

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): October 18, 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))

Item 2.02. Results of Operations and Financial Condition.

On October 18, 2013, 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 third quarter and first nine months of 2013, (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 October 18, 2013 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated October 18, 2013 (furnished pursuant to Item 2.02)



INTERPUBLIC ANNOUNCES THIRD QUARTER AND NINE MONTHS 2013 RESULTS

- *Third quarter organic revenue increase of 2.8% - first nine months organic revenue growth was 2.4%*
- *Third quarter 2013 operating income of \$141.5 million, an operating margin of 8.3% - compared to \$131.4 million and 7.9%, respectively, in the year-ago period*
- *Third quarter results include a non-operating pre-tax charge of \$45.2 million, related to the early extinguishment of the company's 10% senior notes due 2017*
- *Third quarter diluted earnings per share was \$0.17 excluding the charge for early extinguishment of debt, compared to \$0.15 per diluted share a year ago. Inclusive of the charge, diluted earnings per share in the third quarter 2013 was \$0.11*
- *Management credits recent actions, including debt redemptions, for company's strong capital structure*

Summary

Revenue

- Third quarter 2013 revenue was \$1.70 billion, compared to \$1.67 billion in the third quarter of 2012, with an organic revenue increase of 2.8% compared to the prior-year period. This was comprised of an organic revenue increase of 3.7% in the U.S. and 1.6% internationally, noting that the prior-year included higher project work in the U.K. for the Olympics.
- For the first nine months of 2013, revenue was \$5.00 billion, compared to \$4.89 billion in the first nine months of 2012, with an organic revenue increase of 2.4% compared to the prior-year period. This was comprised of an organic revenue increase of 2.6% in the U.S. and 2.3% internationally.

Operating Results

- Operating income in the third quarter of 2013 was \$141.5 million, compared to operating income of \$131.4 million in 2012. Operating margin was 8.3% for the third quarter of 2013, compared to 7.9% in 2012.
- For the first nine months of 2013, operating income was \$273.9 million, compared to operating income of \$268.4 million in 2012. Operating margin remained flat at 5.5% for the first nine months of 2013 when compared to the prior-year period.

Net Results

- Third quarter 2013 net income available to IPG common stockholders was \$45.4 million, resulting in earnings of \$0.11 per basic and diluted share. Excluding the impact of the early extinguishment of the 10.00% Senior Notes due 2017, diluted earnings per share was \$0.17. This compares to net income available to IPG common stockholders a year ago of \$68.7 million, or \$0.16 per basic and \$0.15 per diluted share.
- For the first nine months of 2013, net income available to IPG common stockholders was \$66.1 million, resulting in earnings of \$0.16 per basic and diluted share. Excluding the impact of the early extinguishment of the 10.00% Senior Notes due 2017, diluted earnings per share was \$0.22. This compares to net income available to IPG common stockholders a year ago of \$121.8 million, or \$0.28 per basic and \$0.27 per diluted share.

"We are pleased to report a quarter of solid growth, reflecting the competitiveness of our agency brands, contributions from both our specialist and embedded digital capabilities, as well as strong performance in the US and emerging markets," said Michael I. Roth, Interpublic's Chairman and CEO. "We remain on track to deliver against our full-year target of 2-3% organic revenue growth. However, macro conditions in Europe and our results in that region remained more challenging than had been expected at the outset of this year. Investments related to new business wins have also been significant year-to-date. We will continue to drive to our target of 50 basis points of margin expansion for the year, though delivering such a result will depend on very strong performance in the fourth quarter. We are considering targeted year-end cost actions to appropriately position the company for further operating margin expansion in 2014 and beyond. The transformation of our balance sheet to one that is both simpler and more economical has put us in strong financial position. Our proven ability to help clients effectively manage their marketing investments in an increasingly complex consumer and media landscape represents our most significant opportunity for continued growth, which we will convert into higher levels of profitability and further long-term shareholder value creation."

Operating Results

Revenue

Revenue of \$1.70 billion in the third quarter of 2013 increased 1.8% compared with the same period in 2012. During the quarter, the effect of foreign currency translation was negative 1.4%, the impact of net acquisitions was positive 0.4%, and the resulting organic revenue increase was 2.8%.

Revenue of \$5.00 billion in the first nine months of 2013 increased 2.2% compared with the first nine months of 2012. During the first nine months of 2013, the effect of foreign currency translation was negative 1.1%, the impact of net acquisitions was positive 0.9%, and the resulting organic revenue increase was 2.4%.

Operating Expenses

During the third quarter of 2013, salaries and related expenses were \$1.09 billion, an increase of 2.8% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 3.5% organically.

During the first nine months of 2013, salaries and related expenses were \$3.35 billion, an increase of 2.7% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 2.8% organically.

Staff cost ratio, which is total salaries and related expenses as a percentage of total revenue, was 64.3% in the third quarter of 2013 compared to 63.7% in the same period in 2012, and was 66.9% in the first nine months of 2013 compared to 66.6% in the same period in 2012.

During the third quarter of 2013, office and general expenses were \$465.3 million, a decrease of 2.0% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, office and general expenses decreased 0.7% organically.

During the first nine months of 2013, office and general expenses were \$1.38 billion, an increase of 1.0% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, office and general expenses increased 1.8% organically.

Office and general expenses were 27.4% of total revenue in the third quarter of 2013 compared to 28.4% in the same period in 2012, and were 27.6% of total revenues in the first nine months of 2013 compared to 27.9% in the same period in 2012.

Non-Operating Results and Tax

Net interest expense of \$17.9 million decreased by \$7.0 million in the third quarter of 2013 compared to the same period in 2012. For the first nine months of 2013, net interest expense of \$80.0 million increased by \$4.5 million compared to the same period in 2012.

Other expense, net was \$46.6 million and \$40.0 million for the third quarter and the first nine months of 2013, respectively. During the third quarter of 2013, we recorded a pre-tax loss of \$45.2 million related to the early extinguishment of the company's 10.00% Senior Notes due 2017.

The income tax provision in the third quarter of 2013 was \$28.4 million on income before income taxes of \$77.0 million, compared to a provision of \$41.9 million on income before income taxes of \$108.2 million in the same period in 2012. The income tax provision in the first nine months of 2013 was \$78.0 million on income before

income taxes of \$153.9 million, compared to a provision of \$72.8 million on income before income taxes of \$198.0 million in the same period in 2012. The effective income tax rate for the third quarter of 2013 was 36.9%, compared to 38.7% for the same period in 2012. The effective income tax rate for the first nine months of 2013 was 50.7%, compared to 36.8% for the same period in 2012.

Balance Sheet

At September 30, 2013, cash, cash equivalents and marketable securities totaled \$1.00 billion, compared to \$2.59 billion at December 31, 2012 and \$1.20 billion at September 30, 2012. Total debt was \$1.67 billion at September 30, 2013, compared to \$2.45 billion at December 31, 2012.

On July 15, 2013, the company redeemed all \$600.0 million in aggregate principal amount of its 10.00% Senior Notes due 2017.

Share Repurchase Program and Common Stock Dividend

During the third quarter of 2013, the company repurchased 6.2 million shares of its common stock at an aggregate cost of \$100.2 million and an average price of \$16.11 per share. During the first nine months of 2013, the company repurchased 19.9 million shares of its common stock at an aggregate cost of \$280.8 million and an average price of \$14.12 per share. During the third quarter of 2013, the company declared and paid a common stock cash dividend of \$0.075 per share, for a total of \$31.4 million.

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

###

About Interpublic

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

###

Contact Information

Tom Cunningham

(Press)

(212) 704-1326

Jerry Leshne
(Analysts, Investors)
(212) 704-1439

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.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
THIRD QUARTER REPORT 2013 AND 2012
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three months ended September 30,		
	2013	2012	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 976.6	\$ 940.5	3.8 %
International	723.8	729.9	(0.8)%
Total Revenue	<u>1,700.4</u>	<u>1,670.4</u>	<u>1.8 %</u>
Operating Expenses:			
Salaries and Related Expenses	1,093.6	1,064.3	(2.8)%
Office and General Expenses	465.3	474.7	2.0 %
Total Operating Expenses	<u>1,558.9</u>	<u>1,539.0</u>	<u>(1.3)%</u>
Operating Income	<u>141.5</u>	<u>131.4</u>	<u>7.7 %</u>
Operating Margin %	8.3%	7.9%	
Expenses and Other Income:			
Interest Expense	(23.7)	(31.6)	
Interest Income	5.8	6.7	
Other (Expense) Income, Net	(46.6)	1.7	
Total (Expenses) and Other Income	<u>(64.5)</u>	<u>(23.2)</u>	
Income before Income Taxes	77.0	108.2	
Provision for Income Taxes	28.4	41.9	
Income of Consolidated Companies	<u>48.6</u>	<u>66.3</u>	
Equity in Net Income of Unconsolidated Affiliates	0.6	1.4	
Net Income	<u>49.2</u>	<u>67.7</u>	
Net (Income) Loss Attributable to Noncontrolling Interests	(0.9)	3.9	
Net Income Attributable to IPG	<u>48.3</u>	<u>71.6</u>	
Dividends on Preferred Stock	(2.9)	(2.9)	
Net Income Available to IPG Common Stockholders	<u>\$ 45.4</u>	<u>\$ 68.7</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 0.11	\$ 0.16	
Diluted	\$ 0.11	\$ 0.15	
Weighted-Average Number of Common Shares Outstanding:			
Basic	419.7	431.3	
Diluted	426.1	456.1	
Dividends Declared Per Common Share	\$ 0.075	\$ 0.060	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
THIRD QUARTER REPORT 2013 AND 2012
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Nine months ended September 30,		
	2013	2012	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 2,867.6	\$ 2,771.1	3.5 %
International	2,132.0	2,121.8	0.5 %
Total Revenue	<u>4,999.6</u>	<u>4,892.9</u>	<u>2.2 %</u>
Operating Expenses:			
Salaries and Related Expenses	3,345.9	3,258.1	(2.7)%
Office and General Expenses	1,379.8	1,366.4	(1.0)%
Total Operating Expenses	<u>4,725.7</u>	<u>4,624.5</u>	<u>(2.2)%</u>
Operating Income	<u>273.9</u>	<u>268.4</u>	<u>2.0 %</u>
Operating Margin %	5.5%	5.5%	
Expenses and Other Income:			
Interest Expense	(98.0)	(96.9)	
Interest Income	18.0	21.4	
Other (Expense) Income, Net	(40.0)	5.1	
Total (Expenses) and Other Income	<u>(120.0)</u>	<u>(70.4)</u>	
Income before Income Taxes	153.9	198.0	
Provision for Income Taxes	78.0	72.8	
Income of Consolidated Companies	<u>75.9</u>	<u>125.2</u>	
Equity in Net Income of Unconsolidated Affiliates	0.9	2.3	
Net Income	<u>76.8</u>	<u>127.5</u>	
Net (Income) Loss Attributable to Noncontrolling Interests	(2.0)	3.0	
Net Income Attributable to IPG	<u>74.8</u>	<u>130.5</u>	
Dividends on Preferred Stock	(8.7)	(8.7)	
Net Income Available to IPG Common Stockholders	<u>\$ 66.1</u>	<u>\$ 121.8</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 0.16	\$ 0.28	
Diluted	\$ 0.16	\$ 0.27	
Weighted-Average Number of Common Shares Outstanding:			
Basic	419.7	435.5	
Diluted	424.8	469.7	
Dividends Declared Per Common Share	\$ 0.225	\$ 0.180	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
RECONCILIATION OF LOSS ON EARLY EXTINGUISHMENT OF DEBT (Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended September 30, 2013		
	As reported	Loss on Early Extinguishment of Debt	Ex-Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 77.0	\$ (45.2)	\$ 122.2
Provision for Income Taxes	(28.4)	16.9	(45.3)
Effective Tax Rate	36.9%		37.1%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6
Net Income Attributable to Noncontrolling Interests	(0.9)		(0.9)
Dividends on Preferred Stock	(2.9)		(2.9)
Net Income Available to IPG Common Stockholders - Basic	\$ 45.4	\$ (28.3)	\$ 73.7
Adjustments: Effect of Dilutive Securities			
Preferred Stock Dividends	0.0		2.9
Net Income Available to Common Stockholders - Diluted	\$ 45.4		\$ 76.6
<hr/>			
Weighted-Average Number of Common Shares Outstanding - Basic	419.7		419.7
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	6.4		6.4
Preferred Stock Outstanding	0.0		17.3
Weighted-Average Number of Common Shares Outstanding - Diluted	426.1		443.4
<hr/>			
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.11		\$ 0.18
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.11		\$ 0.17

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
RECONCILIATION OF LOSS ON EARLY EXTINGUISHMENT OF DEBT (Amounts in Millions except Per Share Data)
(UNAUDITED)

	Nine Months Ended September 30, 2013		
	As reported	Loss on Early Extinguishment of Debt	Ex-Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 153.9	\$ (45.2)	\$ 199.1
Provision for Income Taxes	(78.0)	16.9	(94.9)
Effective Tax Rate	50.7%		47.7%
Equity in Net Income of Unconsolidated Affiliates	0.9		0.9
Net Income Attributable to Noncontrolling Interests	(2.0)		(2.0)
Dividends on Preferred Stock	(8.7)		(8.7)
Net Income Available to IPG Common Stockholders - Basic	\$ 66.1	\$ (28.3)	\$ 94.4
Adjustments: Effect of Dilutive Securities			
Interest on 4.75% Notes	0.0		0.8
Net Income Available to IPG Common Stockholders - Diluted	\$ 66.1		\$ 95.2
<hr/>			
Weighted-Average Number of Common Shares Outstanding - Basic	419.7		419.7
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	5.1		5.1
4.75% Notes	0.0		4.4
Weighted-Average Number of Common Shares Outstanding - Diluted	424.8		429.2
<hr/>			
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.16		\$ 0.22
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.16		\$ 0.22



Interpublic Group

THIRD QUARTER 2013 EARNINGS CONFERENCE CALL

October 18, 2013



Overview – Third Quarter 2013

- Revenue increased 1.8% from Q3-12, 2.8% on an organic basis
 - U.S. organic growth was 3.7%
 - International organic growth was 1.6%
- Q3 operating income was \$142 million, an increase of 7.7%
- Operating margin was 8.3%, an increase of 40 basis points
- Diluted EPS was \$0.11 including \$0.06 charge for early debt redemption
 - \$0.17 ex-charge compared to \$0.15 a year ago
- Repurchased 6 million shares, redeemed \$600 million 10.00% Notes, and, in October, converted preferred to common stock

Operating Performance

	Three Months Ended September 30,	
	2013	2012
<i>Revenue</i>	\$ 1,700.4	\$ 1,670.4
Salaries and Related Expenses	1,093.6	1,064.3
Office and General Expenses	465.3	474.7
<i>Operating Income</i>	141.5	131.4
Interest Expense	(23.7)	(31.6)
Interest Income	5.8	6.7
Other (Expense) Income, net	(46.6)	1.7
<i>Income Before Income Taxes</i>	77.0	108.2
Provision for Income Taxes	28.4	41.9
Equity in Net Income of Unconsolidated Affiliates	0.6	1.4
<i>Net Income</i>	49.2	67.7
Net (Income) Loss Attributable to Noncontrolling Interests	(0.9)	3.9
<i>Net Income Attributable to IPG</i>	48.3	71.6
Dividends on Preferred Stock	(2.9)	(2.9)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 45.4	\$ 68.7
 <i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.11	\$ 0.16
Diluted	\$ 0.11	\$ 0.15
 <i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	419.7	431.3
Diluted	426.1	456.1
 <i>Dividends Declared per Common Share</i>	 \$ 0.075	 \$ 0.060

Page 3

(Amounts in Millions, except per share amounts)



Revenue

	Three Months Ended		Nine Months Ended	
	\$	% Change	\$	% Change
September 30, 2012	\$ 1,670.4		\$ 4,892.9	
Total change	30.0	1.8%	106.7	2.2%
Foreign currency	(23.5)	(1.4%)	(53.1)	(1.1%)
Net acquisitions/(divestitures)	6.9	0.4%	40.1	0.9%
Organic	46.6	2.8%	119.7	2.4%
September 30, 2013	\$ 1,700.4		\$ 4,999.6	

	Three Months Ended September 30,				Nine Months Ended September 30,			
			Change				Change	
	2013	2012	Total	Organic	2013	2012	Total	Organic
IAN	\$ 1,370.9	\$ 1,332.5	2.9%	4.0%	\$ 4,047.7	\$ 3,999.7	1.2%	1.6%
CMG	\$ 329.5	\$ 337.9	(2.5%)	(2.0%)	\$ 951.9	\$ 893.2	6.6%	6.4%

Integrated Agency Networks ("IAN"): McCann Worldgroup, Draftfcb, Lowe & Partners, IPG Mediabrands and our domestic integrated agencies
 Constituency Management Group ("CMG"): Weber Shandwick, GolinHarris, Jack Morton, FutureBrand, Octagon and our other marketing service specialists

Page 4 See reconciliations of segment organic revenue change on pages 17 and 18.

(\$ in Millions)



Geographic Revenue Change

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	Total	Organic	Total	Organic
United States	3.8%	3.7%	3.5%	2.6%
International	(0.8%)	1.6%	0.5%	2.3%
United Kingdom	(11.0%)	(9.3%)	(2.6%)	(0.7%)
Continental Europe	(0.4%)	(5.9%)	(4.2%)	(6.7%)
Asia Pacific	7.0%	11.3%	5.0%	6.8%
Latin America	(0.7%)	8.0%	6.3%	13.1%
All Other Markets	(2.4%)	3.1%	(1.4%)	3.0%
Worldwide	1.8%	2.8%	2.2%	2.4%

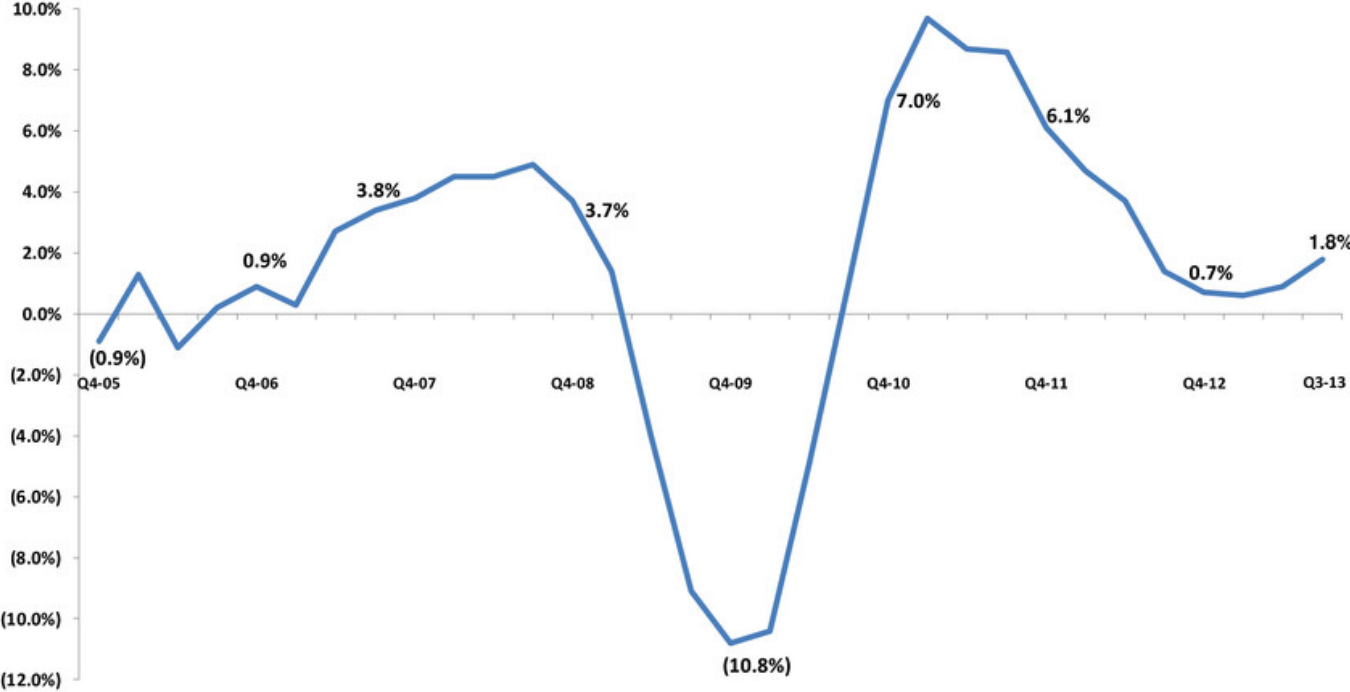
"All Other Markets" includes Canada, Africa and the Middle East.

Page 5 See reconciliations of organic revenue change on pages 17 and 18.



Organic Revenue Growth

Trailing Twelve Months



Expenses

Salaries & Related

	2013		2012		Change		
	\$	% of Revenue	\$	% of Revenue	\$	Total	Organic
Three Months Ended September 30,	\$ 1,093.6	64.3%	\$ 1,064.3	63.7%	\$ 29.3	2.8%	3.5%
<i>% of Revenue</i>							
Three months severance	\$ 19.8	1.2%	\$ 16.7	1.0%	\$ 3.1	18.6%	
<i>% of Revenue</i>							
Nine Months Ended September 30,	\$ 3,345.9	66.9%	\$ 3,258.1	66.6%	\$ 87.8	2.7%	2.8%
<i>% of Revenue</i>							
Nine months severance	\$ 68.8	1.4%	\$ 58.7	1.2%	\$ 10.1	17.2%	
<i>% of Revenue</i>							

Office & General

	2013		2012		Change		
	\$	% of Revenue	\$	% of Revenue	\$	Total	Organic
Three Months Ended September 30,	\$ 465.3	27.4%	\$ 474.7	28.4%	\$ (9.4)	(2.0%)	(0.7%)
<i>% of Revenue</i>							
Three months occupancy expense (ex-D&A)	\$ 124.6	7.3%	\$ 120.2	7.2%	\$ 4.4	3.7%	
<i>% of Revenue</i>							
Nine Months Ended September 30,	\$ 1,379.8	27.6%	\$ 1,366.4	27.9%	\$ 13.4	1.0%	1.8%
<i>% of Revenue</i>							
Nine months occupancy expense (ex-D&A)	\$ 371.3	7.4%	\$ 363.0	7.4%	\$ 8.3	2.3%	
<i>% of Revenue</i>							

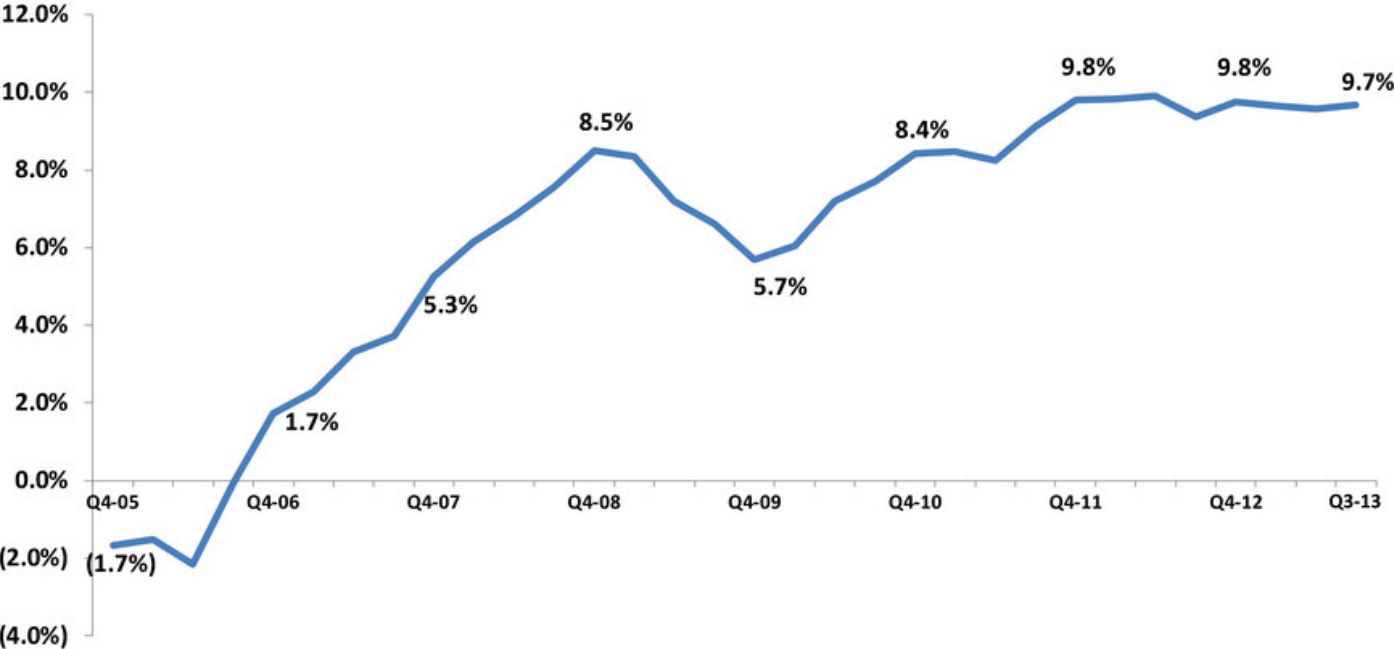
Page 7 See reconciliations of organic measures on pages 17 and 18.

(\$ in Millions)



Operating Margin

Trailing Twelve Months



Balance Sheet – Current Portion

	September 30, 2013	December 31, 2012	September 30, 2012
CURRENT ASSETS:			
Cash and cash equivalents	\$ 999.3	\$ 2,574.8	\$ 1,187.3
Marketable securities	5.2	16.0	14.3
Restricted marketable securities ⁽¹⁾	0.0	0.0	94.7
Accounts receivable, net	3,830.2	4,496.6	3,839.9
Expenditures billable to clients	1,551.0	1,318.8	1,513.6
Other current assets	377.1	332.1	324.7
Total current assets	\$ 6,762.8	\$ 8,738.3	\$ 6,974.5
CURRENT LIABILITIES:			
Accounts payable	\$ 5,705.6	\$ 6,584.8	\$ 5,846.8
Accrued liabilities	553.3	728.2	650.0
Short-term borrowings	186.3	172.1	200.5
Current portion of long-term debt	2.2	216.6	217.1
Total current liabilities	\$ 6,447.4	\$ 7,701.7	\$ 6,914.4

⁽¹⁾ In the second quarter of 2012, Facebook completed an initial public offering and as a result, our Facebook investment was reclassified to restricted marketable securities and adjusted to market value through stockholders' equity on our balance sheet. In the fourth quarter of 2012, we sold our Facebook investment.

Cash Flow

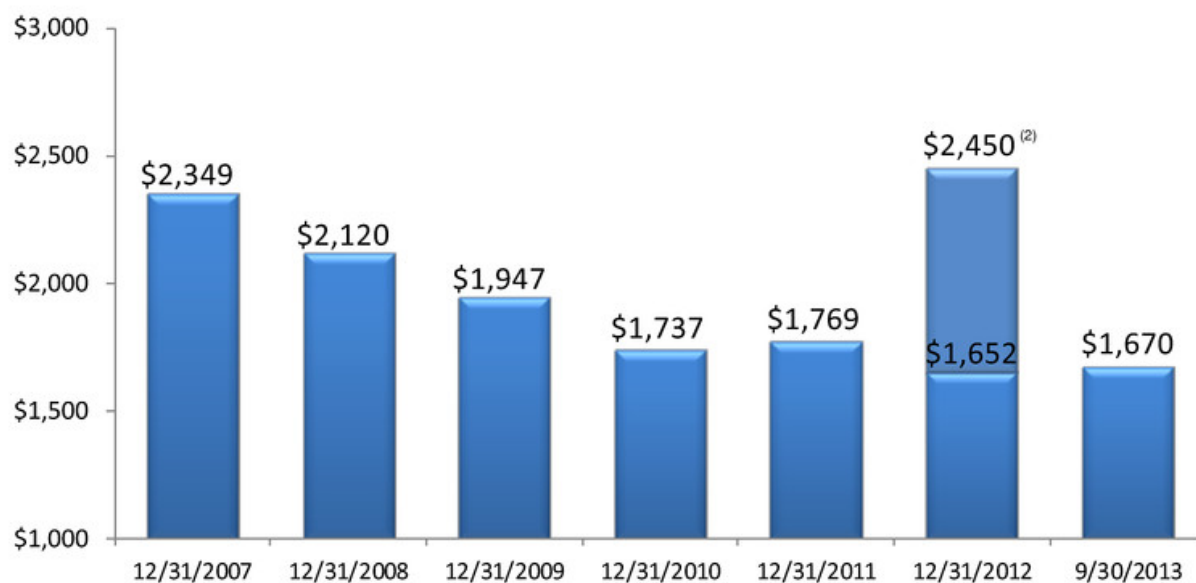
	<u>Three Months Ended September 30,</u>	
	<u>2013</u>	<u>2012</u>
NET INCOME	\$ 49	\$ 68
OPERATING ACTIVITIES		
Depreciation & amortization	50	47
Deferred taxes	43	11
Non-cash loss on early extinguishment of debt	15	-
Other non-cash items	8	5
Change in working capital, net	38	(240)
Other non-current assets & liabilities	(42)	5
Net cash provided by (used in) Operating Activities	<u>161</u>	<u>(104)</u>
INVESTING ACTIVITIES		
Capital expenditures	(45)	(41)
Acquisitions & deferred payments, net	-	(89)
Net cash used in Investing Activities ⁽¹⁾	<u>(45)</u>	<u>(130)</u>
FINANCING ACTIVITIES		
Purchase of long-term debt	(600)	-
Repurchase of common stock	(100)	(83)
Common stock dividends	(31)	(26)
Net (decrease) increase in short-term bank borrowings	(6)	17
Exercise of stock options	12	1
Distributions to noncontrolling interests	(3)	(3)
Preferred stock dividends	(3)	(3)
Other financing activities	1	(2)
Net cash used in Financing Activities	<u>(730)</u>	<u>(99)</u>
Currency Effect	-	20
Decrease in Cash & S/T Marketable Securities	<u>\$ (614)</u>	<u>\$ (313)</u>

Page 10 ⁽¹⁾ Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 20.

(\$ in Millions)



Total Debt (1)



(1) Includes current portion of long-term debt, short-term borrowings and long-term debt.

(2) Includes our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to redeem a similar amount of debt in 2013.

Summary

- Solid Q3 growth in most world markets
- Built on strong year-to-date record of new business
- Continued expense focus while making investments for growth and profitability
- Driving further value creation through more efficient capital structure and return of capital to shareholders



Interpublic Group

Appendix



Operating Performance

	Nine Months Ended September 30,	
	2013	2012
<i>Revenue</i>	\$ 4,999.6	\$ 4,892.9
Salaries and Related Expenses	3,345.9	3,258.1
Office and General Expenses	1,379.8	1,366.4
<i>Operating Income</i>	273.9	268.4
Interest Expense	(98.0)	(96.9)
Interest Income	18.0	21.4
Other (Expense) Income, net	(40.0)	5.1
<i>Income Before Income Taxes</i>	153.9	198.0
Provision for Income Taxes	78.0	72.8
Equity in Net Income of Unconsolidated Affiliates	0.9	2.3
<i>Net Income</i>	76.8	127.5
Net (Income) Loss Attributable to Noncontrolling Interests	(2.0)	3.0
<i>Net Income Attributable to IPG</i>	74.8	130.5
Dividends on Preferred Stock	(8.7)	(8.7)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 66.1	\$ 121.8
 <i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.16	\$ 0.28
Diluted	\$ 0.16	\$ 0.27
 <i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	419.7	435.5
Diluted	424.8	469.7
 <i>Dividends Declared per Common Share</i>	 \$ 0.225	 \$ 0.180

Cash Flow

	Nine Months Ended September 30,	
	2013	2012
NET INCOME	\$ 77	\$ 128
OPERATING ACTIVITIES		
Depreciation & amortization	156	147
Deferred taxes	29	(32)
Non-cash loss on early extinguishment of debt	15	-
Other non-cash items	4	22
Change in working capital, net	(667)	(701)
Other non-current assets & liabilities	(44)	(9)
Net cash used in Operating Activities	(430)	(445)
INVESTING ACTIVITIES		
Capital expenditures	(92)	(99)
Acquisitions & deferred payments, net	(48)	(141)
Business & investment purchases/sales, net	1	12
Net cash used in Investing Activities ⁽¹⁾	(139)	(228)
FINANCING ACTIVITIES		
Purchase of long-term debt	(601)	(401)
Proceeds from issuance of long-term debt	-	247
Repurchase of common stock	(281)	(201)
Common stock dividends	(94)	(78)
Exercise of stock options	44	9
Acquisition-related payments	(28)	(36)
Net increase in short-term bank borrowings	13	46
Distributions to noncontrolling interests	(10)	(12)
Preferred stock dividends	(9)	(9)
Other financing activities	10	(5)
Net cash used in Financing Activities	(956)	(440)
Currency Effect	(61)	(1)
Decrease in Cash & S/T Marketable Securities	\$ (1,586)	\$ (1,114)

Page 15 ⁽¹⁾ Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 20.

(\$ in Millions)



Depreciation and Amortization

	2013			YTD 2013
	Q1	Q2	Q3	
Depreciation and amortization of fixed assets and intangible assets	\$ 38.2	\$ 39.2	\$ 40.5	\$ 117.9
Amortization of restricted stock and other non-cash compensation	15.5	9.4	8.0	32.9
Net amortization of bond discounts and deferred financing costs	1.4	2.6	1.4	5.4

	2012				FY 2012
	Q1	Q2	Q3	Q4	
Depreciation and amortization of fixed assets and intangible assets	\$ 34.6	\$ 36.8	\$ 37.4	\$ 38.9	\$ 147.7
Amortization of restricted stock and other non-cash compensation	16.7	12.7	8.3	6.8	44.5
Net amortization of bond (premiums) discounts and deferred financing costs	(1.7)	1.0	1.0	1.5	1.8

Reconciliation of Organic Measures

	Three Months Ended September 30, 2012	Components of Change			Three Months Ended September 30, 2013	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 1,332.5	\$ (20.9)	\$ 5.8	\$ 53.5	\$ 1,370.9	4.0%	2.9%
CMG	337.9	(2.6)	1.1	(6.9)	329.5	(2.0%)	(2.5%)
Total	\$ 1,670.4	\$ (23.5)	\$ 6.9	\$ 46.6	\$ 1,700.4	2.8%	1.8%
Geographic							
United States	\$ 940.5	\$ -	\$ 0.9	\$ 35.2	\$ 976.6	3.7%	3.8%
International	729.9	(23.5)	6.0	11.4	723.8	1.6%	(0.8%)
United Kingdom	148.8	(2.6)	-	(13.8)	132.4	(9.3%)	(11.0%)
Continental Europe	165.3	8.8	0.2	(9.7)	164.6	(5.9%)	(0.4%)
Asia Pacific	202.9	(14.3)	5.6	23.0	217.2	11.3%	7.0%
Latin America	107.5	(9.6)	0.2	8.6	106.7	8.0%	(0.7%)
All Other Markets	105.4	(5.8)	-	3.3	102.9	3.1%	(2.4%)
Worldwide	\$ 1,670.4	\$ (23.5)	\$ 6.9	\$ 46.6	\$ 1,700.4	2.8%	1.8%
Expenses							
Salaries & Related	\$ 1,064.3	\$ (11.5)	\$ 3.8	\$ 37.0	\$ 1,093.6	3.5%	2.8%
Office & General	474.7	(8.5)	2.2	(3.1)	465.3	(0.7%)	(2.0%)
Total	\$ 1,539.0	\$ (20.0)	\$ 6.0	\$ 33.9	\$ 1,558.9	2.2%	1.3%

Reconciliation of Organic Measures

	Nine Months Ended September 30, 2012	Components of Change			Nine Months Ended September 30, 2013	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 3,999.7	\$ (47.9)	\$ 33.3	\$ 62.6	\$ 4,047.7	1.6%	1.2%
CMG	893.2	(5.2)	6.8	57.1	951.9	6.4%	6.6%
Total	\$ 4,892.9	\$ (53.1)	\$ 40.1	\$ 119.7	\$ 4,999.6	2.4%	2.2%
Geographic							
United States	\$ 2,771.1	\$ -	\$ 25.5	\$ 71.0	\$ 2,867.6	2.6%	3.5%
International	2,121.8	(53.1)	14.6	48.7	2,132.0	2.3%	0.5%
United Kingdom	400.7	(7.5)	(0.2)	(2.8)	390.2	(0.7%)	(2.6%)
Continental Europe	543.3	13.6	(0.3)	(36.2)	520.4	(6.7%)	(4.2%)
Asia Pacific	584.8	(25.3)	14.6	40.0	614.1	6.8%	5.0%
Latin America	294.3	(20.7)	0.5	38.7	312.8	13.1%	6.3%
All Other Markets	298.7	(13.2)	-	9.0	294.5	3.0%	(1.4%)
Worldwide	\$ 4,892.9	\$ (53.1)	\$ 40.1	\$ 119.7	\$ 4,999.6	2.4%	2.2%
Expenses							
Salaries & Related	\$ 3,258.1	\$ (28.1)	\$ 23.9	\$ 92.0	\$ 3,345.9	2.8%	2.7%
Office & General	1,366.4	(18.6)	7.6	24.4	1,379.8	1.8%	1.0%
Total	\$ 4,624.5	\$ (46.7)	\$ 31.5	\$ 116.4	\$ 4,725.7	2.5%	2.2%

Reconciliation of Organic Revenue Growth

Last Twelve Months Ending	Beginning of Period Revenue	Components of Change During the Period			End of Period Revenue
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic	
12/31/05	\$ 6,387.0	\$ 40.4	\$ (107.4)	\$ (56.2)	\$ 6,263.8
3/31/06	6,323.8	(10.9)	(132.6)	81.5	6,261.8
6/30/06	6,418.4	(8.8)	(157.5)	(68.5)	6,183.6
9/30/06	6,335.9	(13.9)	(140.4)	15.6	6,197.2
12/31/06	6,263.8	20.7	(165.5)	57.8	6,176.8
3/31/07	6,261.8	78.4	(147.2)	16.0	6,209.0
6/30/07	6,183.6	102.4	(124.7)	166.6	6,327.9
9/30/07	6,197.2	137.3	(110.9)	209.2	6,432.8
12/31/07	6,176.8	197.5	(70.7)	233.1	6,536.7
3/31/08	6,209.0	217.8	(45.9)	280.6	6,661.5
6/30/08	6,327.9	244.8	(12.6)	282.4	6,842.5
9/30/08	6,432.8	237.4	32.8	317.2	7,020.2
12/31/08	6,536.7	71.5	87.6	243.0	6,938.8
3/31/09	6,661.5	(88.3)	114.7	91.9	6,779.8
6/30/09	6,842.5	(286.2)	139.2	(275.3)	6,420.2
9/30/09	7,020.2	(390.1)	115.2	(636.4)	6,108.9
12/31/09	6,938.8	(251.6)	69.1	(748.9)	6,007.4
3/31/10	6,779.8	(88.2)	36.0	(705.4)	6,022.2
6/30/10	6,420.2	59.1	2.0	(316.9)	6,164.4
9/30/10	6,108.9	117.7	9.6	60.1	6,296.3
12/31/10	6,007.4	63.3	17.0	419.6	6,507.3
3/31/11	6,022.2	21.0	18.2	583.7	6,645.1
6/30/11	6,164.4	61.5	12.4	535.8	6,774.1
9/30/11	6,296.3	119.1	(7.7)	539.5	6,947.2
12/31/11	6,507.3	122.2	(8.6)	393.7	7,014.6
3/31/12	6,645.1	92.9	(1.4)	310.0	7,046.6
6/30/12	6,774.1	(14.3)	14.5	247.3	7,021.6
9/30/12	6,947.2	(117.2)	39.7	95.8	6,965.5
12/31/12	7,014.6	(147.6)	41.8	47.4	6,956.2
3/31/13	7,046.6	(143.7)	48.2	41.3	6,992.4
6/30/13	7,021.6	(111.4)	56.9	65.8	7,032.9
9/30/13	6,965.5	(80.3)	49.5	128.2	7,062.9

Page 19

(\$ in Millions)



Reconciliation of Investing Cash Flow

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
INVESTING ACTIVITIES				
Cash used in Investing Activities per presentation	\$ (45)	\$ (130)	\$ (139)	\$ (228)
Purchase, sale and maturities of short-term marketable securities, net	(1)	(1)	11	(1)
Cash used in Investing Activities as reported	<u>\$ (46)</u>	<u>\$ (131)</u>	<u>\$ (128)</u>	<u>\$ (229)</u>

Reconciliation of Loss on Early Extinguishment of Debt ⁽¹⁾

	Three Months Ended September 30, 2013		
	As Reported	Loss on Early Extinguishment of Debt ⁽²⁾	Ex - Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 77.0	\$ (45.2)	\$ 122.2
Provision for Income Taxes	(28.4)	16.9	(45.3)
Effective Tax Rate	36.9%		37.1%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6
Net Income Attributable to Noncontrolling Interests	(0.9)		(0.9)
Dividends on Preferred Stock	(2.9)		(2.9)
Net Income Available to IPG Common Stockholders - Basic	\$ 45.4	\$ (28.3)	\$ 73.7
Adjustments: Effect of Dilutive Securities			
Preferred Stock Dividends	0.0		2.9
Net Income Available to IPG Common Stockholders - Diluted	\$ 45.4		\$ 76.6
Weighted-Average Number of Common Shares Outstanding - Basic	419.7		419.7
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	6.4		6.4
Preferred Stock Outstanding	0.0		17.3
Weighted-Average Number of Common Shares Outstanding - Diluted	426.1		443.4
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.11		\$ 0.18
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.11		\$ 0.17

⁽¹⁾ In July 2013, we redeemed \$600 in aggregate principal amount of our 10.00% Notes at 105%.

⁽²⁾ Loss on early extinguishment of debt of \$45.2 included a redemption premium of \$30.0, the write-off of the remaining unamortized discount of \$7.3 and unamortized debt issuance cost of \$7.9.

Reconciliation of Loss on Early Extinguishment of Debt ⁽¹⁾

	Nine Months Ended September 30, 2013		
	As Reported	Loss on Early Extinguishment of Debt ⁽²⁾	Ex -Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 153.9	\$ (45.2)	\$ 199.1
Provision for Income Taxes	(78.0)	16.9	(94.9)
Effective Tax Rate	50.7%		47.7%
Equity in Net Income of Unconsolidated Affiliates	0.9		0.9
Net Income Attributable to Noncontrolling Interests	(2.0)		(2.0)
Dividends on Preferred Stock	(8.7)		(8.7)
Net Income Available to IPG Common Stockholders - Basic	\$ 66.1	\$ (28.3)	\$ 94.4
Adjustments: Effect of Dilutive Securities			
Interest on 4.75% Notes	0.0		0.8
Net Income Available to IPG Common Stockholders - Diluted	\$ 66.1		\$ 95.2
Weighted-Average Number of Common Shares Outstanding - Basic	419.7		419.7
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	5.1		5.1
4.75% Notes	0.0		4.4
Weighted-Average Number of Common Shares Outstanding - Diluted	424.8		429.2
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.16		\$ 0.22
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.16		\$ 0.22

(1) In July 2013, we redeemed \$600 in aggregate principal amount of our 10.00% Notes at 105%.

(2) Loss on early extinguishment of debt of \$45.2 included a redemption premium of \$30.0, the write-off of the remaining unamortized discount of \$7.3 and unamortized debt issuance cost of \$7.9.



Interpublic Group

Metrics Update

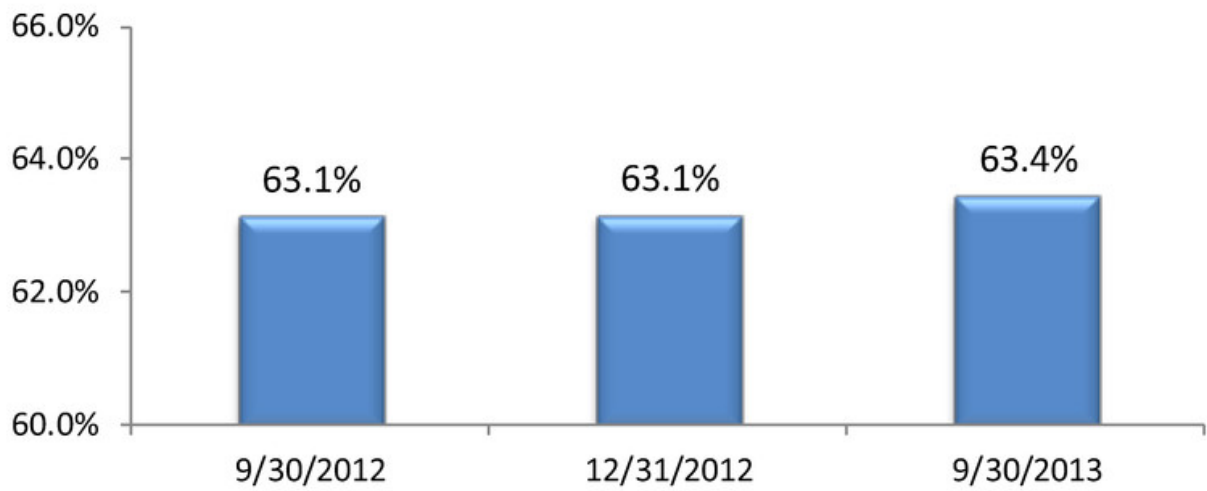


Metrics Update

Category	Metric
SALARIES & RELATED (% of revenue)	Trailing Twelve Months Base, Benefits & Tax Incentive Expense Severance Expense Temporary Help
OFFICE & GENERAL (% of revenue)	Trailing Twelve Months Professional Fees Occupancy Expense (ex-D&A) T&E, Office Supplies & Telecom All Other O&G
FINANCIAL	Available Liquidity \$1.0 Billion 5-Year Credit Facility Covenants

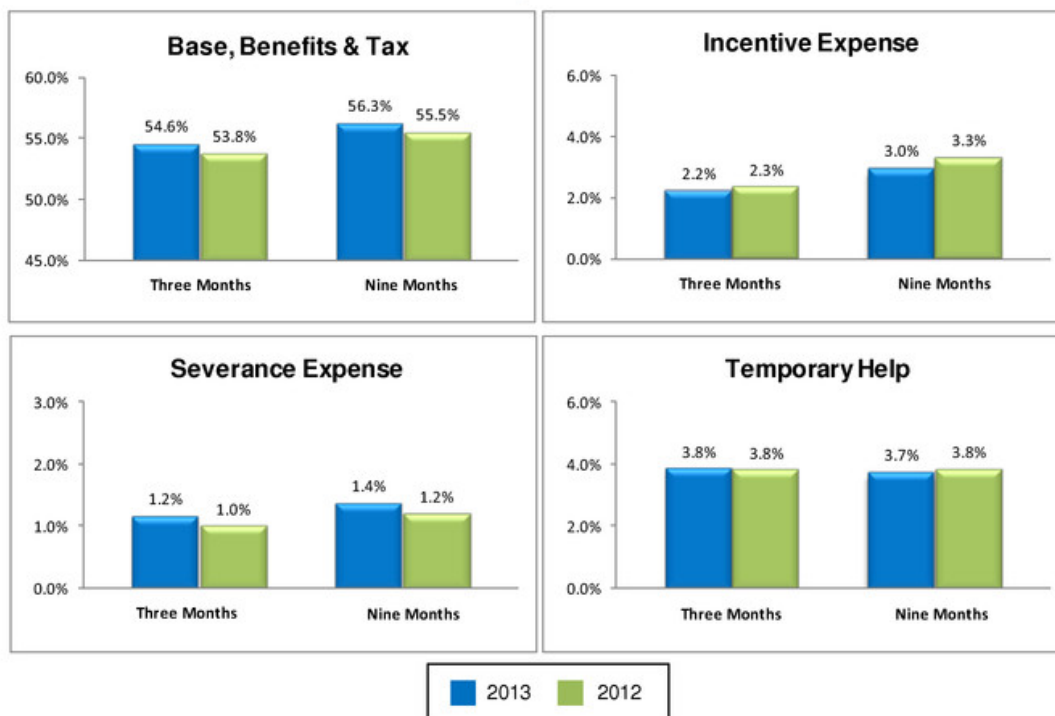
Salaries & Related Expenses

% of Revenue, Trailing Twelve Months



Salaries & Related Expenses (% of Revenue)

Three and Nine Months Ended September 30

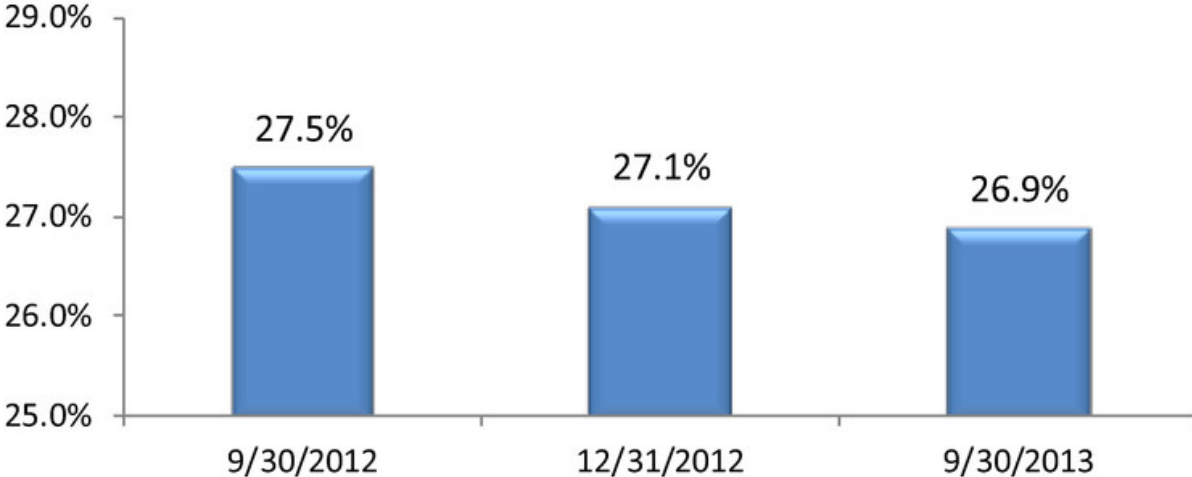


Page 26 "All Other Salaries & Related," not shown, was 2.5% for the three and nine months ended September 30, 2013 and 2.8% for the three and nine months ended September 30, 2012.



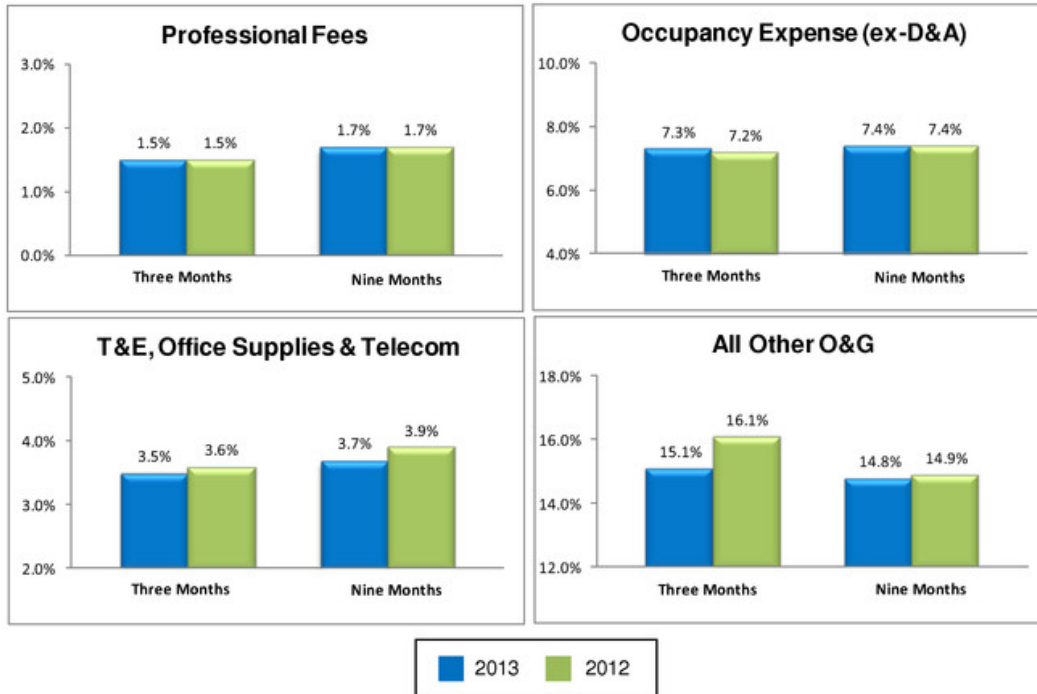
Office & General Expenses

% of Revenue, Trailing Twelve Months



Office & General Expenses (% of Revenue)

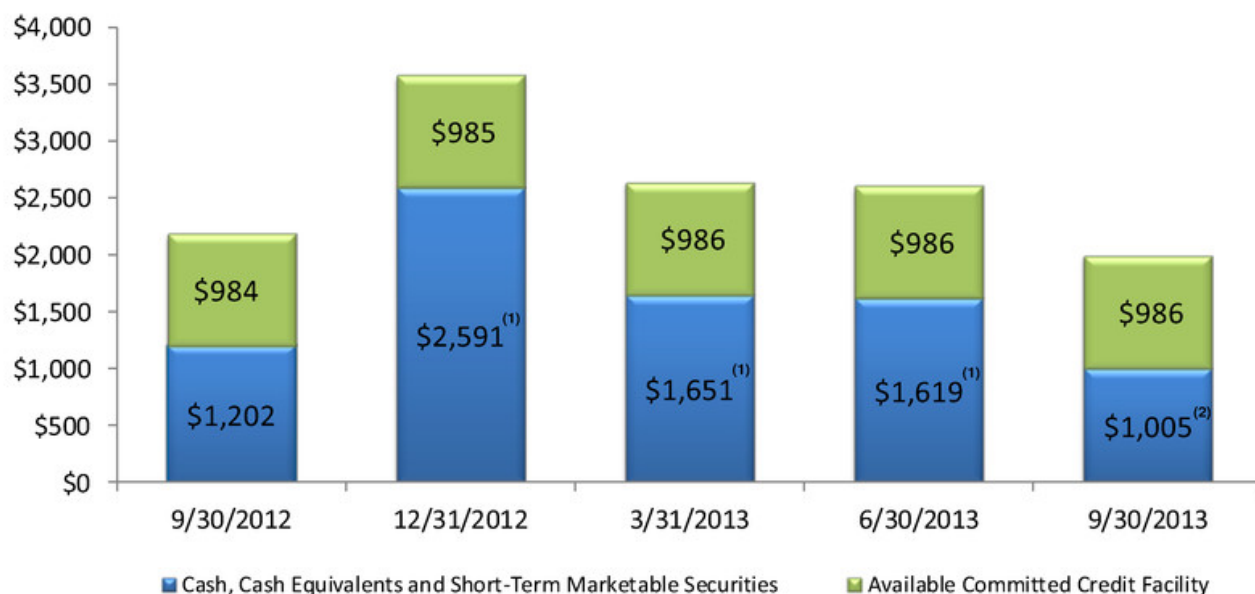
Three and Nine Months Ended September 30



"All Other O&G" includes production expenses, depreciation and amortization, bad debt expense, contingent acquisition obligations, foreign currency gains (losses), restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.

Available Liquidity

Cash, Cash Equivalents and Short-Term Marketable Securities + Available Committed Credit Facility



⁽¹⁾ Includes net proceeds from our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to address our capital structure in 2013.

Page 29

⁽²⁾ In July 2013, we used \$630 to redeem \$600 aggregate principal amount of our 10.00% Notes at 105%.

(\$ in Millions)



\$1.0 Billion 5-Year Credit Facility Covenants

<u>Covenants</u>	<u>Last Twelve Months Ending September 30, 2013</u>
I. Interest Coverage Ratio (not less than):	5.00x
Actual Interest Coverage Ratio:	8.48x
II. Leverage Ratio (not greater than):	2.75x
Actual Leverage Ratio:	1.90x

<u>Interest Coverage Ratio - Interest Expense Reconciliation</u>	<u>Last Twelve Months Ending September 30, 2013</u>
Interest Expense:	\$134.6
- Interest income	26.1
- Other	16.2
+ Preferred stock dividends	11.6
Net interest expense as defined:	<u>\$103.9</u>

<u>EBITDA Reconciliation</u>	<u>Last Twelve Months Ending September 30, 2013</u>
Operating Income:	\$683.8
+ Depreciation and amortization	196.5
+ Other non-cash charges	0.5
EBITDA as defined:	<u>\$880.8</u>

Cautionary Statement

This investor presentation contains forward-looking statements. Statements in this investor presentation 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 in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors. 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 in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors.

