

MDC PARTNERS INC  
Form 8-K  
March 02, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13  
of the Securities Exchange Act of 1934

Date of Report (Date Earliest Event reported)  March 2, 2006  February 28, 2006

**MDC PARTNERS INC.**

(Exact name of registrant as specified in its charter)

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

45 Hazelton Ave., Toronto, Ontario, Canada M5R 2E3  
(Address of principal executive offices and zip code)

(416) 960-9000  
(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 (see General Instruction A.2. below):

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 28, 2006, MDC Partners Inc. (the "Company") granted certain awards of financial performance-based restricted stock and restricted stock units under the Company's 2005 Stock Incentive Plan. Attached as exhibits to this Form 8-K are forms of the "Financial Performance-Based Restricted Stock Agreement" and the "Financial Performance-Based Restricted Stock Unit Agreement" used by the Company in connection with these awards.

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

(c) Exhibits.

10.1 Form of Financial Performance-Based Restricted Stock Agreement.

10.2 Form of Financial Performance-Based Restricted Stock Unit Agreement.

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**Signatures**

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

Date: March 2, 2006

MDC Partners Inc.

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

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