

Kirby Michael JL  
Form 144  
November 14, 2012

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

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

*Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to  
ATTENTION:execute sale  
or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.

**MDC Partners Inc.**

1 (d) ADDRESS OF ISSUER STREET CITY STATE (e) TELEPHONE NO.  
ZIP CODE AREA CODE NUMBER  
**745 Fifth Avenue New York, NY ( 646 ) 429-1800**  
**10151**

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP (c) ADDRESS STREET CITY STATE ZIP CODE

Michael J.L. Kirby

TO ISSUER **c/o MDC Partners Inc., Toronto,  
Ontario, Canada M5R 2E3**  
**Director**

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name of Each Securities Exchange
			(See instr. 3(c))	(See instr. 3(d))	(See instr. 3(e))	(See instr. 3(f))	(See instr. 3(g))
Class A Subordinate Voting Shares	<b>350 Albert Street, Suite 2100 Constitution Square Ottawa, ON K1R 1A4</b>		5,000	\$52,263 *	31,805,074 *	Nov. 9, 2012	Toronto Stock Exchange

\* As of 11/09/12      \* As of 10/30/12

**INSTRUCTIONS:**

1. (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
3. (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold

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2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
		<b>Purchase</b>			<b>April 22, 2004</b>	
Class A Subordinate Voting Shares	April 22, 2004		Open market purchase	5,000		Cash

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller ( None, other than securities specified above )	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
<b>REMARKS: None.</b>				

**INSTRUCTIONS:**  
See the definition of "person" in paragraph (a) of Rule 144.  
Information is to be given not only as to the person for whose

**ATTENTION:**  
The person for whose account the securities to which this notice relates are to be sold hereby

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account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

11/13/2012  
DATE OF NOTICE

/s/ Michael Kirby  
(SIGNATURE)

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DATE OF PLAN ADOPTION OR GIVING OF  
INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**