

Kirby Michael JL  
Form 4  
November 13, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kirby Michael JL

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45  
HAZELTON AVENUE

(Street)

TORONTO ONTARIO, A6 M5R  
2E3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Shares					18,000 <sup>(1)</sup>	D	
Class A Shares					381 <sup>(2)</sup>	I	See FN <sup>(2)</sup>
Class A Shares	11/12/2009		P		7,000	A	\$ 8.7
					25,000 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Stock Options <sup>(3)</sup>	\$ 15.26 <sup>(4)</sup>					06/08/2004 06/08/2009	Class A Shares	25,000
SARs <sup>(5)</sup>	\$ 3.72					03/10/2010 03/09/2014	Class A Shares	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirby Michael JL C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO ONTARIO, A6 M5R 2E3	X			

## Signatures

/s/ Michael J.L.  
Kirby 11/12/2009

<sup>\*\*</sup>Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 8,000 Restricted Stock Units (4,000 previously granted on May 2, 2007, and 4,000 previously granted on April 29, 2008) which will vest 100%, and transfer restrictions will lapse, on the third anniversary of the respective grant dates (each, a "Lapse Date"), contingent upon certain events and the Reporting Person's continued service as a director through each such Lapse Date.
- (2) d by an Affiliate of the Reporting Person.

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(3) Stock Options (previously granted on June 8, 2004) vest 1/5 on the grant date and 1/5 on each anniversary of the grant date, expiring five years from the grant date.

(4) Canadian dollars.

The Stock Appreciation Rights ("SARs") granted on March 10, 2009, vest over three (3) years from the Grant Date: 33% (3,300 Class A

(5) Shares) on the first anniversary of the Grant Date, 33% (3,300 Class A shares) on the second anniversary of the Grant date, and 34% (3,400 Class A Shares) on the third anniversary of the Grant Date, and expire five (5) years from the Grant Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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10.31++ Form of Securities Stock Purchase Agreement

10.32++ Placement Agent Agreement, dated August 16, 2013, by and between OncoSec Medical Incorporated and H.C. Wainwright & Co, LLC

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21.1 Subsidiaries of the registrant (incorporated by reference to our Registration Statement on Form S-1, filed on July 25, 2011, file no. 333-177579)

23.1++ Consent from Independent Registered Public Accounting Firm, Mayer Hoffman McCann P.C.

23.2 Letter of Consent from McDonald Carano Wilson LLP (included in Exhibit 5.1 filed herewith)

24.1++ Power of Attorney

101.INS++ XBRL Instant Document

101.SCH++ XBRL Taxonomy Extension Schema Document

101.CAL++ XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF++ XBRL Taxonomy Extension Definition Linkbase Document

101.LAB++ XBRL Taxonomy Extension Label Linkbase Document

101.PRE++ BRL Taxonomy Extension Presentation Linkbase Document

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# Management contract or compensatory plan or arrangement.

\* Confidential treatment has been granted or requested with respect to portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of 1934 and these confidential portions have been redacted from the filing that is incorporated by reference. A complete copy of this exhibit, including the redacted terms, has been separately filed with the Securities and Exchange Commission.

++ Previously filed. In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Registration Statement on Form S-1 shall be deemed to be furnished and not filed.

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