

MDC PARTNERS INC
Form 8-K
May 03, 2019

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) — May 3, 2019 (April 30, 2019)

MDC PARTNERS INC.

(Exact name of registrant as specified in its charter)

Canada 001-13718 98-0364441
(Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

745 Fifth Avenue, 19th 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Class A Subordinate Voting Shares, no par value | MDCA | NASDAQ |

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Anne Marie O'Donovan Retirement from Board of Directors

As previously referenced in MDC Partners Inc.'s (the "Company") Proxy Statement for the 2019 Annual General Meeting of Stockholders, on April 30, 2019, Anne Marie O'Donovan, a member of the Company's Board of Directors (the "Board"), informed the Board that she intends to retire from the Board prior to July 31, 2019 due to another professional commitment, and she does not intend to serve a full one-year term if re-elected at the Company's June 4, 2019 shareholders' meeting. Ms. O'Donovan's planned retirement will facilitate an appropriate transition of Board and Audit Committee responsibilities to another Canadian independent director with industry experience.

Signatures

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

Date: May 3, 2019 MDC Partners Inc.

By: /s/ Mitchell Gendel
 Mitchell Gendel
 General Counsel & Corporate
 Secretary