

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 24, 2012

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The Interpublic Group of Companies, Inc.  
(Exact Name of Registrant as Specified in Charter)

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Delaware	1-6686	13-1024020
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1114 Avenue of the Americas, New York, New York		10036
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: 212-704-1200

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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**Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation.**

On February 24, 2012, The Interpublic Group of Companies, Inc. (the “Company”), announced that it is exercising its option to redeem its 4.25% Convertible Notes due 2023 (the “Notes”) (CUSIP Nos. 460690 BA 7 and 460690 AZ 3). Pursuant to Article 11 of the indenture dated November 15, 2006 (the “Base Indenture”) and Section 2.02 of the first supplemental indenture dated as of November 15, 2006 (the “Supplemental Indenture”, and, together with the Base Indenture, the “Indenture”), between the Company and The Bank of New York Mellon, the Company issued a Redemption Notice announcing the redemption of all of its outstanding Notes, of which an aggregate principal amount of \$400,000,000 are outstanding. The redemption price is equal to \$1,000 per \$1,000 principal amount of the notes, plus accrued and unpaid interest up to, but excluding, the redemption date. The redemption date is March 26, 2012. Holders of the notes may convert their notes into shares of Interpublic common stock at a conversion rate of 82.4612 common shares per \$1,000 principal amount of notes until the close of business on March 23, 2012. A copy of the Redemption Notice is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 8.01 Other Events.**

On February 24, 2012, the Company issued a press release announcing the exercise of the Company’s option to redeem all of its outstanding Notes. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

- Exhibit 99.1: Redemption Notice, dated February 24, 2012 (filed pursuant to Item 2.04).
  - Exhibit 99.2: Press release, dated February 24, 2012 (filed pursuant to Item 8.01).
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**SIGNATURES**

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

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: February 24, 2012

By:           /s/ NICHOLAS J. CAMERA            
Nicholas J. Camera  
Senior Vice President, General Counsel and  
Secretary

NOTICE OF REDEMPTION

THE INTERPUBLIC GROUP OF COMPANIES, INC.  
4.25% Notes due 2023  
CUSIP Nos. 460690 BA 7 and 460690 AZ 3  
ISIN Nos. US460690BA73 and US460690AZ34

NOTICE IS HEREBY GIVEN, pursuant to Article 11 of the indenture dated as of November 15, 2006 (the "Base Indenture") and Section 2.02 of the first supplemental indenture dated as of November 15, 2006 (the "Supplemental Indenture", and, together with the Base Indenture, the "Indenture") between The Interpublic Group of Companies, Inc. (the "Company"), The Bank of New York Mellon as trustee (the "Trustee") and the 4.25% Convertible Senior Notes due 2023 (the "Notes"), that the Company will redeem all of the outstanding Notes on March 26, 2012 (the "Redemption Date") at a price (the "Redemption Price") equal to \$1,000 per \$1,000 principal amount of the Notes plus accrued and unpaid interest up to, but excluding, the Redemption Date. We expect the interest to accrue from the most recent Interest Payment Date, March 15, 2012, up to, but excluding, March 26, 2012. Holders of the Notes may convert their Notes into shares of Interpublic common stock at a conversion rate of 82.4612 common shares per \$1,000 principal amount of Notes until the close of business on March 23, 2012 by complying with the procedures in paragraph 9 of the Notes. Holders also have the right to require the Company to purchase the Notes until 11:59 p.m. on March 14, 2012, as described in the Company Notice dated February 15, 2012. The principal amount of the Notes outstanding is \$400,000,000.

On the Redemption Date, the Redemption Price will become due and payable. Interest on the Notes will cease to accrue on and after the Redemption Date, and unless the Company defaults in making payment of such Redemption Price, the only remaining right of the Holder will be to receive payment of the Redemption Price upon presentation and surrender to the Trustee, as Paying Agent for the Notes. Payment of the Redemption Price plus accrued interest will be made upon presentation and surrender of the Notes by mail or hand delivery to:

<u>By Mail</u>	<u>By Hand Only</u>	<u>By Express Delivery Only</u>
The Bank of New York Mellon Global Corporate Trust 111 Sanders Creek Parkway East Syracuse, NY 13057 Attn: Redemption Unit	The Bank of New York Mellon Global Corporate Trust Corporate Trust Window 101 Barclay Street, 1 <sup>st</sup> Floor East New York, NY 10286	The Bank of New York Mellon Global Corporate Trust 111 Sanders Creek Parkway East Syracuse, NY 13057 Attn: Redemption Unit

NOTICE: The Trustee will withhold under the United States backup withholding rules 28% of any payment that is made upon redemption of a Note unless the holder, when presenting the Notes, delivers a properly completed IRS Form W-9 or the holder otherwise establishes an exemption from such backup withholding.

The Paying Agent will also act as Conversion Agent for the Notes.

*The Interpublic Group of Companies, Inc.*  
**By: The Bank of New York Mellon,**  
as Trustee

Dated: As of February 24, 2012

*The CUSIP numbers have been assigned to this issue by organizations not affiliated with the Issuer or the Trustee and are included solely for the convenience of the noteholders. Neither the Issuer nor the Trustee shall be responsible for the selection or use of these CUSIP numbers, nor is any representation made as to the correctness of the same on the notes or as indicated in this Notice of Redemption.*



FOR IMMEDIATE RELEASE

New York, NY (February 24, 2012)

**INTERPUBLIC ANNOUNCES REDEMPTION OF  
4.25% CONVERTIBLE SENIOR NOTES DUE 2023**

NEW YORK — Interpublic Group (NYSE: IPG) today announced that it is exercising its option to redeem all remaining outstanding 4.25% Convertible Senior Notes due 2023 (the “Notes”), of which an aggregate principal amount of \$400.0 million is outstanding. The redemption date will be March 26, 2012. Interpublic expects to fund the payment of any redemptions using available liquidity, which may include, depending on market conditions, proceeds of borrowings in the capital markets.

As a result of Interpublic’s exercise of its redemption option, holders of the Notes have the right to convert their Notes into shares of IPG common stock at a conversion rate of 82.4612 shares per \$1,000 principal amount of Notes until the close of business on March 23, 2012. The Notes are convertible into 33.0 million shares of IPG common stock, which, unless holders exercise their conversion rights, will be eliminated from Interpublic’s eligible diluted share count upon redemption.

The redemption price is equal to \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest up to, but excluding, the redemption date.

Interest will cease to accrue on and after the redemption date. Payment of the redemption price plus accrued interest will be made upon presentation and surrender of the Notes at the principal payment office of the trustee:

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**Interpublic Group** 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

By Mail

The Bank of New York Mellon  
Global Corporate Trust  
111 Sanders Creek Parkway  
East Syracuse, NY 13057  
Attn: Redemption Unit

By Hand Only

The Bank of New York Mellon  
Global Corporate Trust  
Corporate Trust Window  
101 Barclay Street, 1<sup>st</sup> Floor East  
New York, New York 10286

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About Interpublic

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Contact Information

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## Cautionary Statement

This release contains forward-looking statements. Statements in this release that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined under Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- potential effects of a challenging economy, for example, on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a weakened economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail under Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K and other SEC filings.

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