

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Schedule TO/A

Amendment No. 2 to

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

THE INTERPUBLIC GROUP OF COMPANIES, INC. (Issuer)
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

5¼% Series B Cumulative Convertible Perpetual Preferred Stock
(Title of Class of Securities)

460690 407 and 460690 803
(CUSIP Number of Class of Securities)

Nicholas J. Camera, Esq.
Senior Vice President, General Counsel and Secretary
The Interpublic Group of Companies, Inc.
1114 Avenue of the Americas
New York, New York 10036
(212) 704-1200

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

David Lopez, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

CALCULATION OF FILING FEE

<u>Transaction Valuation *</u>	<u>Amount of Filing Fee **</u>
\$400,000,000	\$28,520

- * Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that the Company purchases the maximum number of shares possible at a purchase price per share equal to the maximum price, in each case calculated pursuant to the tender offer.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #5 for Fiscal Year 2010 issued by the Securities and Exchange Commission, equals \$71.30 per \$1 million of the value of the transaction.
- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$28,520

Filing Party: The Interpublic Group of Companies, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: April 29, 2010

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- o third-party tender offer subject to Rule 14d
- x issuer tender offer subject to Rule 13e-4
- o going-private transaction subject to Rule 13e-3
- o amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO-I filed by The Interpublic Group of Companies, Inc., a Delaware corporation (the "Company," "we," "us" or "our"), with the Securities and Exchange Commission (the "Commission") on April 29, 2010, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on May 10, 2010 (the "Schedule TO"), relating to the offer (the "Tender Offer") by the Company to purchase up to 370,000 shares of its outstanding 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (liquidation preference of \$1,000 per share) (the "Preferred Shares") at the Purchase Price (as defined in the Offer to Purchase (defined below)). The Tender Offer is made upon the terms and subject to the conditions contained in the Offer to Purchase, dated April 29, 2010 (as amended or supplemented on May 10, 2010, the "Offer to Purchase") and the accompanying Letter of Transmittal (as amended or supplemented, the "Letter of Transmittal", and together with the Offer to Purchase, the "Offer Documents"). A copy of the Offer to Purchase and the Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B) respectively.

The information in the Offer Documents, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 4. Additional Information.

(a) Material Terms.

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following:

On May 25, 2010, the Company issued a press release announcing that it had set the Purchase Price in connection with the Tender Offer, and posted the Purchase Price at <http://www.gbcs-usa.com/Interpublic>. A copy of the press release and a screenshot of the website are filed as Exhibit (a)(6) and Exhibit (a)(7) respectively to this Schedule TO and are incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits, which are filed herewith:

- (a)(6) Press Release dated May 25, 2010.
 - (a)(7) Screenshot of [http:// www.gbcs-usa.com/Interpublic](http://www.gbcs-usa.com/Interpublic).
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: /s/ Nicholas J. Camera
Name: Nicholas J. Camera
Title: Senior Vice President, General Counsel & Secretary

Dated: May 25, 2010

EXHIBIT INDEX

The Exhibit Index is hereby amended and supplemented to add the following exhibits, which are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
(a)(6)	Press Release dated May 25, 2010.
(a)(7)	Screenshot of http:// www.gbsc-usa.com/Interpublic .



FOR IMMEDIATE RELEASE

**IPG ANNOUNCES PURCHASE PRICE FOR ITS TENDER OFFER FOR UP TO 370,000
SHARES OF ITS 5¼% SERIES B CUMULATIVE CONVERTIBLE PERPETUAL PREFERRED STOCK
(CUSIP NOS. 460690 803 AND 460690 407)**

New York, NY – May 25, 2010 – The Interpublic Group of Companies, Inc. (“IPG”) (NYSE:IPG) announced today that it has set a purchase price of \$869.86 per share (the “Purchase Price”) in connection with its previously announced offer to purchase for cash up to 370,000 shares of its outstanding 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (the “Preferred Shares”). The tender offer commenced on April 29, 2010 and will expire at midnight on May 26, 2010 (such date and time, the “Expiration Time”). Tendered shares may be withdrawn at any time prior to the Expiration Time.

IPG fixed the purchase price promptly after the close of trading on the New York Stock Exchange (the “NYSE”) on May 24, 2010, which is the second scheduled trading day prior to the date of the Expiration Time (the “Pricing Date”). The Purchase Price was calculated as the sum of 54.893 multiplied by the Weighted Average Price, plus \$438.95, subject to a minimum Purchase Price of \$768.31 and a maximum Purchase Price of \$1,070.22 per Preferred Share, as further described in IPG’s Offer to Purchase, dated April 29, 2010.

In addition to the Purchase Price, Holders that validly tender their Preferred Shares at or prior to the Expiration Time will also be paid accrued and unpaid dividends to, but not including, the payment date on such Preferred Shares that are accepted for purchase by IPG.

The terms and conditions of the tender offer appear in IPG’s Offer to Purchase and the related Letter of Transmittal. Copies of these and other related documents have been mailed to holders of the Preferred Shares. Subject to applicable law, IPG may extend or otherwise amend the tender offer. Completion of the tender offer is not conditioned on a minimum number of Preferred Shares being tendered. The consummation of the tender offer is subject to certain conditions described in the Offer to Purchase.

IPG has retained Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc. to serve as dealer managers for the tender offer, and Global Bondholder Service Corporation to serve as the information agent and the depository. Copies of the Offer to Purchase and related documents may be obtained at no charge by contacting the information agent and depository at (866) 807-2200 (toll-free) or, for banks and brokers, at (212) 430-3774 (collect). Questions regarding the tender offer may be directed to: Morgan Stanley & Co. Incorporated at (800) 624-1808 (toll-free) or (212) 761-8663 (collect) or Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or (212) 723-7367 (collect).

Neither IPG, its board of directors, the information agent and depository nor the dealer managers make any recommendation as to whether holders should tender or refrain from tendering the Preferred Shares.

This news release shall not constitute an offer to purchase securities, nor is it a solicitation of an offer to sell securities. The tender offer may only be made pursuant to the Offer to Purchase and the accompanying Letter of Transmittal. Copies of the Offer to Purchase, the Letter of Transmittal and related documents may be obtained at no charge from the information agent or from the SEC's Web site at <http://www.sec.gov>. These documents contain important information, and holders should read them carefully before making any investment decision. The tender offer is not being made to holders of Preferred Shares in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

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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 Draftfcb, FutureBrand, GolinHarris International, Initiative, Jack Morton Worldwide, Lowe Worldwide, Magna, McCann Erickson, Momentum, MRM Worldwide, Octagon, R/GA, UM and Weber Shandwick. Leading domestic brands include Campbell-Ewald; Campbell Mithun; Carmichael Lynch; Deutsch, a Lowe & Partners Company; Hill Holliday; ID Media; Mullen and The Martin Agency. For more information, please visit www.interpublic.com.

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Contact Information

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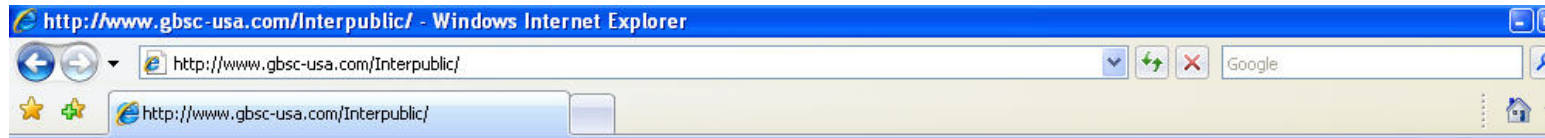
Cautionary Statement

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.



Last Updated: 7:30 p.m., New York City time, on May 24, 2010

Purchase Price for 5¼% Series B Cumulative Convertible Perpetual Preferred Stock

On April 29, 2010, The Interpublic Group of Companies, Inc. ("IPG") commenced an offer to purchase (the "Tender Offer") up to 370,000 shares of its 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (liquidation preference of \$1,000 per share) (the "Preferred Shares"). On this page, IPG will periodically provide the indicative Purchase Price per \$1,000 liquidation preference of the Preferred Shares for tenders of the Preferred Shares, calculated as described in the Offer to Purchase and related Letter of Transmittal.

Average VWAP (Day 5): **\$7.85**

Purchase Price: **\$869.86**

The Tender Offer will expire at 11:59 p.m., New York City time, on May 26, 2010, unless extended or earlier terminated by IPG. Further information regarding the Tender Offer can be found using the links below.

Press release dated Tuesday, May 25, 2010

[IPG Announces Purchase Price for its Tender Offer 5-25-10](#)

[Link to Offer to Purchase](#)

[Link to Letter of Transmittal](#)

Non-Solicitation

This website and the materials on this website shall not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange any securities, nor shall there be any sale, purchase or exchange of securities in any jurisdiction in which such offer, solicitation, sale, purchase or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.