities would dilute the ownership of our existing stockholders and could reduce our earnings per share.

We may issue equity securities in the future in connection with capital raisings, acquisitions, strategic transactions or for other purposes. Although the board of directors has no current intention to issue additional equity securities, the ownership of our existing stockholders would be diluted and our earnings per share could be reduced to the extent any additional equity securities are issued in the future.

Provisions in our articles of amalgamation and bylaws may discourage a takeover attempt.

Provisions contained in our articles of amalgamation (Articles of Amalgamation) and bylaws (Bylaws) could make it

more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. Provisions of our Articles of Amalgamation and Bylaws impose various procedural and other requirements which could make it more difficult for stockholders to effect certain corporate actions. For example, our Articles of Amalgamation authorize our board of directors to determine the designation, rights, preferences, privileges, limitations, conditions and restrictions of unissued series of preference shares, without any vote or action by our stockholders. Thus, our board of directors can authorize and issue preference shares with conversion rights that could adversely affect the rights of holders of our Class A Shares. These rights may have the effect of delaying or deterring a change in control of our company. These provisions could limit the price that certain investors might be willing to pay in the future for our Class A Shares. See [Description of Our Capital Stock](#) in the accompanying prospectus.

S-2

TABLE OF CONTENTS

The market price of our Class A Shares has in the past been, and may in the future be, volatile, which could cause the value of your investment to decline.

Volatility in the price of our Class A Shares and the sale of substantial amounts of our Class A Shares may prevent you from being able to sell your shares at or above the price you paid for your shares. During the period from January 1, 2013 to May 9, 2014, our Class A Shares fluctuated from a high of \$26.32 per share to a low of \$7.75 per share on the NASDAQ. During the same period, our Class A Shares fluctuated from a high of C\$28.85 per share to a low of C\$7.70 per share on the TSX. The market price of our Class A Shares has fluctuated significantly in the recent past and could fluctuate significantly in the future for various reasons, including:

- actual or anticipated fluctuations in our quarterly or annual earnings or those of other companies in our industry;
- strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;
- changes in market valuations or operating performance of our competitors or companies similar to ours;
- additions and departures of key personnel;
- variance in our financial performance from the expectations of market analysts, including changes to earnings estimates or recommendations by research analysts who track our Class A Shares or the shares of other companies in our industry;
- changes in accounting standards, policies, guidance, interpretations or principles applicable to our business;
- general global macroeconomic conditions; and
- economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

In addition, in recent years, the global equity markets have experienced substantial price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies including us and other companies in our industry. The price of our Class A Shares could fluctuate based on factors that have little or nothing to do with our company and are outside of our control, and these fluctuations could materially reduce the price of our Class A Shares and your ability to sell your shares at a price at or above the price you paid for your shares.

You may not receive dividends on the Class A Shares.

Holders of our Class A Shares are only entitled to receive such dividends as our board of directors may declare out of excess free cash flow from operations and as permitted by our debt agreements. Furthermore, holders of our Class A Shares will be subject to the prior dividend rights of any holders of our preference shares should we choose to issue such preference shares in the future. We are not required to declare cash dividends on our Class A Shares, and MDC's board of directors could decide to reduce or suspend dividend payments in the future. This could adversely affect the market price of our Class A Shares.

TABLE OF CONTENTS**USE OF PROCEEDS**

All of the Class A Shares offered by this prospectus supplement will be sold by the selling stockholder. We will not receive any of the proceeds from the sale of shares by the selling stockholder (including any proceeds from the sale of shares by the selling stockholder pursuant to an exercise of the underwriter's over-allotment option).

PRICE RANGE OF CLASS A SHARES AND DIVIDEND POLICY

The principal United States market on which our Class A Shares are traded is the NASDAQ (symbol: MDCA), and the principal market in Canada is the TSX (symbol: MDZ.A). As of May 9, 2014, the number of registered holders of our Class A Shares was 794. All share amounts and share prices have been adjusted for our 3 for 2 stock split, which was effective November 29, 2013. Quarterly high and low sales prices per share of our Class A Shares, as reported on NASDAQ and the TSX, respectively, for each of the quarters listed below, are as follows:

NASDAQ

Quarter Ended	High	Low
	(\$ per Share)	
March 31, 2012	9.67	7.40
June 30, 2012	7.67	6.16
September 30, 2012	8.57	6.16
December 31, 2012	8.60	6.23
March 31, 2013	10.78	7.75
June 30, 2013	12.55	9.52
September 30, 2013	18.65	12.48
December 31, 2013	25.51	18.41
March 31, 2014	26.32	20.84
June 30, 2014 (through May 9, 2014)	24.93	22.50

TSX

Quarter Ended	High	Low
	(C\$ per share)	
March 31, 2012	9.66	7.51
June 30, 2012	7.69	6.19
September 30, 2012	8.17	6.13
December 31, 2012	8.33	6.33
March 31, 2013	10.89	7.70
June 30, 2013	12.73	9.71
September 30, 2013	19.22	12.67
December 31, 2013	27.30	18.83
March 31, 2014	28.85	22.90

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June 30, 2014 (through May 9, 2014)

27.25 24.72

As of May 9, 2014, the last reported sale price of the Class A Shares was \$24.08 on the NASDAQ and C\$25.95 on the TSX.

S-4

TABLE OF CONTENTS**Dividend Practice**

The following table shows our total cash dividends paid each year from 2009 through 2013.

	Total Cash Dividends Paid (in millions)	Dividends Paid Per Class A Share
2009	\$ 0.0	\$ 0.00
2010	9.7	0.23
2011	16.4	0.36
2012	22.0	0.47
2013	22.0	0.46
Total	\$ 70.1	

On April 24, 2014, MDC's board of directors declared a dividend of \$0.18 per share. The dividend will be paid on May 20, 2014 to holders of record as of May 5, 2014. A purchaser of the Class A Shares in this transaction will not be entitled to such dividend as it will not be the holder of record as of May 5, 2014, since this transaction will close after May 5, 2014.

In 2013, MDC's board of directors declared the following dividends: a \$0.19 per share semi-annual dividend to all stockholders of record as of the close of business on May 10, 2013; a \$0.11 per share quarterly dividend to all stockholders of record as of the close of business on August 6, 2013; and a \$0.16 per share quarterly dividend to all stockholders of record as of the close of business on November 7, 2013.

MDC's practice is to pay dividends only out of excess free cash flow from operations. MDC is further limited in the extent to which we are able to pay dividends under our credit facility and our existing indenture. The payment of any future dividends will be at the discretion of MDC's board of directors and will depend upon limitations contained in our credit facilities and existing indenture, future earnings, capital requirements, our general financial condition and general business conditions.

TABLE OF CONTENTS**SELLING STOCKHOLDER**

The following table sets forth information regarding the beneficial ownership of our Class A Shares as of April 15, 2014, and as adjusted to reflect the sale of the shares offered in this offering, for the stockholder selling shares in this offering (excluding the underwriter's over-allotment option described in this prospectus supplement). The following table assumes no exercise of the underwriter's over-allotment option to purchase up to 525,000 additional shares from the selling stockholder.

With respect to the selling stockholder, all information contained in the table below is based upon the information provided to us by the selling stockholder, and we have not independently verified this information.

The number of shares beneficially owned by the selling stockholder is determined under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the selling stockholder has sole or shared voting or investment power and any shares as to which the selling stockholder has the right to acquire beneficial ownership within 60 days after May 5, 2014 through the exercise of any stock option, stock appreciation right (SAR) or other right. The applicable percentage of ownership for the stockholder is based on 50,283,325 Class A Shares outstanding as of April 15, 2014, together with the shares underlying the applicable options, SARs and restricted stock units, if any, for the selling stockholder. The inclusion in the following table of numbers of shares beneficially owned, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of such shares.

	Shares Beneficially Owned Prior to This Offering		Shares Offered Hereby	Shares Beneficially Owned As Adjusted For This Offering	
	Number	Percent		Number	Percent
Miles S. Nadal ⁽¹⁾⁽²⁾	9,100,573	18.1 %	3,500,000	5,600,573	11.1

(1) Mr. Nadal is our chief executive officer and the chairman of our board of directors.

(2) Does not include 91,810 Class A Shares underlying restricted stock units (that may be settled in shares) that have not yet vested.

S-6

TABLE OF CONTENTS**UNDERWRITING**

We, the selling stockholder and the underwriter named below have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, the underwriter has agreed to purchase the number of shares indicated in the following table.

Underwriter	Number of Shares
BMO Capital Markets Corp.	3,500,000
Total:	3,500,000

The underwriter is committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until that option is exercised.

The underwriter has an option to buy up to an additional 525,000 shares from the selling stockholder to cover sales by the underwriter of a greater number of shares than the total number set forth in the table above. The underwriter may exercise this option for 30 days. If any shares are purchased pursuant to this option, the underwriter will purchase such additional shares at the same price at which the underwriter is purchasing the shares from the selling stockholder in this offering.

The underwriter proposes to offer our Class A Shares from time to time for sale in one or more transactions on the NASDAQ, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, or at prices related to prevailing market prices or negotiated prices, subject to receipt and acceptance by it and subject to its right to reject any order in whole or in part. In connection with the sale of the Class A Shares offered hereby, the underwriter may be deemed to have received compensation in the form of underwriting discounts.

The underwriter may effect such transactions by selling Class A Shares to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriter and/or purchasers of Class A Shares for whom it may act as agent or to whom it may sell as principal.

We estimate that the total expenses of the offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding underwriting discounts and commissions, will be approximately \$275,000, all of which will be paid by us and the selling stockholder.

We, our officers, our directors and the selling stockholder have agreed with the underwriter, subject to certain exceptions, not to sell, transfer, offer, dispose of or hedge any of our Class A Shares or securities convertible into or exchangeable for our Class A Shares during the period from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except with the prior written consent of the underwriter. Such agreement not to sell does not apply to certain transactions with respect to existing employee benefit plans.

Our Class A Shares are listed on the NASDAQ under the symbol MDCA and the TSX under the symbol MDZ.A.

In connection with the offering, the underwriter may purchase and sell our Class A Shares in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales.

Short sales involve the sale by the underwriter of a greater number of shares than it is required to purchase in the offering, and a short position represents the amount of such sales that have not been covered by subsequent purchases.

A covered short position is a short position that is not greater than the amount of additional shares for which the underwriter's option described above may be exercised. The underwriter may cover any covered short position by

either exercising its option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to cover the covered short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which it may purchase additional shares pursuant to the option described above. Naked short sales are any short sales that create a short position greater than the amount of additional shares for which the option described above may be exercised. The underwriter must cover any such naked short position by purchasing shares in the open market. A short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of our Class A Shares in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of our Class A Shares made by the underwriter in the open market prior to the completion of the offering.

S-7

TABLE OF CONTENTS

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriter for its own account, may have the effect of preventing or retarding a decline in the market price of our Class A Shares, and may stabilize, maintain or otherwise affect the market price of our Class A Shares. As a result, the price of our Class A Shares may be higher than the price that otherwise might exist in the open market. The underwriter is not required to engage in these activities and may end any of these activities at any time. These transactions may be effected on the NASDAQ, in the over-the-counter market or otherwise.

We and the selling stockholder have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933.

A prospectus in electronic format may be made available on websites maintained by the underwriter. The underwriter may allocate a number of shares of our Class A Shares for sale to its online brokerage account holders. The underwriter may also allocate a number of shares for Internet distributions.

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The underwriter and its affiliates have provided, and may in the future provide, a variety of these services to the issuer and to persons and entities with relationships with the issuer, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the underwriter and its affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the issuer (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the issuer. The underwriter and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

The selling stockholder is affiliated with four registered members of FINRA, none of whom is participating in this offering.

Selling Restrictions

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any of our Class A Shares may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any of our Class A Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus

Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or
in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of
(c)our Class A Shares shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any of our Class A Shares in any

Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any of our Class A Shares to be offered so as to enable an investor to decide to purchase any of our Class A Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

S-8

TABLE OF CONTENTS

United Kingdom

The underwriter has represented and agreed that:

- it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA) received by it in connection with the issue or sale of our Class A Shares in circumstances in which Section 21(1) of the FSMA does not apply to us; and
- (a)
 - (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares of our Class A Shares in, from or otherwise involving the United Kingdom.

S-9

TABLE OF CONTENTS

CERTAIN CANADIAN INCOME TAX CONSEQUENCES

Canadian Income Tax Considerations

The following is a summary of the principal Canadian federal income tax considerations under the Income Tax Act (Canada) (the Tax Act) generally applicable to a purchaser who acquires beneficial ownership of Class A Shares pursuant to the offering and who, for the purposes of the Tax Act, at all relevant times: (i) is not, and is not deemed to be, resident in Canada; (ii) deals at arm's length and is not affiliated with MDC, the underwriter and the selling stockholder; (iii) holds the Class A Shares as capital property; (iv) does not use or hold the Class A Shares in connection with carrying on a business in Canada; and (v) has not entered or will not enter into, with respect to the Class A Shares, a derivative forward agreement as such term is defined in the Tax Act (a Non-Resident Holder). In addition, special considerations not discussed herein may apply to a Non-Resident Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere and such holders should consult their own tax advisors.

In general, Class A Shares will be considered to be capital property to a Non-Resident Holder unless they are held in the course of carrying on a business of trading or dealing in securities or were acquired in one or more transactions considered to be an adventure in the nature of trade.

This summary is based upon: (i) the current provisions of the Tax Act and the regulations thereunder (the Regulations) in force as of the date hereof; (ii) all specific proposals (the Proposed Amendments) to amend the Tax Act or the regulations that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof; and (iii) an understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. No assurance can be given that the Proposed Amendments will be enacted or otherwise implemented in their current form, if at all. If the Proposed Amendments are not enacted or otherwise implemented as presently proposed, the tax consequences may not be as described below in all cases. This summary does not otherwise take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada.

Subject to certain exceptions that are not discussed in this summary, for the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Class A Shares must be determined in Canadian dollars based on the rate of exchange quoted by the Bank of Canada at noon on the date such amount first arose or such other rate of exchange as may be acceptable to the Canada Revenue Agency.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Non-Resident Holder.

Accordingly, Non-Resident Holders should consult their own tax advisors with respect to their particular circumstances.

Dividends

Dividends paid or credited or deemed under the Tax Act to be paid or credited by MDC to a Non-Resident Holder on the Class A Shares will generally be subject to Canadian non-resident withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident. For example, where the Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the Canada-United States

Income Tax Convention (1980) and is the beneficial owner of the dividends, the applicable rate of Canadian withholding tax is generally reduced to 15%.

Dispositions

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Class A Share unless the Class A Share is or is deemed to be taxable Canadian property of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

S-10

TABLE OF CONTENTS

Generally, provided that the Class A Shares are listed on a designated stock exchange for purposes of the Tax Act (which currently includes the TSX), a Class A Share will not be taxable Canadian property to a Non-Resident Holder unless at any time during the 60-month period that ends at the time of the disposition of the Class A Share: (i) one or any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm's length, or (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships, owned 25% or more of the issued shares of any class of the capital stock of MDC, and (ii) more than 50% of the fair market value of the Class A Shares was derived directly or indirectly from one or any combination of (a) real or immovable property situated in Canada, (b) Canadian resource properties (as defined in the Tax Act), (c) timber resource properties (as defined in the Tax Act), or (d) options in respect of, or interests in, or for civil law rights in, any of the foregoing property, whether or not the property exists. Notwithstanding the foregoing, a Class A Share may be deemed to be taxable Canadian property to a Non-Resident Holder in certain circumstances specified in the Tax Act.

S-11

TABLE OF CONTENTS

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO U.S. HOLDERS

The following discussion describes certain United States federal income tax consequences of the purchase, ownership and disposition of our Class A Shares as of the date hereof. Except where noted, this discussion deals only with Class A Shares held as capital assets by a United States Holder. As used herein, the term "United States Holder" means a beneficial owner of Class A Shares that is for United States federal income tax purposes:

an individual citizen or resident of the United States;
a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
an estate the income of which is subject to United States federal income taxation regardless of its source; or
a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This discussion does not represent a detailed description of the United States federal income tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws, including if you are:

a dealer in securities or currencies;
a financial institution;
a regulated investment company;
a real estate investment trust;
an insurance company;
a tax-exempt organization;

a person holding our Class A Shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;

a trader in securities that has elected the mark-to-market method of accounting for your securities;
a person liable for alternative minimum tax;
a person who owns or is deemed to own 10% or more of our voting stock;
a partnership or other pass-through entity for United States federal income tax purposes; or
a person whose functional currency is not the U.S. dollar.

The discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations, rulings and judicial decisions thereunder, as of the date hereof, and such authorities may be replaced, revoked or modified so as to result in United States federal income tax consequences different from those discussed below.

If a partnership (or other entity treated as a partnership for United States federal income tax purposes) holds our Class A Shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our Class A Shares, you should consult your tax advisors.

This discussion does not contain a detailed description of all the United States federal income tax consequences to you in light of your particular circumstances and does not address the Medicare tax on net investment income or the effects of any state, local or non-United States tax laws. **If you are considering the purchase, ownership or disposition of our Class A Shares, you should consult your own tax advisors concerning the United States federal income tax consequences to you in light of your particular situation as well as any consequences arising**

under the laws of any other taxing jurisdiction.

S-12

TABLE OF CONTENTS

Taxation of Dividends

The gross amount of distributions on our Class A Shares (including any amounts withheld to reflect Canadian withholding taxes) will be taxable as dividends to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Such income (including any withheld taxes) will be includable in your gross income as ordinary income on the day actually or constructively received by you. Such dividends will not be eligible for the dividends received deduction allowed to corporations under the Code.

With respect to non-corporate United States Holders, certain dividends received from a qualified foreign corporation may be subject to reduced rates of taxation. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States which the United States Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information provision. The United States Treasury Department has determined that the current income tax treaty between the United States and Canada meets these requirements, and we believe we are eligible for the benefits of that treaty. A foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the United States. United States Treasury Department guidance indicates that our Class A Shares, which are listed on the NASDAQ, are readily tradable on an established securities market in the United States. However, non-corporate holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as investment income pursuant to Section 163(d)(4) of the Code will not be eligible for the reduced rates of taxation regardless of our status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. You should consult your own tax advisors regarding the application of these rules to your particular circumstances.

United States Holders should consult their tax advisors regarding the United States federal income tax treatment of any dividends that are not paid in U.S. dollars.

Subject to certain conditions and limitations, Canadian withholding taxes on dividends may be treated as foreign taxes eligible for credit against your United States federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid on our Class A Shares will be treated as income from sources outside the United States and will generally constitute passive category income. However, in certain circumstances, if you have held Class A Shares for less than a specified minimum period during which you are not protected from risk of loss, or you are obligated to make payments related to the dividends, you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on the Class A Shares. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits for a taxable year, as determined under United States federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the Class A Shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain recognized on a sale or exchange. However, we do not expect to determine earnings and profits in accordance with United States federal income tax principles. Therefore, you should expect that a distribution will generally be treated as a dividend (as discussed above).

Distributions of Class A Shares or rights to subscribe for Class A Shares that are received as part of a pro rata distribution to all of our stockholders generally will not be subject to United States federal income tax. Consequently,

such distributions generally will not give rise to foreign source income, and you generally will not be able to use the foreign tax credit arising from any Canadian withholding tax imposed on such distributions, unless such credit can be applied (subject to applicable limitations) against United States federal income tax due on other income derived from foreign sources.

Taxation of Capital Gains

For United States federal income tax purposes, you will recognize taxable gain or loss on any sale or exchange of the Class A Shares in an amount equal to the difference between the amount realized for the Class A Shares and your tax basis in the Class A Shares. Such gain or loss will generally be capital gain or loss. Capital gains of non-corporate United States Holders (including individuals) derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by you will generally be treated as United States source gain or loss.

S-13

TABLE OF CONTENTS

Consequently, you may not be able to use the foreign tax credit arising from any Canadian tax imposed on the disposition of the Class A Shares unless such credit can be applied (subject to applicable limitations) against United States federal income tax due on other income treated as derived from foreign sources.

Passive Foreign Investment Company

We do not believe that we are, for United States federal income tax purposes, a passive foreign investment company (a PFIC), and we expect to operate in such a manner so as not to become a PFIC. If, however, we are or become a PFIC, you could be subject to additional United States federal income taxes on gain recognized with respect to the Class A Shares and on certain distributions, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules. Non-corporate United States Holders will not be eligible for reduced rates of taxation on any dividends received from us if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year.

Information Reporting and Backup Withholding

In general, information reporting will apply to dividends in respect of our Class A Shares and the proceeds from the sale, exchange or redemption of our Class A Shares that are paid to you within the United States (and in certain cases, outside the United States), unless you are an exempt recipient. A backup withholding tax may apply to such payments if you fail to provide a taxpayer identification number or certification of exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your United States federal income tax liability provided the required information is timely furnished to the Internal Revenue Service.

TABLE OF CONTENTS

VALIDITY OF THE SHARES

The validity of the Class A Shares offered hereby will be passed upon for us by Stikeman Elliott LLP, Toronto, Canada. Simpson Thacher & Bartlett LLP, New York, New York will pass upon matters of United States federal and New York law for us. The underwriter is being represented by Cleary Gottlieb Steen & Hamilton LLP, New York, New York.

EXPERTS

The consolidated financial statements and financial statement schedules of MDC as of December 31, 2013 and 2012 and for each of the three years during the three-year period ended December 31, 2013 and management's assessment of the effectiveness of MDC's internal control over financial reporting as of December 31, 2013 are incorporated by reference in this prospectus supplement and have been so incorporated in reliance on the reports of BDO USA, LLP, an independent registered public accounting firm, which reports have also been incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting.

S-15

TABLE OF CONTENTS

PROSPECTUS

MDC PARTNERS INC.

**CLASS A SUBORDINATE VOTING SHARES
PREFERENCE SHARES
DEBT SECURITIES**

We, or a selling stockholder, may offer and sell from time to time in one or more offerings Class A Subordinate Voting Shares (Class A Shares), preference shares or debt securities in amounts, at prices and on terms determined at the time of any such offering. Each time any shares of Class A Shares, preference shares or debt securities are offered pursuant to this prospectus, we will provide a prospectus supplement and attach it to this prospectus.

We will provide the specific terms of the securities in supplements to this prospectus to the extent those terms are not described in this prospectus or are different from the terms described in this prospectus. The prospectus supplements may also add to, update or change information contained in this prospectus. In addition, we may supplement, update or change any of the information contained in this prospectus by incorporating information by reference in this prospectus. You should read this prospectus, the related supplements and any incorporated documents carefully before you invest. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

We and the selling stockholders, if any, may offer the Class A Shares directly to investors, through agents, underwriters or dealers, or through a combination of these methods, on a continued or delayed basis. Each applicable prospectus supplement will provide the terms of the plan of distribution relating to the offering. If any agents, dealers or underwriters are involved in the sale of any securities, the applicable prospectus supplement will set forth their names and any applicable commissions or discounts.

Our Class A Shares are listed on the NASDAQ (symbol: MDCA) and the Toronto Stock Exchange (symbol: MDZ.A).

Investing in our Class A Shares, preference shares or debt securities involves risks. You should carefully consider the risk factors referred to on page 3 of this prospectus, in any applicable accompanying prospectus supplement and in the documents incorporated or deemed incorporated by reference in this prospectus or in any applicable accompanying prospectus supplement before investing in our Class A Shares, preference shares or debt securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is March 10, 2014

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
<u>ABOUT THIS PROSPECTUS</u>	<u>ii</u>
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION; INCORPORATION OF DOCUMENTS BY REFERENCE</u>	<u>iii</u>
<u>DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>iv</u>
<u>SUMMARY INFORMATION</u>	<u>1</u>
<u>RISK FACTORS</u>	<u>3</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>5</u>
<u>DESCRIPTION OF OUR CAPITAL STOCK</u>	<u>6</u>
<u>DESCRIPTION OF OUR DEBT SECURITIES</u>	<u>9</u>
<u>SELLING SECURITY HOLDERS</u>	<u>24</u>
<u>PLAN OF DISTRIBUTION</u>	<u>25</u>
<u>LEGAL MATTERS</u>	<u>27</u>
<u>EXPERTS</u>	<u>27</u>
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	<u>28</u>
<u>ENFORCEABILITY OF JUDGMENTS</u>	<u>28</u>
SIGNATURES	
EXHIBIT INDEX	

i

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the SEC) as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the Securities Act), using an automatic shelf registration process. Under this shelf registration process, we and/or a selling stockholder, if applicable, may offer and sell from time to time any of the securities described in this prospectus in one or more offerings or resales. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement and may also provide you with a free writing prospectus that will contain specific information about the terms of that offering, including the names of any selling stockholders, if applicable. The prospectus supplement or free writing prospectus, if any, may also add, update or change information contained in this prospectus. Before purchasing any securities, you should carefully read both this prospectus, any applicable accompanying prospectus supplement and any free writing prospectus prepared by or on behalf of us, together with the additional information described under the heading Where You Can Find Additional Information; Incorporation of Documents by Reference.

You should rely only on the information contained or incorporated by reference in this prospectus and any applicable accompanying prospectus supplement or any free writing prospectus prepared by us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making offers to sell the securities in any jurisdiction where an offer or solicitation is not permitted. The information in this prospectus is accurate only as of the date on the front cover. You should not assume that the information contained in this prospectus, including any information incorporated in this prospectus by reference, any applicable accompanying prospectus supplement or any free writing prospectus prepared by us, is accurate as of any date other than the date on the front of these documents. Our business, financial condition, results of operations and prospects may have changed since that date. Neither the delivery of this prospectus nor any sale made under it implies that there has been no change in our affairs or that the information in this prospectus is correct as of any date after the date of this prospectus.

References in this registration statement on Form S-3 to MDC Partners, MDC, the Company, we, us and our MDC Partners Inc. and, unless the context otherwise requires or otherwise is expressly stated, its subsidiaries.

All dollar amounts are stated in U.S. dollars unless otherwise stated.

TABLE OF CONTENTS

WHERE YOU CAN FIND ADDITIONAL INFORMATION; INCORPORATION OF DOCUMENTS BY REFERENCE

Information regarding the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports, will be made available, free of charge, at the Company's website at <http://www.mdc-partners.com>, as soon as reasonably practicable after the Company electronically files such reports with or furnishes them to the SEC. The information found on, or otherwise accessible through, the Company's website is not incorporated into, and does not form a part of, this prospectus. Any document that the Company files with the SEC may also be read and copied at the SEC's public reference room located at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1 (800) SEC-0330 for further information on the public reference room. The Company's filings are also available to the public from the SEC's website at <http://www.sec.gov>.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you, including important information about, and the financial condition of, MDC Partners Inc. and its consolidated subsidiaries, by referring you to separate documents. The information incorporated by reference is considered to be part of this prospectus on the date we file that document with the SEC and any accompanying prospectus supplement, and later information filed with the SEC after the date of this prospectus will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference in this prospectus. We incorporate by reference into this prospectus the following documents or information that we have previously filed with the SEC (other than information deemed furnished and not filed in accordance with SEC rules, including Items 2.02 and 7.01 of Form 8-K):

Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on March 10, 2014 (File No. 001-13718) (the "Annual Report");

The portions of our Proxy Statement on Schedule 14A for our 2013 annual meeting of stockholders filed on April 29, 2013 that are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (File No. 001-13718);

Current Report on Form 8-K filed on February 20, 2014 (other than information furnished pursuant to Item 2.02 and Item 7.01 and any related exhibits of such Current Report on Form 8-K, unless expressly stated otherwise therein) (File No. 001-13718);

The description of our Class A Shares contained in our Registration Statement on Form S-1 filed on March 28, 2006 (File No. 001-132761); and

All reports and other documents filed by MDC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date of this prospectus and any applicable accompanying prospectus supplement and before the termination of the offering to which this prospectus relates (other than information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless expressly stated otherwise therein).

We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the SEC, including our compensation committee report and performance graph or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K.

We will provide without charge to each person to whom this prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into

this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You may request copies of those documents, at no cost, from MDC by writing or telephoning at the following address: MDC Partners Inc., 745 Fifth Avenue, New York, NY 10151, telephone number: (646) 429-1845, Attention: Investor Relations.

iii

TABLE OF CONTENTS

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated herein by reference contain forward-looking statements. The Company's representatives may also make forward-looking statements orally from time to time. Statements in this prospectus or that are incorporated by reference in this prospectus that are not historical facts, including statements about the Company's beliefs and expectations, recent business and economic trends, potential acquisitions, estimates of amounts for deferred acquisition consideration and put option rights, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined in this section. See Management's Discussion and Analysis of Financial Condition and Results of Operations in our most recent Annual Report incorporated by reference herein. See Where You Can Find Additional Information; Incorporation of Documents by Reference. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update publicly any of them in light of new information or future events, if any.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statements. Such risk factors include, but are not limited to, the following:

- risks associated with severe effects of international, national and regional economic conditions;
- the Company's ability to attract new clients and retain existing clients;
- the spending patterns and financial success of the Company's clients;
- the Company's ability to retain and attract key employees;
- the Company's ability to remain in compliance with its debt agreements and the Company's ability to finance its contingent payment obligations when due and payable, including but not limited to those relating to put option rights and deferred acquisition consideration;
- the successful completion and integration of acquisitions which complement and expand the Company's business capabilities; and
- foreign currency fluctuations.

The Company's business strategy includes ongoing efforts to engage in material acquisitions of ownership interests in entities in the marketing communications services industry. The Company intends to finance these acquisitions by using available cash from operations, from borrowings under its amended and restated \$225 million senior secured revolving credit facility (the Facility) as the same may be amended or replaced from time to time, and through incurrence of bridge or other debt financing, any of which may increase the Company's leverage ratios, or by issuing equity, which may have a dilutive impact on existing shareholders proportionate ownership. At any given time, the Company may be engaged in a number of discussions that may result in one or more material acquisitions. These opportunities require confidentiality and may involve negotiations that require quick responses by the Company. Although there is uncertainty that any of these discussions will result in definitive agreements or the completion of any transactions, the announcement of any such transaction may lead to increased volatility in the trading price of the Company's securities.

Investors should carefully consider these risk factors and the additional risk factors outlined in more detail in our most recent annual report on Form 10-K under the caption Risk Factors, in our subsequent quarterly reports on Form 10-Q, any Company filings with the SEC, and the other information contained in this prospectus, as updated by our subsequent filings under the Exchange Act, and the risk factors and other information contained in the applicable prospectus supplement or any free writing prospectus, before acquiring any of such securities.

TABLE OF CONTENTS

SUMMARY INFORMATION

MDC is a leading provider of marketing, activation, communications and marketing effectiveness solutions and services to customers globally with operating units throughout the world.

MDC's subsidiaries provide a comprehensive range of customized marketing, activation, communications and consulting services, including a wide range of advertising and consumer communication services, media management and effectiveness across all channels, interactive and mobile marketing, direct marketing, database and customer relationship management, sales promotion, corporate communications, market research, data and analytics and insights, corporate identity, design and branding, social media, marketing, product and service innovation, ecommerce and other related services.

MDC's strategy is to build, grow and acquire market-leading businesses that deliver innovative, value-added marketing, activation, communications and strategic consulting services to their clients. MDC Partners strives to be a partnership of marketing communications and consulting companies (or Partners) whose strategic, creative and innovative solutions are media-agnostic, challenge the status quo and achieve measurable superior returns on investment and transformative growth and business performance for clients and stakeholders.