

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Medpace Investors, LLC</u> (Last) (First) (Middle) <u>C/O MEDPACE HOLDINGS, INC.</u> <u>5375 MEDPACE WAY</u> (Street) <u>CINCINNATI OH 45227</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medpace Holdings, Inc. [MEDP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2019</u>	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							7,751,125	D		

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.41	09/13/2019		P		117,132 ⁽¹⁾		(2)	06/10/2021	Common Stock	117,132 ⁽¹⁾	\$40.59	117,132	D	
Employee Stock Option (Right to Buy)	\$14.41	09/13/2019		P		17,035 ⁽¹⁾		(2)	07/07/2021	Common Stock	17,035 ⁽¹⁾	\$40.59	17,035	D	
Employee Stock Option (Right to Buy)	\$16.2	09/13/2019		P		73,265 ⁽¹⁾		(2)	03/31/2022	Common Stock	73,265 ⁽¹⁾	\$38.8	73,265	D	
Employee Stock Option (Right to Buy)	\$16.88	09/13/2019		P		10,887 ⁽¹⁾		(2)	07/31/2022	Common Stock	10,887 ⁽¹⁾	\$38.12	10,887	D	
Employee Stock Option (Right to Buy)	\$18.23	09/13/2019		P		11,112 ⁽¹⁾		(2)	03/31/2023	Common Stock	11,112 ⁽¹⁾	\$36.77	11,112	D	

Explanation of Responses:

- Stock options were purchased pursuant to the Tender Offer Statement on Schedule TO (the "Offer") filed with the Securities and Exchange Commission on August 5, 2019 (together with any subsequent amendments or supplements thereto). Pursuant to the Offer, MPI purchased 229,431 vested stock options from Eligible Holders (as defined in the Offer) upon the terms and conditions set forth in the Offer. The Offer expired at 11:59 p.m., Eastern Time, on September 13, 2019.
- The stock options subject to this purchase are fully vested and exercisable.

/s/ Stephen P. Ewald, Authorized
Signatory for Medpace 09/17/2019
Investors, LLC

** 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 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).

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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