SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or Secu		ne Investment Company Act of 1	.940				
1. Name and Address of Reporting Person [*] <u>Fifth Cinven Fund (No. 1) Limite</u> <u>Partnership</u>	ed (N	. Date of Event equiring Staten Month/Day/Year 8/10/2016	nent 📘	3. Issuer Name and Ticker or Tra <u>Medpace Holdings, Inc</u>	ading Symbol <u>C.</u> [MEDP]			
(Last) (First) (Middle) EAST WING, TRAFALGAR COURT		4. Relationship of Reporting Person (Check all applicable) Director X		10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)			
LES BANQUES (Street)				Officer (give title below)	Other (spe below)	ecify		icable Line) Form filed b	/Group Filing (Check y One Reporting Person
ST. PETER Y7 GY1 3PP							X	Form filed b Reporting P	y More than One erson
(City) (State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock	Common Stock			22,999,997	Ι		See f	ee footnotes ⁽¹⁾⁽²⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
					Amount or Number	Price Deriva Secur	tive	Direct (D) or Indirect (I) (Instr. 5)	
		Date Exercisable	Expiration Date	Title	of Shares				
1. Name and Address of Reporting Person [*] Fifth Cinven Fund (No. 1) Limite	ed Partr	<u>nership</u>							
(Last) (First) EAST WING, TRAFALGAR COURT LES BANQUES	(Middle)								
(Street) ST. PETER PORT Y7 GY1 3PP									
(City) (State)	(State) (Zip)								
1. Name and Address of Reporting Person [*] Fifth Cinven Fund (No. 2) Limited Partnership									
(Last) (First) (Middle) EAST WING, TRAFALGAR COURT LES BANQUES									
(Street) ST. PETER PORT Y7 GY1 3PP									
(City) (State) (Zip)									
1. Name and Address of Reporting Person [*] <u>Fifth Cinven Fund (No. 3) Limited Partnership</u>									
(Last) (First) EAST WING, TRAFALGAR COURT LES BANQUES	(Middle)								
1			1						

(Street) ST. PETER PORT	¥7	GY1 3PP							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] <u>Fifth Cinven Fund (No. 4) Limited Partnership</u>									
(Last) EAST WING, TRA LES BANQUES	(First) FALGAR COURT	(Middle)							
(Street) ST. PETER PORT	¥7	GY1 3PP							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] <u>Fifth Cinven Fund (No. 5) Limited Partnership</u>									
(Last) EAST WING, TRA LES BANQUES	(First) FALGAR COURT	(Middle)							
(Street) ST. PETER PORT	¥7	GY1 3PP							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] Fifth Cinven Fund (No. 6) Limited Partnership									
(Last) EAST WING, TRA LES BANQUES	(First) FALGAR COURT	(Middle)							
(Street) ST. PETER PORT	¥7	GY1 3PP							
(City)	(State)	(Zip)							

Explanation of Responses:

1. Includes 3,641,240 shares held by Fifth Cinven Fund (No. 1) Limited Partnership ("LP1"), 3,229,699 shares held by Fifth Cinven Fund (No. 2) Limited Partnership ("LP2"), 3,889,854 shares held by Fifth Cinven Fund (No. 3) Limited Partnership ("LP3"), 3,379,103 shares held by Fifth Cinven Fund (No. 4) Limited Partnership ("LP4"), 1,403,731 shares held by Fifth Cinven Fund (No. 5) Limited Partnership ("LP5"), 3,284,802 shares held by Fifth Cinven Fund (No. 6) Limited Partnership ("LP6" and, together with LP1, LP2, LP3, LP4 and LP5, the "Limited Partnerships"), 3,758,169 shares held by Fifth Cinven Fund FCP-SIF ("FCP") and 413,399 shares held by Fifth Cinven Fund Co-Investment Partnership ("CIP").

2. Each of the Limited Partnerships is managed and controlled by Cinven Capital Management (V) Limited Partnership Incorporated ("GPLP"), their Managing General Partner. Cinven Capital Management (V) General Partner Limited ("Cinven MGP" and together with GPLP, CIP, FCP and the Limited Partnerships, the "Cinven Entities") is the Managing General Partner of GPLP. FCP is managed and controlled by Cinven Manco S.A.R.L. ("Manco"). Cinven MGP also exercises control over the shares held by each of FCP and CIP, which are subject to contractual commitments that each invest and divest side-by-side with the Limited Partnerships. Voting and investment determinations with respect to the shares held by the Cinven Entities are made by the majority vote of the board of directors of Cinven MGP, comprised of Brian Linden, Hayley Tanguy, John Boothman, Robin Hall, Rupert Dorey and William Scott. Each such director disclaims beneficial ownership of such shares.

Remarks:

Due to the limitations of the electronic filing system, each of Fifth Cinven Fund FCP-SIF, Fifth Cinven Fund Co-Investment Partnership, Cinven Capital Management (V) Limited Partnership Incorporated, Cinven Capital Management (V) General Partner Limited and Cinven Manco S.A.R.L. are filing a separate Form 3.

Fifth Cinven Fund (No. 1) Limited Partnership By: Cinven Capital Management (V) Limited Partnership Incorporated, its general partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director	<u>08/10/2016</u>
<u>Fifth Cinven Fund (No. 2)</u> <u>Limited Partnership By:</u> <u>Cinven Capital Management</u> (V) Limited Partnership	
Incorporated, its general partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director	<u>08/10/2016</u>
Fifth Cinven Fund (No. 3) Limited Partnership By: Cinven Capital Management	<u>08/10/2016</u>

(V) Limited Partnership Incorporated, its general partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director Fifth Cinven Fund (No. 4) Limited Partnership By: Cinven Capital Management (V) Limited Partnership Incorporated, its general 08/10/2016 partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director Fifth Cinven Fund (No. 5) Limited Partnership By: Cinven Capital Management (V) Limited Partnership 08/10/2016 Incorporated, its general partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director Fifth Cinven Fund (No. 6) Limited Partnership By: Cinven Capital Management (V) Limited Partnership Incorporated, its general 08/10/2016 partner By: Cinven Capital Management (V) General Partner Limited By: /s/ Hayley Tanguy, Director ** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.