

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Medpace Limited Partnership</u>  (Last) (First) (Middle) EAST WING, TRAFALGAR COURT, LES BANQUES  (Street) ST. PETER PORT Y7 GY1 3PP  (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) 08/22/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/22/2017		S		2,000,000	D	\$30.27	20,999,997	I	See footnotes <sup>(1)(2)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
Medpace 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\*  
Medpace GP Ltd  
 (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\*  
Cinven Capital Management (V) General Partner Ltd  
 (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\*

Cinven Capital Management (V) Limited Partnership Inc

(Last)

(First)

(Middle)

EAST WING, TRAFALGAR COURT, LES BANQUES

(Street)

ST. PETER PORT Y7 GY1 3PP

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The shares of Common Stock reported herein are held of record by Medpace Limited Partnership. Cinven Capital Management (V) General Partner Limited ("Cinven MGP") is the Managing General Partner of Cinven Capital Management (V) Limited Partnership Incorporated ("GPLP"), which is the Managing General Partner of a majority of the stockholders of Medpace GP Limited ("Medpace GP"), which is the general partner of Medpace Limited Partnership. The board of directors of Medpace GP has voting and investment discretion with respect to the shares held of record by Medpace Limited Partnership. Cinven MGP, as Managing General Partner of the Managing General Partner of a majority of the stockholders of Medpace GP, indirectly controls Medpace GP.

2. (Continued from Footnote 1) Decisions of Cinven MGP are taken by its board of directors, which is comprised of Robin Hall, Brian Linden, Hayley Tanguy, John Boothman, Rupert Dorey, William Scott and Matthew Chick as Alternate Director. Each such director disclaims beneficial ownership of the shares reported herein.

**Remarks:**

Medpace Limited Partnership,  
acting through its general  
partner, Medpace GP Limited, 08/22/2017  
By: /s/ Matthew Chick,  
Director

Medpace GP Limited, By: /s/  
Matthew Chick, Director 08/22/2017

Cinven Capital Management  
(V) General Partner Limited 08/22/2017  
By: /s/ Hayley Tanguy,  
Director

Cinven Capital Management  
(V) Limited Partnership 08/22/2017  
Incorporated 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 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.

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.