

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): December 3, 2012

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))

**Item 8.01 Other Events.**

As a result of the cumulative effect of (1) the cash dividend on common stock declared by the Board of Directors of The Interpublic Group of Companies, Inc. (“IPG” or the “Company”) payable on December 17, 2012 to holders of record as of December 3, 2012, and (2) the common stock cash dividend paid on September 20, 2012, the number of shares of IPG common stock into which the Company's 4.75% Convertible Senior Notes due 2023 (the “4.75% Notes”) may be converted has been adjusted in accordance with the terms of the notes.

The applicable conversion rate for the 4.75% Notes has been adjusted as follows:

<u>Former Conversion Rate</u>	<u>New Conversion Rate</u>	<u>Former Total Conversion Shares</u>	<u>New Total Conversion Shares</u>
83.3669	84.3402	16,673,380	16,868,040

The conversion rate with respect to the 4.75% Notes is the number of IPG common shares into which each \$1,000 principal amount of notes may be converted, which as adjusted represents a conversion price of approximately \$11.86 per conversion share.

The conversion rate with respect to the Company's 5<sup>1</sup>/<sub>4</sub>% Series B Cumulative Convertible Perpetual Preferred Stock has not been adjusted since September 2012 because the applicable threshold before further adjustment is required has not been reached.

