

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

FORM 8-K

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 13, 2013

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

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

(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 13, 2013, The Interpublic Group of Companies, Inc. (the “Company”), announced that it is exercising its option to redeem its 4.75% Convertible Notes due 2023 (the “Notes”) (CUSIP Nos. 460690 BD1 and 460690 BE9). Pursuant to Article 11 of the indenture dated November 15, 2006 (the “Base Indenture”) and Section 2.02 of the second supplemental indenture dated as of November 20, 2007 (the “Second Supplemental Indenture”), between the Company and The Bank of New York Mellon, the Company issued a redemption notice announcing the redemption of all Notes (the “Redemption Notice”), of which an aggregate principal amount of \$200,000,000 are outstanding. The redemption price is equal to \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest of \$23.75 per \$1,000 principal amount of the Notes from the last interest payment date on September 15, 2012 up to, but excluding, the redemption date. The redemption date is March 15, 2013. Holders of the Notes may convert their Notes into shares of the Company’s common stock at any time at a conversion rate of 84.3402 common shares per \$1,000 principal amount of Notes until the close of business on March 14, 2013. A copy of the Redemption Notice is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On February 13, 2013, the Company also notified the holders of the Notes that they have the right to require the Company to purchase the Notes on March 15, 2013 at the same price as the redemption (the “Put Option”). Interest will cease to accrue on and after March 15, 2013. Documents specifying the terms, conditions and procedures for exercising the Put Option will be available through The Depository Trust Company (“DTC”) and the trustee. In order to exercise the Put Option, a holder must follow the procedures set forth in the company notice notifying the holders of the Put Option (the “Company Notice”). Noteholders’ opportunity to exercise the Put Option will terminate at 5:00 p.m., New York City time, on March 8, 2013. Holders may withdraw any previously delivered purchase notice pursuant to the terms of the Put Option in accordance with the procedures described in the Company Notice at any time prior to 5:00 p.m., New York City time, on March 14, 2013.

A holder that exercises the Put Option will lose the ability to convert its Notes unless it first withdraws its exercise of the Put Option. *Accordingly, a holder that exercises the Put Option (a) will lose certain conversion rights and (b) will not receive more consideration than such holder would have received if its Notes were redeemed.*

Owners of beneficial interests in the Notes must exercise any rights in respect of their interests, including the right to convert their interests into shares of Interpublic’s common stock, in accordance with the procedures of DTC. DTC’s deadlines may be earlier than the deadlines for holders described herein, in the Redemption Notice and in the terms of the Notes.

Payment in cash of the redemption price or the purchase price, as applicable, will be made on March 15, 2013, or on such later date on which a holder delivers such Notes by book-entry transfer or presents and surrenders the Notes at the principal payment office of the trustee, which is also acting as paying agent and conversion agent for the Notes:

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, 1st Floor East
New York, New York 10286

Item 8.01 Other Events.

On February 13, 2013, the Company issued a press release announcing the exercise of the Company's option to redeem all 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 13, 2013 (filed pursuant to Item 2.04).

Exhibit 99.2: Press release, dated February 13, 2013 (filed pursuant to Item 8.01).

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 13, 2013

By: /s/ ANDREW BONZANI

Name: Andrew Bonzani

Title: Senior Vice President, General Counsel and
Secretary

NOTICE OF REDEMPTION

THE INTERPUBLIC GROUP OF COMPANIES, INC.
4.75% Notes due 2023
CUSIP Nos. 460690BD1 and 460690BE9
ISIN Nos. US460690BD13 and US460690BE95

NOTICE IS HEREBY GIVEN, pursuant to Article 11 of the indenture dated as of November 15, 2006 and Section 2.02 of the second supplemental indenture dated as of November 20, 2007, each between The Interpublic Group of Companies, Inc. (the "Company") and The Bank of New York Mellon, as trustee (the "Trustee"), and paragraph 6 of the 4.75% Convertible Senior Notes due 2023 (the "Notes"), that the Company will redeem all of the outstanding Notes on March 15, 2013 (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 interest to accrue from the most recent Interest Payment Date, September 15, 2012, up to, but excluding, March 15, 2013. The principal amount of the Notes outstanding is \$200,000,000.

Holders of the Notes may convert their Notes into shares of Interpublic common stock at a conversion rate of 84.3402 common shares per \$1,000 principal amount of Notes until the close of business on March 14, 2013 by complying with the procedures in paragraph 9 of the Notes. Holders that convert their Notes will not receive any accrued interest since the most recent Interest Payment Date on September 15, 2012. The Company expects to hold an earnings call and file its annual report on Form 10-K on or about February 22, 2013.

Owners of beneficial interests in the Notes are reminded that they must exercise any rights in respect of their interests, including the right to convert their interests into shares of the Company's common stock, in accordance with the procedures and practices of the Depository Trust Company ("DTC"). **DTC deadlines may be earlier than the deadlines for holders described herein and in paragraph 9 of the Notes.**

Holders also have the right to require the Company to purchase the Notes until 5:00 p.m., New York City time, on March 8, 2013 (the "Put Right"), as described in the Company Notice dated February 13, 2013 (the "Company Notice"). As a consequence of the redemption of all the outstanding Notes by the Company on March 15, 2013, as described herein, a holder that does not exercise the Put Right will receive the same amount in cash that such holder would have been entitled to receive if it had elected to exercise its Put Right. In addition, a holder that exercises the Put Right will lose the ability to convert its Notes unless it first withdraws its exercise of the Put Right in accordance with the procedures described in the Company Notice. **ACCORDINGLY, A HOLDER THAT EXERCISES THE PUT RIGHT (A) WILL RECEIVE NO MORE CONSIDERATION THAN IT WOULD HAVE RECEIVED IF IT HAD LET THE NOTES BE REDEEMED AND (B) WILL LOSE CERTAIN CONVERSION RIGHTS.**

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:

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, 1st Floor East
New York, NY 10286

By Express Delivery Only

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 Internal Revenue Service 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 13, 2013

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 holders. 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

**Interpublic Announces Redemption of 4.75% Convertible
Senior Notes Due 2023**

New York, NY – February 13, 2013 – The Interpublic Group of Companies, Inc. (NYSE: IPG) today announced that it is exercising its option to redeem all 4.75% Convertible Senior Notes due 2023 (the “Notes”) (CUSIP Numbers 460690 BD1 and 460690 BE9), of which an aggregate principal amount of \$200.0 million is outstanding. The redemption date will be March 15, 2013. As had been announced previously, IPG plans to apply a portion of the proceeds of its debt issued in November 2012 towards the redemption price.

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.

As a result of Interpublic’s exercise of its redemption option, holders of the Notes may convert their Notes into shares of Interpublic common stock at any time at a conversion rate of 84.3402 common shares per \$1,000 principal amount of Notes through March 14, 2013. All holders wishing to convert notes must comply with the procedures of The Depository Trust Company (DTC), including with respect to deadlines. A holder that elects to convert into shares of Interpublic common stock will not receive any accrued interest since the most recent interest payment date on September 15, 2012. The Notes are convertible into approximately 16.9 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.

[Interpublic Group](#) 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

Interpublic is scheduled to announce full year and fourth quarter 2012 results on February 22, 2013.

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About Interpublic

Interpublic is one of the world's leading organizations of advertising agencies and marketing services companies. Major global brands include Drafftcb, FutureBrand, GolinHarris International, Huge, Initiative, Jack Morton Worldwide, Lowe and Partners, MAGNAGLOBAL, McCann, Momentum, MRM Worldwide, Octagon, R/GA, UM and Weber Shandwick. Leading domestic brands include Campbell Ewald; Campbell Mithun; Carmichael Lynch; Deutsch, a Lowe and Partners Company; Gotham Inc.; Hill Holliday; ID Media; Mullen and The Martin Agency. For more information, please visit www.interpublic.com.

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Cautionary Statement

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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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