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- “ 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))

**Item 2.02 Results of Operations and Financial Condition.**

On July 24, 2014, MDC Partners Inc. (the “Company”) issued an earnings release reporting its financial results for the three and six months ended June 30, 2014. A copy of this earnings release is attached as Exhibit 99.1 hereto. Following the issuance of this earnings release, the Company hosted an earnings call in which its financial results for the three and six months ended June 30, 2014 were discussed. The investor presentation materials used for the call are attached as Exhibit 99.2 hereto.

The Company has posted the materials attached as Exhibit 99.2 on its web site ([www.mdc-partners.com](http://www.mdc-partners.com)). The information found on, or otherwise accessible through, the Company’s website is not incorporated into, and does not form a part of, this Current Report on Form 8-K.

The foregoing information (including the exhibits hereto) is being furnished under “Item 2.02 - Results of Operations and Financial Condition.” Except as set forth in the following sentence, such information (including the exhibits hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing. The following information included in the earnings release attached as Exhibit 99.1 is being filed for purposes of incorporation into the Company’s effective registration statements: (i) the first, third and fourth sentences of the fourth paragraph of the release discussing results for the second quarter of 2014; (ii) the first, third and fourth sentences of the fifth paragraph of the release discussing results for the six months ended June 30, 2014; (iii) the information in the release under the subheading “MDC Partners Announces \$0.19 per Share Quarterly Cash Dividend”; and (iv) the information in Schedules 1, 7 and 8 of the release.

The foregoing information and the exhibits hereto contain forward-looking statements within the meaning of the federal securities laws. These statements are based on present expectations, and are subject to the limitations listed therein and in the Company's other SEC reports, including that actual events or results may differ materially from those in the forward-looking statements.

**Item 7.01 Regulation FD Disclosure.**

On July 24, 2014, the Company issued a press release announcing that its Board of Directors has declared a cash dividend of \$0.19 per share on all of its outstanding Class A shares and Class B shares. The quarterly dividend will be payable on or about August 19, 2014, to shareholders of record at the close of business on August 5, 2014.

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The foregoing information (including the exhibit hereto) is being furnished under “Item 7.01 - Regulation FD Disclosure.” Such information (including the exhibit hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The foregoing information and the exhibit hereto contain forward-looking statements within the meaning of the federal securities laws. These statements are based on present expectations, and are subject to the limitations listed therein and in the Company's other SEC reports, including that actual events or results may differ materially from those in the forward-looking statements.

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

(d) Exhibits.

99.1 Press release dated July 24, 2014, relating to the Company's earnings for the three and six months ended June 30, 2014.

99.2 Slideshow presentation dated July 24, 2014.

99.3 Press release dated July 24, 2014, relating to the announcement of the Company's dividend.

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**Signatures**

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

Date: July 24, 2014 MDC Partners Inc.

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