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): April 26, 2019

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.)

909 Third Avenue, New York, New York	10022
(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 2.02. Results of Operations and Financial Condition.

On April 26, 2019, The Interpublic Group of Companies, Inc. (i) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing its results for the first quarter of 2019, (ii) held a conference call to discuss the foregoing results and (iii) posted an investor presentation, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein, on its website in connection with the conference call.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1: Press release dated April 26, 2019 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated April 26, 2019 (furnished pursuant to Item 2.02)

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: April 26, 2019	By: *<u>/s/ Andrew Bonzani</u>*
	Name: Andrew Bonzani
	Title: Executive Vice President, General Counsel and Secretary

FOR IMMEDIATE RELEASE **New York, NY (April 26, 2019)**

Interpublic Announces First Quarter 2019 Results

- ***First quarter net revenue increase of 13.0%, with strong organic net revenue growth of 6.4%***
- ***In seasonally small first quarter, net loss was $9.5 million, compared to net loss of $16.1 million in 2018, and adjusted EBITA[1] was $103.6 million compared to $44.1 million in 2018***
- ***Diluted loss per share of $0.02, and earnings per diluted share of $0.11 as adjusted compared to earnings of $0.04 as adjusted in 2018***
- ***Management confirms that the company is on track to achieve its full-year organic net revenue growth target of 2.0% to 3.0% and adjusted EBITA margin expansion of 40 to 50 basis points***

Summary

Revenue

- Net revenue of $2.00 billion in the first quarter of 2019 increased 13.0% compared with the same period in 2018. During the quarter, the organic net revenue increase (which excludes results from Acxiom) was 6.4%, while the effect of foreign currency translation was negative 2.8%, and the impact of net acquisitions was positive 9.4%. Total revenue of $2.36 billion in the first quarter of 2019 increased 8.9% compared with the same period in 2018.

Operating Results

- Operating income in the first quarter of 2019 was $50.2 million, compared to $38.8 million in 2018. For the first quarter of 2019, operating margin on net revenue was 2.5%, compared to 2.2% in 2018.
- Adjusted EBITA[1] excluding $31.8 million of restructuring charges was $103.6 million in the first quarter of 2019 compared to $44.1 million in 2018. For the first quarter of 2019, adjusted EBITA margin on net revenue was 5.2%, compared to 2.5% in 2018.

Net Results

- Income tax provision in the first quarter of 2019 was $10.5 million on income before income taxes of $1.3 million.
- First quarter 2019 net loss available to IPG common stockholders was $8.0 million, resulting in loss of $0.02 per basic and diluted share, and earnings of $0.11 per diluted share as adjusted for after-tax amortization of acquired intangibles of $17.4 million, after-tax

restructuring charges of $24.2 million, and after-tax loss of $8.6 million on the sales of businesses. This compares to adjusted earnings of $0.04 per basic and diluted share a year ago. Refer to reconciliations in the back for more detail.

"We continue to be pleased with our strong organic growth in the U.S. and in all international regions. Our results were driven by strong top- and bottom-line performance in media, as well as growth from our global creative networks, public relations and digital offerings. While Q1 is our smallest seasonal quarter, our results continue to demonstrate the many strengths of our company and underscore the successful evolution of our offerings amid significant change in the environment in which we operate. With Acxiom, we have also significantly strengthened our position as it relates to helping clients succeed in a world where data-driven marketing solutions are core to brands' success," said Michael I. Roth, Interpublic's Chairman and CEO.

"We remain on track to deliver on our targets of organic growth of 2.0% to 3.0% and 40 to 50 basis points of improvement to our adjusted EBITA margin for the full year. This takes into account the impact certain losses that took place in late 2018 will have over the remainder of this year. Our operating performance, combined with our commitment to deleverage our balance sheet and our strong history of capital return programs, including dividend increases, means we remain well positioned to further enhance shareholder value," concluded Michael Roth.

Operating Results

Revenue

Net revenue of $2.00 billion in the first quarter of 2019 increased 13.0% compared with the same period in 2018. During the quarter, the effect of foreign currency translation was negative 2.8%, the impact of net acquisitions was positive 9.4%, and the resulting organic net revenue increase (which excludes results from Acxiom) was 6.4%. This was comprised of an organic net increase of 5.7% in the U.S. and 7.7% internationally, attributable to a combination of net client wins and net higher spending from existing clients. Total revenue of $2.36 billion in the first quarter of 2019 increased 8.9% compared with the same period in 2018.

Operating Expenses

For the first quarter of 2019, operating expenses increased compared to the same periods in 2018 primarily due to the inclusion of Acxiom.

During the first quarter of 2019, salaries and related expenses were $1.42 billion, an increase of 6.8% compared to the same period in 2018.

Staff cost ratio, which is total salaries and related expenses as a percentage of net revenue, was 70.9% in the first quarter of 2019 compared to 75.0% in the same period in 2018, and benefited from the inclusion of Acxiom which had a lower ratio of salaries and related expenses as a percentage of its net revenue.

During the first quarter of 2019, office and other direct expenses were $389.2 million, an increase of 20.2% compared to the same period in 2018.

Office and other direct expenses were 19.4% of net revenue in the first quarter of 2019 compared to 18.3%, primarily due to the inclusion of Acxiom which has a higher ratio of office and other direct expenses as a percentage of its net revenue, mainly driven by client service costs.

During the first quarter of 2019, selling, general and administrative expenses were $41.4 million, an increase of 17.9% compared to the same period in 2018 primarily due to higher incentive expense.

Selling, general and administrative expenses were 2.1% of net revenue in the first quarter of 2019 compared to 2.0% a year ago.

During the first quarter of 2019, depreciation and amortization was $71.1 million, an increase of 54.6% compared to the same period in 2018, primarily driven by increased amortization of acquired intangibles related to the acquisition of Acxiom.

Depreciation and amortization as a percentage of net revenue increased to 3.5% in the first quarter of 2019 from 2.6% in the prior-year period.

During the first quarter of 2019, restructuring charges were $31.8 million due to the implementation of a cost initiative to better align our cost structure with our revenue primarily related to client losses occurring in 2018.

Non-Operating Results and Tax

In the first quarter of 2019, net interest expense was $42.0 million, an increase of $26.1 million compared to the same period in 2018 primarily attributable to the issuance of long-term debt in 2018 in order to finance the Acxiom acquisition.

The income tax provision in the first quarter of 2019 was $10.5 million on income before income taxes of $1.3 million, compared to a provision of $12.7 million on loss before income taxes of $1.5 million in the same period in 2018.

Balance Sheet

At March 31, 2019, cash and cash equivalents totaled $630.5 million, compared to $673.4 million at December 31, 2018 and $597.3 at March 31, 2018. Total debt was $3.94 billion at March 31, 2019, compared to $3.73 billion at December 31, 2018.

Common Stock Dividend

During the first quarter of 2019, the company declared and paid a common stock cash dividend of $0.235 per share, for a total of $90.6 million.

For more information concerning the company's financial results, please refer to the accompanying slide presentation available on our website, www.interpublic.com.

[1] Adjusted EBITA is earnings before net interest, net other expense, provision for income taxes, and amortization of acquired intangibles, and adjusted to exclude restructuring charges. See reconciliation tables in back for further detail.

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About Interpublic

Interpublic is values-based, data-fueled, and creatively-driven. Major global brands include Acxiom, Craft, FCB (Foote, Cone & Belding), FutureBrand, Golin, Huge, Initiative, Jack Morton, MAGNA, McCann, Momentum, MRM//McCann, MullenLowe Group, Octagon, R/GA, UM and Weber Shandwick. Other leading brands include Avrett Free Ginsberg, Campbell Ewald, Carmichael Lynch, Deutsch, Hill Holliday, ID Media and The Martin Agency. For more information, please visit www.interpublic.com.

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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, and our other filings with the Securities and Exchange Commission ("SEC"). 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;
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world; and
- failure to realize the anticipated benefits on the acquisition of the Acxiom business.

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 our other SEC filings.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
FIRST QUARTER REPORT 2019 AND 2018
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31,		
	2019	2018	Fav. (Unfav.) % Variance
Revenue:			
Net Revenue	$ 2,004.8	$ 1,774.0	13.0 %
Billable Expenses	356.4	395.1	(9.8)%
Total Revenue	2,361.2	2,169.1	8.9 %
Operating Expenses:			
Salaries and Related Expenses	1,421.1	1,330.3	(6.8)%
Office and Other Direct Expenses	389.2	323.8	(20.2)%
Billable Expenses	356.4	395.1	9.8 %
Cost of Services	2,166.7	2,049.2	(5.7)%
Selling, General and Administrative Expenses	41.4	35.1	(17.9)%
Depreciation and Amortization	71.1	46.0	(54.6)%
Restructuring Charges	31.8	—	N/A
Total Operating Expenses	2,311.0	2,130.3	(8.5)%
Operating Income	50.2	38.8	29.4 %
Operating Margin on Net Revenue %	2.5%	2.2%	
Operating Margin on Total Revenue %	2.1%	1.8%	
Expenses and Other Income:			
Interest Expense	(49.8)	(19.9)	
Interest Income	7.8	4.0	
Other Expense, Net	(6.9)	(24.4)	
Total (Expenses) and Other Income	(48.9)	(40.3)	
Income (Loss) Before Income Taxes	1.3	(1.5)	
Provision for Income Taxes	10.5	12.7	
Loss of Consolidated Companies	(9.2)	(14.2)	
Equity in Net Loss of Unconsolidated Affiliates	(0.3)	(1.9)	
Net Loss	(9.5)	(16.1)	
Net Loss Attributable to Noncontrolling Interests	1.5	2.0	
Net Loss Available to IPG Common Stockholders	$ (8.0)	$ (14.1)	
Loss Per Share Available to IPG Common Stockholders:			
Basic	$ (0.02)	$ (0.04)	
Diluted	$ (0.02)	$ (0.04)	
Weighted-Average Number of Common Shares Outstanding:			
Basic	384.5	383.4	
Diluted	384.5	383.4	
Dividends Declared Per Common Share	$ 0.235	$ 0.210	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
RECONCILIATION OF ADJUSTED RESULTS
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31, 2019				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges	Net Losses on Sales of Businesses [1]	Adjusted Results
Net Revenue	$ 2,004.8				$ 2,004.8
Billable Expenses	356.4				356.4
Total Revenue	2,361.2				2,361.2
Cost of Services	2,166.7				2,166.7
Selling, General and Administrative Expenses	41.4				41.4
Depreciation and Amortization	71.1	$ 21.6			49.5
Restructuring Charges	31.8		$ 31.8		—
Total Operating Expense	2,311.0	21.6	31.8		2,257.6
Operating Income	50.2	(21.6)	(31.8)		103.6
Operating Margin on Net Revenue %	*2.5%*				*5.2%*
Interest Expense, Net	(42.0)				(42.0)
Other Expense, Net	(6.9)			$ (8.6)	1.7
Total (Expenses) and Other Income	(48.9)			(8.6)	(40.3)
Income Before Income Taxes	1.3	(21.6)	(31.8)	(8.6)	63.3
Provision for Income Taxes	10.5	4.2	7.6	—	22.3
Equity in Net Loss of Unconsolidated Affiliates	(0.3)				(0.3)
Net Loss Attributable to Noncontrolling Interests	1.5				1.5
Net (Loss) Income Available to IPG Common Stockholders	$ (8.0)	$ (17.4)	$ (24.2)	$ (8.6)	$ 42.2
Weighted-Average Number of Common Shares Outstanding - Basic	384.5				384.5
Dilutive effect of stock options and restricted shares	N/A				4.4
Weighted-Average Number of Common Shares Outstanding - Diluted	384.5				388.9
(Loss) Earnings per Share Available to IPG Common Stockholders:					
Basic	$ (0.02)	$ (0.05)	$ (0.06)	$ (0.02)	$ 0.11
Diluted	$ (0.02)	$ (0.05)	$ (0.06)	$ (0.02)	$ 0.11

[1] Includes losses on complete dispositions of businesses and the classification of certain assets as held for sale.

Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
RECONCILIATION OF ADJUSTED RESULTS
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31, 2018			
	As Reported	Amortization of Acquired Intangibles	Net Losses on Sales of Businesses [1]	Adjusted Results
Net Revenue	$ 1,774.0			$ 1,774.0
Billable Expenses	395.1			395.1
Total Revenue	2,169.1			2,169.1
Cost of Services	2,049.2			2,049.2
Selling, General, and Administrative Expenses	35.1			35.1
Depreciation and Amortization	46.0	$ 5.3		40.7
Total Operating Expense	2,130.3	5.3		2,125.0
Operating Income	38.8	(5.3)		44.1
Operating Margin on Net Revenue %	*2.2%*			*2.5%*
Interest Expense, Net	(15.9)			(15.9)
Other Expense, Net	(24.4)		$ (24.4)	—
Total (Expenses) and Other Income	(40.3)		(24.4)	(15.9)
(Loss) Income Before Income Taxes	(1.5)	(5.3)	(24.4)	28.2
Provision for Income Taxes	12.7	0.2	0.4	13.3
Equity in Net Loss of Unconsolidated Affiliates	(1.9)			(1.9)
Net Loss Attributable to Noncontrolling Interests	2.0			2.0
Net (Loss) Income Available to IPG Common Stockholders	$ (14.1)	$ (5.1)	$ (24.0)	$ 15.0
Weighted-Average Number of Common Shares Outstanding - Basic	383.4			383.4
Dilutive effect of stock options and restricted shares	N/A			5.2
Weighted-Average Number of Common Shares Outstanding - Diluted	383.4			388.6
(Loss) Earnings per Share Available to IPG Common Stockholders:				
Basic	$ (0.04)	$ (0.01)	$ (0.06)	$ 0.04
Diluted	$ (0.04)	$ (0.01)	$ (0.06)	$ 0.04

[1] Includes losses on complete dispositions of businesses and the classification of certain assets as held for sale.

Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
RECONCILIATION OF ADJUSTED RESULTS - ADJUSTED EBITA
(Amounts in Millions)
(UNAUDITED)

	Three Months Ended March 31,	
	2019	**2018**
Net Revenue	**$ 2,004.8**	**$ 1,774.0**
EBITA Reconciliation:		
Net Loss Available to IPG Common Stockholders	**$ (8.0)**	**$ (14.1)**
Add Back:		
Provision for Income Taxes	10.5	12.7
Subtract:		
Total (Expenses) and Other Income	(48.9)	(40.3)
Equity in Net Loss of Unconsolidated Affiliates	(0.3)	(1.9)
Net Loss Attributable to Noncontrolling Interests	1.5	2.0
Operating Income	**50.2**	**38.8**
Add Back:		
Amortization of Acquired Intangibles	21.6	5.3
EBITA	**71.8**	**44.1**
Restructuring Charges	31.8	—
Adjusted EBITA	**$ 103.6**	**$ 44.1**
Adjusted EBITA Margin on Net Revenue %	***5.2%***	***2.5%***

Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

FIRST QUARTER 2019
EARNINGS CONFERENCE CALL

Interpublic Group

April 26, 2019

Overview - First Quarter 2019

- Net revenue growth was 13.0%, and organic growth of net revenue was 6.4%
  - U.S. organic growth was 5.7%
  - International organic growth was 7.7%
- Operating income was $50.2 million, and adjusted EBITA was $103.6 million this year compared with $44.1 million a year ago
- Adjusted EBITA margin was 5.2% compared with 2.5% a year ago
- Diluted EPS was $(0.02), and was $0.11 as adjusted compared with $0.04 a year ago

"Organic growth" refers exclusively to the organic change of net revenue. Adjusted EBITA is operating income adjusted for amortization of acquired intangibles and restructuring charges. Adjusted diluted EPS is adjusted for amortization of acquired intangibles, restructuring charges, and sales of businesses. See reconciliation of organic net revenue change on page 14 and adjusted non-GAAP reconciliations on pages 15-17.

Operating Performance

(Amounts in Millions, except per share amounts)

		Three Months Ended March 31,		
		2019		2018
Net Revenue	$	2,004.8	$	1,774.0
Billable Expenses		356.4		395.1
Total Revenue		2,361.2		2,169.1
Salaries and Related Expenses		1,421.1		1,330.3
Office and Other Direct Expenses		389.2		323.8
Billable Expenses		356.4		395.1
Cost of Services		2,166.7		2,049.2
Selling, General and Administrative Expenses		41.4		35.1
Depreciation and Amortization		71.1		46.0
Restructuring Charges		31.8		0.0
Operating Income		50.2		38.8
Interest Expense, net		(42.0)		(15.9)
Other Expense, net		(6.9)		(24.4)
Income (Loss) Before Income Taxes		1.3		(1.5)
Provision for Income Taxes		10.5		12.7
Equity in Net Loss of Unconsolidated Affiliates		(0.3)		(1.9)
Net Loss		(9.5)		(16.1)
Net Loss Attributable to Noncontrolling Interests		1.5		2.0
Net Loss Available to IPG Common Stockholders	$	(8.0)	$	(14.1)
Loss per Share Available to IPG Common Stockholders - Basic	$	(0.02)	$	(0.04)
Loss per Share Available to IPG Common Stockholders - Diluted	$	(0.02)	$	(0.04)
Weighted-Average Number of Common Shares Outstanding - Basic		384.5		383.4
Weighted-Average Number of Common Shares Outstanding - Diluted		384.5		383.4
Dividends Declared per Common Share	$	0.235	$	0.210

Net Revenue

($ in Millions)

	Three Months Ended	
	$	% Change
March 31, 2018	**$ 1,774.0**	
Total change	230.8	13.0%
Foreign currency	(49.4)	(2.8%)
Net acquisitions/(divestitures)	165.8	9.4%
Organic	**114.4**	**6.4%**
March 31, 2019	**$ 2,004.8**	

	Three Months Ended March 31,			
			Change	
	2019	**2018**	**Organic**	**Total**
IAN	$ 1,711.2	$ 1,481.3	7.4%	15.5%
CMG	$ 293.6	$ 292.7	1.9%	0.3%

 See reconciliation of segment organic net revenue change on page 14.

Geographic Net Revenue Change

	Three months ended March 31, 2019	
	Organic	**Total**
United States	5.7%	20.3%
International	7.7%	1.3%
United Kingdom	5.7%	4.2%
Continental Europe	7.6%	(1.2%)
Asia Pacific	4.5%	(0.4%)
Latin America	23.8%	8.7%
All Other Markets	5.2%	(1.4%)
Worldwide	**6.4%**	**13.0%**

"All Other Markets" includes Canada, Africa and the Middle East.

 See reconciliation of organic net revenue change on page 14.

Operating Expenses

($ in Millions)

	Three Months Ended March 31,		
	2019	2018	% Increase
Salaries & Related	$ 1,421.1	$ 1,330.3	6.8%
% of Net Revenue	*70.9%*	*75.0%*	
Office & Other Direct	389.2	323.8	20.2%
% of Net Revenue	*19.4%*	*18.3%*	
Selling, General & Administrative	41.4	35.1	17.9%
% of Net Revenue	*2.1%*	*2.0%*	
Depreciation [1]	49.5	40.7	21.6%
% of Net Revenue	*2.5%*	*2.3%*	
Amortization of Acquired Intangibles [1]	21.6	5.3	307.5%
% of Net Revenue	*1.1%*	*0.3%*	
Restructuring	31.8	0.0	N/A
% of Net Revenue	*1.6%*	*N/A*	

[1] Includes $10.1 of Depreciation and $16.7 of Amortization in Q1 2019 from Acxiom.

Adjusted Diluted Earnings Per Share

(Amounts in Millions,
except per share amounts)

	Three Months Ended March 31, 2019				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges	Net Losses on Sales of Businesses	Adjusted Results
Operating Income and Adjusted EBITA	$ 50.2	$ (21.6)	$ (31.8)		$ 103.6
Total (Expenses) and Other Income	(48.9)			$ (8.6)	(40.3)
Income Before Income Taxes	1.3	(21.6)	(31.8)	(8.6)	63.3
Provision for Income Taxes	10.5	4.2	7.6	0.0	22.3
Equity in Net Loss of Unconsolidated Affiliates	(0.3)				(0.3)
Net Loss Attributable to Noncontrolling Interests	1.5				1.5
Diluted EPS Components:					
Net (Loss) Income Available to IPG Common Stockholders	$ (8.0)	$ (17.4)	$ (24.2)	$ (8.6)	$ 42.2
Weighted-Average Number of Common Shares Outstanding	384.5				388.9
(Loss) Earnings per Share Available to IPG Common Stockholders:	$ (0.02)	$ (0.05)	$ (0.06)	$ (0.02)	$ 0.11

 See full reconciliation of adjusted non-GAAP diluted earnings per share on page 15.

Cash Flow

($ in Millions)

	Three Months Ended March 31, 2019	2018
NET LOSS	$ (9.5)	$ (16.1)
OPERATING ACTIVITIES		
Depreciation & amortization	101.6	77.4
Deferred taxes	(31.0)	(20.8)
Net losses on sales of businesses	8.6	24.4
Other non-cash items	16.5	8.9
Change in working capital, net	(165.8)	(775.0)
Operating lease right-of-use assets	70.0	0.0
Non-current operating lease liabilities	(62.4)	0.0
Change in other non-current assets & liabilities	(21.5)	(28.7)
Net cash used in Operating Activities	**(93.5)**	**(729.9)**
INVESTING ACTIVITIES		
Capital expenditures	(32.8)	(22.8)
Acquisitions, net of cash acquired	0.0	(0.2)
Other investing activities	2.1	(0.1)
Net cash used in Investing Activities	**(30.7)**	**(23.1)**
FINANCING ACTIVITIES		
Net increase in short-term borrowings	201.0	718.8
Exercise of stock options	0.6	6.9
Repurchases of common stock	0.0	(54.9)
Common stock dividends	(90.6)	(80.8)
Tax payments for employee shares withheld	(21.2)	(26.3)
Distributions to noncontrolling interests	(2.5)	(3.9)
Other financing activities	(0.6)	(1.6)
Net cash provided by Financing Activities	**86.7**	**558.2**
Currency effect	(6.4)	(2.9)
Net decrease in cash, cash equivalents and restricted cash	**$ (43.9)**	**$ (197.7)**

Balance Sheet – Current Portion

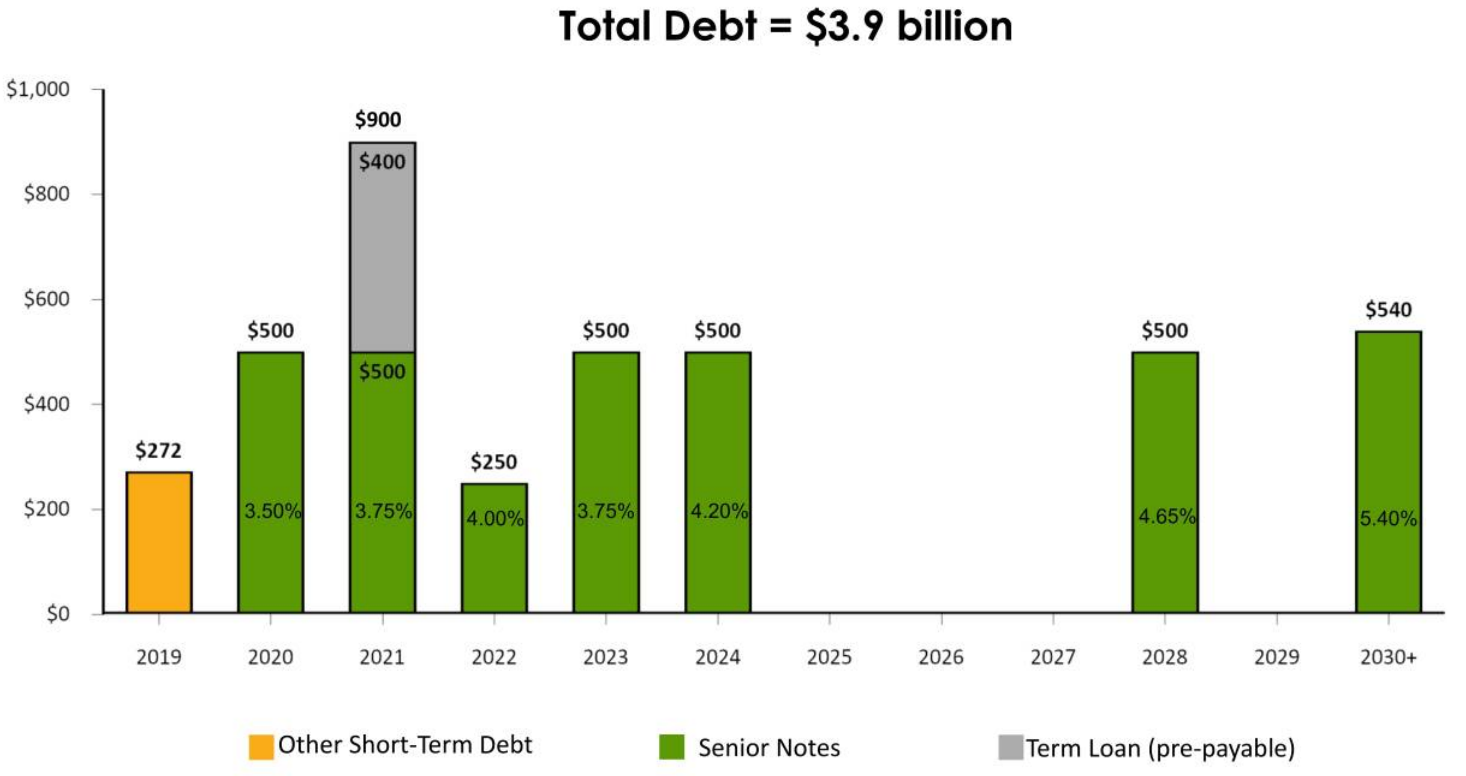
($ in Millions)

	March 31, 2019	December 31, 2018	March 31, 2018
CURRENT ASSETS:			
Cash and cash equivalents	$ 630.5	$ 673.4	$ 597.3
Accounts receivable, net	4,027.5	5,126.6	3,942.5
Accounts receivable, billable to clients	2,077.4	1,900.6	1,981.1
Assets held for sale	19.7	5.7	12.0
Other current assets	491.9	476.6	430.6
Total current assets	**$ 7,247.0**	**$ 8,182.9**	**$ 6,963.5**
CURRENT LIABILITIES:			
Accounts payable	$ 5,733.7	$ 6,698.1	$ 5,467.1
Accrued liabilities	663.6	806.9	528.1
Contract liabilities	575.9	533.9	507.5
Short-term borrowings	272.4	73.7	799.4
Current portion of long-term debt	0.1	0.1	2.1
Liabilities held for sale	22.4	11.2	18.3
Current portion of operating leases (1)	263.0	0.0	0.0
Total current liabilities	**$ 7,531.1**	**$ 8,123.9**	**$ 7,322.5**

(1) Increase from prior periods is due to adoption of new lease accounting standard.

Debt Maturity Schedule

($ in Millions)



Senior Notes shown at face value on March 31, 2019

Summary

- Foundation for sustained value creation in top talent, strong agency brands and key strategic initiatives
    - Quality of our agency offerings
    - Integrated digital and digital specialists
    - "Open architecture" solutions
    - Data management at scale

- Effective expense management an ongoing priority

- Continued focus on growth and margin improvement

- Financial strength an ongoing source of value creation

Interpublic Group

Appendix

Depreciation and Amortization

($ in Millions)

	2019								
		Q1		Q2		Q3		Q4	YTD 2019
Depreciation [1]	$	49.5						$	49.
Amortization of acquired intangibles [1]		21.6							21.
Amortization of restricted stock and other non-cash compensation		28.2							28.
Net amortization of bond discounts and deferred financing costs		2.3							2.

	2018								
		Q1		Q2		Q3		Q4	FY 2018
Depreciation	$	40.7	$	38.8	$	38.9	$	46.9	$ 165.
Amortization of acquired intangibles		5.3		5.2		5.1		22.0	37.
Amortization of restricted stock and other non-cash compensation		30.0		16.0		13.7		22.5	82.
Net amortization of bond discounts and deferred financing costs		1.4		1.3		1.5		2.3	6.

[1] Includes $10.1 of Depreciation and $16.7 of Amortization of acquired intangibles in Q1 2019 from Acxiom.

Reconciliation of Organic Net Revenue

($ in Millions)

	Three Months Ended March 31, 2018	Components of Change: Foreign Currency	Components of Change: Net Acquisitions / (Divestitures)	Components of Change: Organic	Three Months Ended March 31, 2019	Change: Organic	Change: Total
Segment							
IAN	$ 1,481.3	$ (43.1)	$ 164.1	$ 108.9	$ 1,711.2	7.4%	15.5%
CMG	292.7	(6.3)	1.7	5.5	293.6	1.9%	0.3%
Total	**$ 1,774.0**	**$ (49.4)**	**$ 165.8**	**$ 114.4**	**$ 2,004.8**	**6.4%**	**13.0%**
Geographic							
United States	**$ 1,092.3**	**$ 0.0**	**$ 160.0**	**$ 61.8**	**$ 1,314.1**	**5.7%**	**20.3%**
International	**681.7**	**(49.4)**	**5.8**	**52.6**	**690.7**	**7.7%**	**1.3%**
United Kingdom	163.5	(10.5)	7.9	9.4	170.3	5.7%	4.2%
Continental Europe	158.7	(12.7)	(1.2)	12.0	156.8	7.6%	(1.2%)
Asia Pacific	178.8	(9.8)	1.0	8.0	178.0	4.5%	(0.4%)
Latin America	73.9	(10.8)	(0.4)	17.6	80.3	23.8%	8.7%
All Other Markets	106.8	(5.6)	(1.5)	5.6	105.3	5.2%	(1.4%)
Worldwide	**$ 1,774.0**	**$ (49.4)**	**$ 165.8**	**$ 114.4**	**$ 2,004.8**	**6.4%**	**13.0%**

Reconciliation of Adjusted Results [1]

(Amounts in Millions, except per share amounts)

	Three Months Ended March 31, 2019				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges	Net Losses on Sales of Businesses	Adjus Resu
Operating Income and Adjusted EBITA	$ 50.2	$ (21.6)	$ (31.8)		$
Total (Expenses) and Other Income	(48.9)			$ (8.6)	
Income Before Income Taxes	1.3	(21.6)	(31.8)	(8.6)	
Provision for Income Taxes	10.5	4.2	7.6	0.0	
Equity in Net Loss of Unconsolidated Affiliates	(0.3)				
Net Loss Attributable to Noncontrolling Interests	1.5				
Net (Loss) Income Available to IPG Common Stockholders	$ (8.0)	$ (17.4)	$ (24.2)	$ (8.6)	$
Weighted-Average Number of Common Shares Outstanding - Basic	384.5				
Dilutive effect of stock options and restricted shares	N/A				
Weighted-Average Number of Common Shares Outstanding - Diluted	384.5				
(Loss) Earnings per Share Available to IPG Common Stockholders:					
Basic	$ (0.02)	$ (0.05)	$ (0.06)	$ (0.02)	$
Diluted	$ (0.02)	$ (0.05)	$ (0.06)	$ (0.02)	$

[1] The following table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

Reconciliation of Adjusted Results (1)

(Amounts in Millions,
except per share amounts)

	Three Months Ended March 31, 2018			
	As Reported	Amortization of Acquired Intangibles	Net Losses on Sales of Businesses	Adjusted Results
Operating Income and Adjusted EBITA	$ 38.8	$ (5.3)		$ 44.1
Total (Expenses) and Other Income	(40.3)		$ (24.4)	(15.9)
(Loss) Income Before Income Taxes	(1.5)	(5.3)	(24.4)	28.2
Provision for Income Taxes	12.7	0.2	0.4	13.3
Equity in Net Loss of Unconsolidated Affiliates	(1.9)			(1.9)
Net Loss Attributable to Noncontrolling Interests	2.0			2.0
Net (Loss) Income Available to IPG Common Stockholders	$ (14.1)	$ (5.1)	$ (24.0)	$ 15.0
Weighted-Average Number of Common Shares Outstanding - Basic	383.4			383.4
Dilutive effect of stock options and restricted shares	N/A			5.2
Weighted-Average Number of Common Shares Outstanding - Diluted	383.4			388.6
(Loss) Earnings Per Share Available to IPG Common Stockholders:				
Basic	$ (0.04)	$ (0.01)	$ (0.06)	$ 0.04
Diluted	$ (0.04)	$ (0.01)	$ (0.06)	$ 0.04

(1) The following table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

Adjusted EBITA Reconciliation [1]

(Amounts in Millions, except per share amounts)

	Three Months Ended March 31,	
	2019	2018
Net Revenue	**$ 2,004.8**	**$ 1,774.0**
EBITA Reconciliation:		
Net Loss Available to IPG Common Stockholders	**$ (8.0)**	**$ (14.1)**
Add Back:		
Provision for Income Taxes	10.5	12.7
Subtract:		
Total (Expenses) and Other Income	(48.9)	(40.3)
Equity in Net Loss of Unconsolidated Affiliates	(0.3)	(1.9)
Net Loss Attributable to Noncontrolling Interests	1.5	2.0
Operating Income	**50.2**	**38.8**
Add Back:		
Amortization of Acquired Intangibles	21.6	5.3
EBITA	**71.8**	**44.1**
Restructuring Charges	31.8	0.0
Adjusted EBITA	**$ 103.6**	**$ 44.1**
Adjusted EBITA Margin on Net Revenue %	***5.2%***	***2.5%***

[1] The following table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

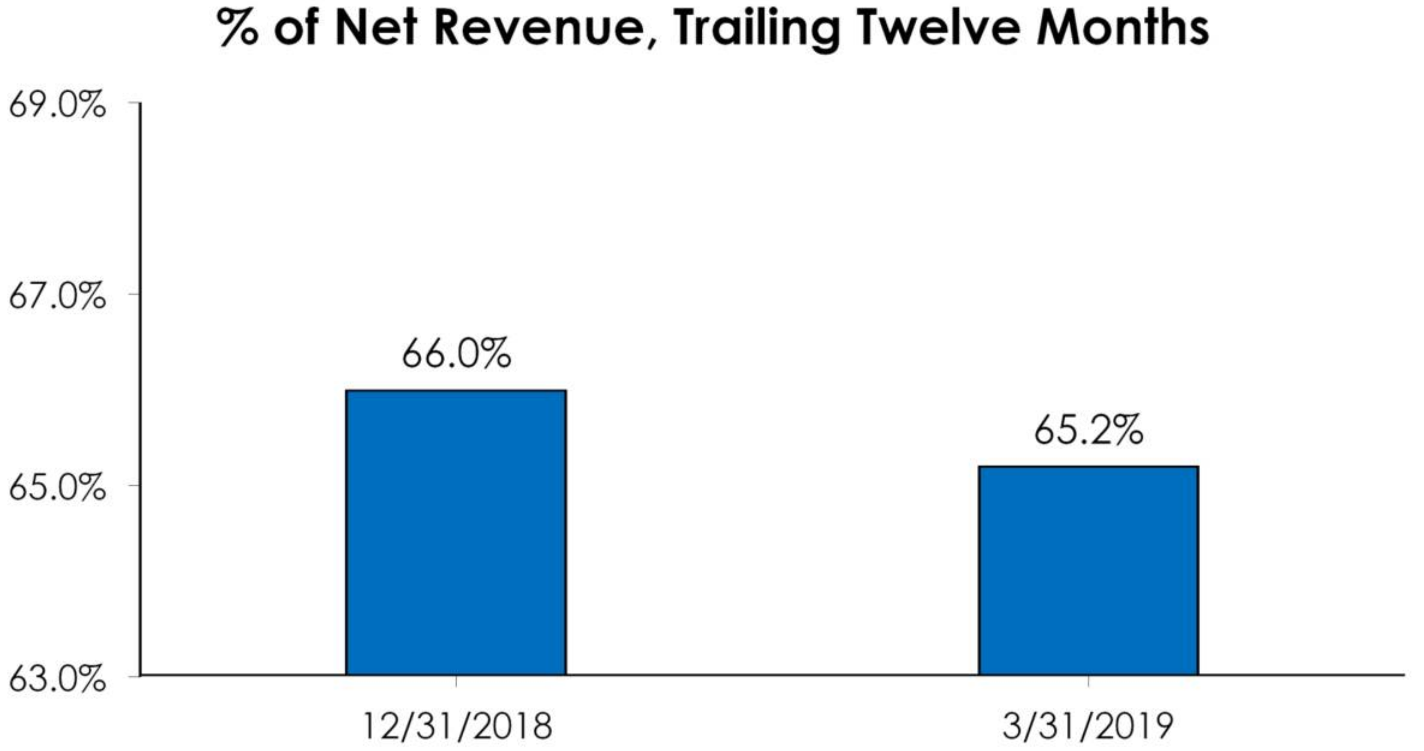
Interpublic Group

Metrics Update

Metrics Update

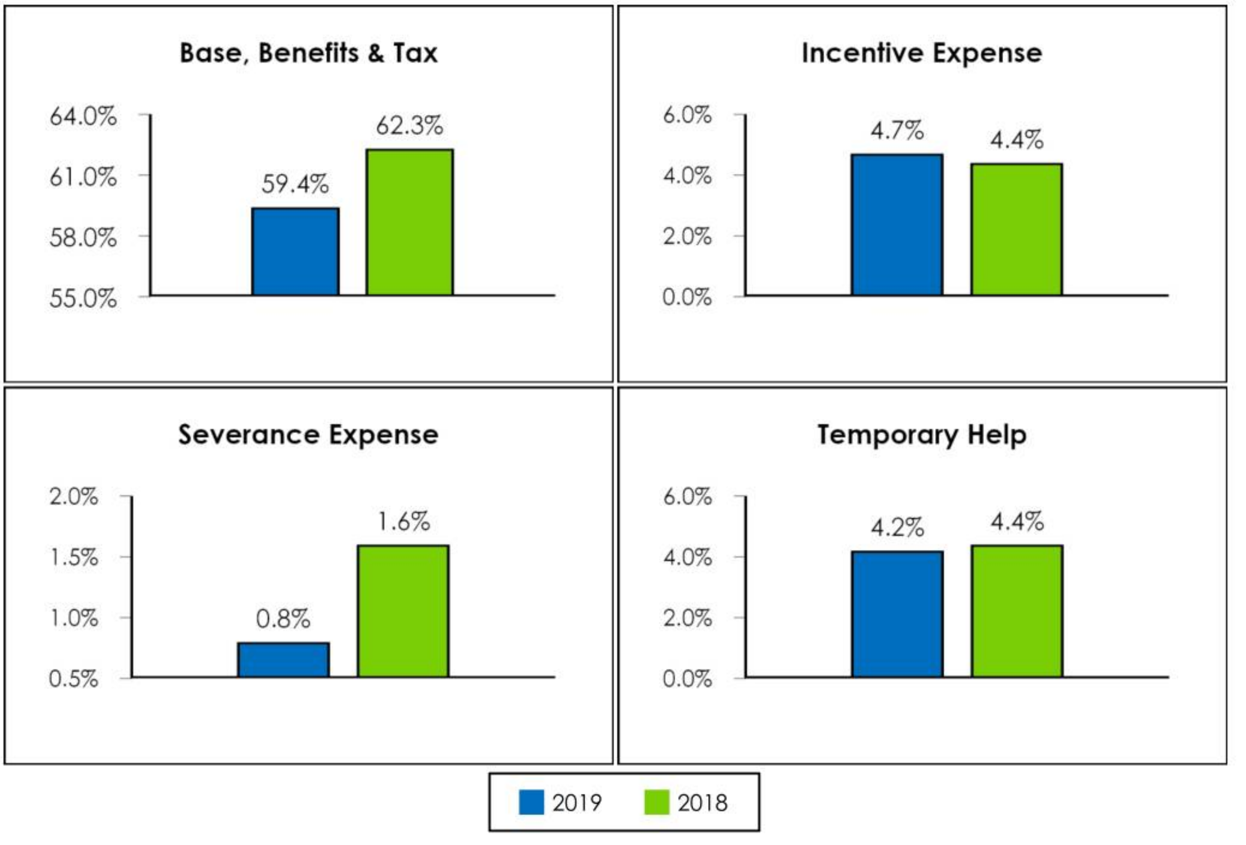
Category	Metric
SALARIES & RELATED	Trailing Twelve Months
(% of net revenue)	Base, Benefits & Tax
	Incentive Expense
	Severance Expense
	Temporary Help
OFFICE & OTHER DIRECT	Trailing Twelve Months
(% of net revenue)	Occupancy Expense
	All Other Office and Other Direct Expenses
FINANCIAL	Available Liquidity
	Credit Facility and Term Loan Covenants

Salaries & Related Expenses



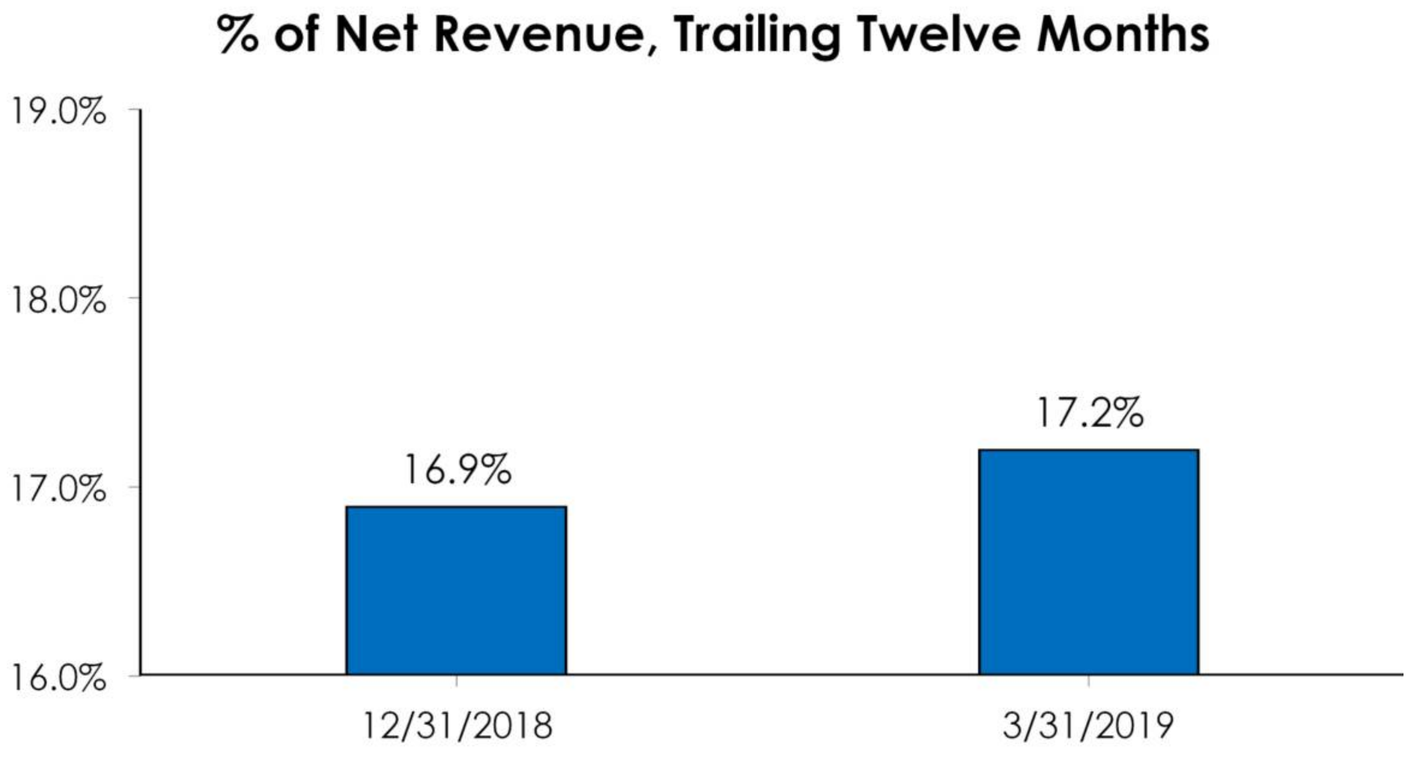
Salaries & Related Expenses (% of Net Revenue)

Three Months Ended March 31



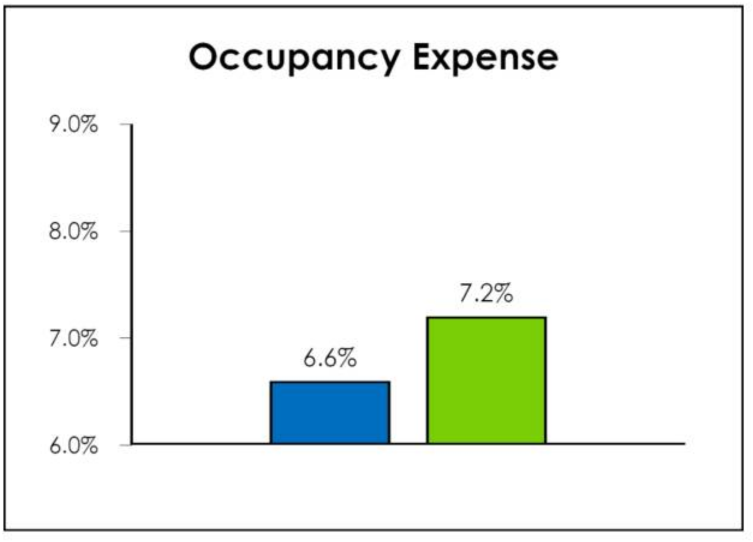
“All Other Salaries & Related,” not shown, was 1.8% and 2.3% for the three months ended March 31, 2019 and 2018, respectively.

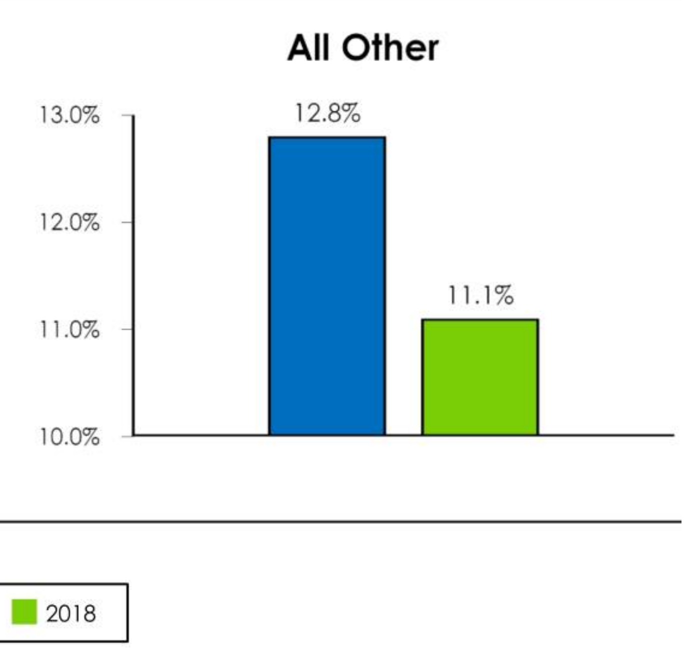
Office & Other Direct Expenses



Office & Other Direct Expenses (% of Net Revenue)

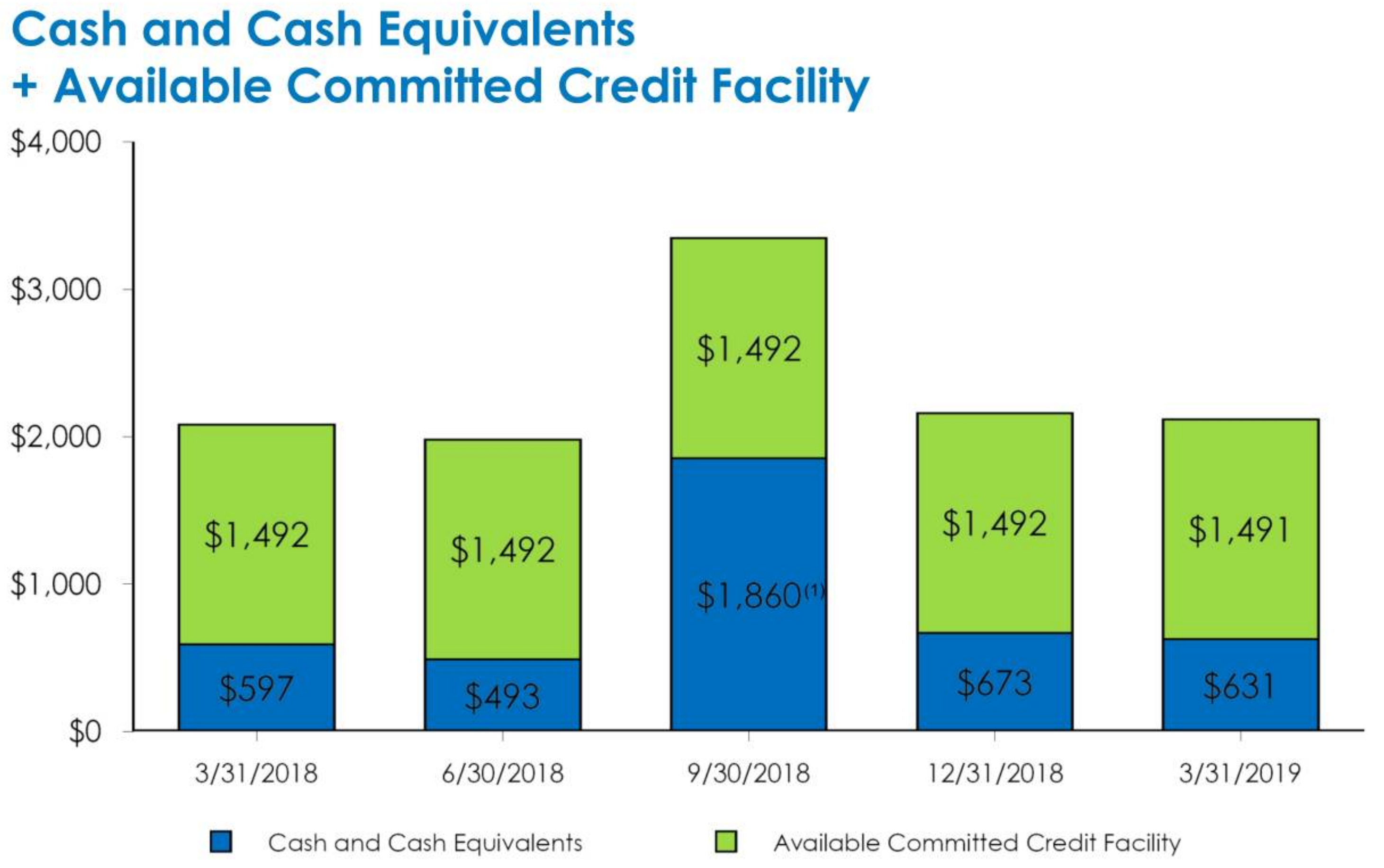
Three Months Ended March 31





"All Other" primarily includes client service costs, non-pass through production expenses, travel and entertainment, professional fees, spending to support new business activity, telecommunications, office supplies, bad debt expense, adjustments to contingent acquisition obligations, foreign currency losses (gains), long-lived asset impairments and other expenses

Available Liquidity
($ in Millions)



(1) Reflects cash on hand from the September 2018 debt issuance to finance the Acxiom transaction, which closed on October 1, 2018.

Credit Facility and Term Loan Covenants

($ in Millions)

Covenants	Last Twelve Months Ended March 31, 2019
I. **Interest Coverage Ratio (not less than):**	**5.00x**
Actual Interest Coverage Ratio:	**8.01x**
II. **Leverage Ratio (not greater than):**	**4.00x**
Actual Leverage Ratio:	**2.78x**

Interest Expense Reconciliation [(1)]	Last Twelve Months Ended March 31, 2019
Interest Expense:	**$203.2**
- Interest Income	**25.6**
- Other	**0.8**
Net Interest Expense:	**$176.8**

EBITDA Reconciliation [(1)]	Last Twelve Months Ended March 31, 2019
Operating Income:	**$1,083.4**
+ Depreciation and Amortization	**332.8**
EBITDA:	**$1,416.2**

(1) Calculated as defined in the Credit Facility and Term Loan agreements. As permitted, we have reflected the Acxiom Acquisition and the issuance of Senior Notes and the Term Loan on a pro forma basis as if the transactions had occurred as of the first day of the four quarters ended March 31, 2019. The unaudited pro forma financial information used is not indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of the period.

Cautionary Statement

This investor presentation contains forward-looking statements. Statements in this investor presentation that ar 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 change based on a number of factors, including those outlined in our most recent Annual Report on Form 10- under Item 1A, Risk Factors, and our other filings with the Securities and Exchange Commission ("SEC"). Forwar 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 cau 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 condition including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates;
- developments from changes in the regulatory and legal environment for advertising and marketin and communications services companies around the world; and
- failure to realize the anticipated benefits on the acquisition of the Acxiom business

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