

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 13, 2015

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 February 13, 2015, 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 fourth quarter and full year of 2014, (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 February 13, 2015 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated February 13, 2015 (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.

Date: February 13, 2015

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: /s/ Andrew Bonzani

Name: Andrew Bonzani

Title: Senior Vice President, General Counsel and
Secretary



FOR IMMEDIATE RELEASE

New York, NY (February 13, 2015)

INTERPUBLIC ANNOUNCES FULL YEAR AND FOURTH QUARTER 2014 RESULTS

2014 Highlights

- *Company posted FY14 revenue of \$7.54 billion, with organic revenue growth of 5.5% for FY14 and 4.8% for Q4*
- *Operating margin expanded to 10.5% for FY14 and to 19.6% for Q4*
- *FY14 operating income increased 20% over adjusted results in 2013*
- *FY14 diluted EPS was \$1.12 — FY14 adjusted diluted EPS rose 26% to \$0.98*
- *Management targets 3-4% organic revenue growth and 80-100 basis points of operating margin improvement for FY15*
- *Board approves 26% increase in quarterly dividend and additional \$300 million toward share repurchase program*

Summary

- **Revenue**
 - Full year 2014 revenue was \$7.54 billion, compared to \$7.12 billion in 2013, with an organic revenue increase of 5.5% compared to the prior-year period. This was comprised of an organic revenue increase of 6.6% internationally and 4.7% in the U.S.
 - Fourth quarter 2014 revenue was \$2.21 billion, compared to \$2.12 billion in the fourth quarter of 2013, with an organic revenue increase of 4.8% compared to the prior-year period. This was comprised of an organic revenue increase of 6.4% internationally and 3.4% in the U.S.

- **Operating Results**

- For the full year 2014, operating income was \$788.4 million, compared to \$598.3 million in 2013 which included a fourth quarter pre-tax restructuring charge. Operating margin was 10.5% for the full year 2014, compared to 9.3% for the full year 2013 excluding the impact of restructuring and related costs.
- Operating income in the fourth quarter of 2014 was \$433.0 million, compared to \$324.4 million in 2013 which included a pre-tax restructuring charge. Operating margin was 19.6% for the fourth quarter of 2014, compared to 18.1% for the fourth quarter of 2013 excluding the impact of restructuring and related costs.

- **Net Results**

- Full year 2014 net income available to IPG common stockholders was \$477.1 million, resulting in earnings of \$1.14 per basic and \$1.12 per diluted share. This compares to net income available to IPG common stockholders of \$259.2 million, or \$0.62 per basic and \$0.61 per diluted share a year ago. Excluding the impact of the net valuation allowance reversal of \$67.6 million on deferred tax assets in Continental Europe in the fourth quarter of 2014 and the charge for early extinguishment of the 6.25% Senior Unsecured Notes due 2014 (the "6.25% Notes") in the second quarter of 2014, diluted earnings per share was \$0.98 in 2014, compared to \$0.78 per share in 2013 excluding the impact of restructuring and related costs in the fourth quarter of 2013 and the charge for early extinguishment of the 10.00% Senior Unsecured Notes due 2017 (the "10.00% Notes") in the third quarter of 2013.
- Fourth quarter 2014 net income available to IPG common stockholders was \$308.9 million, resulting in earnings of \$0.75 per basic and \$0.73 per diluted share. This compares to net income available to IPG common stockholders of \$193.1 million, or \$0.45 per basic and \$0.44 per diluted share a year ago. Excluding the impact of the net valuation allowance reversal on deferred tax assets in Continental Europe, diluted earnings per share was \$0.57 in 2014, compared to \$0.56 in 2013 excluding the impact of restructuring and related costs.

"We are pleased to report strong 2014 results that reflect significant progress in the marketplace and exceeded our growth and margin targets. The competitiveness of our agencies, digital capabilities and offerings in key growth markets — combined with our ability to deliver custom integrated solutions to our clients — is evident in the group's continued strong organic growth and positive new business momentum," said Michael I. Roth, Interpublic's Chairman and CEO. "Equally important is the 120 basis points improvement in operating margin that we delivered. This is an area on which we remain closely focused, and represents significant opportunity as we drive toward our goal of fully-competitive 13% operating margins. Going forward, we will continue to invest in talent and behind the growth sectors of our industry, so as to further enhance our portfolio of offerings, which is highly relevant in today's

dynamic and complex consumer media landscape. We also remain committed to our robust capital return programs, as evident in the actions our Board has taken today to increase the dividend and authorization for share repurchase. These will continue to be drivers of value creation. Looking to 2015, we believe the tone of the business is solid, yet there remains macro uncertainty relating to both the currency environment and Europe. For 2015, we are therefore targeting 3 - 4% organic revenue growth, and 80 - 100 basis points of operating margin expansion. Coupled with strong capital returns, we are confident that achieving these targets will allow us to build on our strong track record of enhancing shareholder value."

Operating Results

Revenue

Revenue of \$7.54 billion for the full year 2014 was up 5.8% compared to 2013. During the full year 2014, the effect of foreign currency translation was negative 1.0%, the impact of net acquisitions was positive 1.3%, and the resulting organic revenue increase was 5.5%.

Revenue of \$2.21 billion in the fourth quarter of 2014 was up 4.0% compared with the same period in 2013. During the fourth quarter of 2014, the effect of foreign currency translation was negative 2.3%, the impact of net acquisitions was positive 1.5%, and the resulting organic revenue increase was 4.8%.

Operating Expenses

For the full year 2014, salaries and related expenses were \$4.82 billion, up 6.0% compared to 2013. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 5.6% organically.

During the fourth quarter of 2014, salaries and related expenses were \$1.27 billion, up 5.6%, compared to the same period in 2013. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 6.4% organically.

For the full year 2014, office and general expenses were \$1.93 billion, up 0.5% compared to 2013. After adjusting for currency effects and the impact of net acquisitions, office and general expenses increased 0.5% organically.

During the fourth quarter of 2014, office and general expenses were \$507.6 million, down 5.7% compared to the same period in 2013. After adjusting for currency effects and the impact of net acquisitions, office and general expenses decreased 4.6% organically.

Non-Operating Results and Tax

For the full year 2014, net interest expense of \$57.5 million decreased by \$40.5 million compared to 2013. In the fourth quarter of 2014, net interest expense of \$14.3 million decreased by \$3.7 million compared to the same period in 2013.

Other expense, net was \$10.2 million for the full year 2014. During the second quarter of 2014, we recorded a pre-tax loss of \$10.4 million related to the early extinguishment of the company's 6.25% Notes.

The income tax provision for the full year 2014 was \$216.5 million on income before income taxes of \$720.7 million, compared to a provision of \$181.2 million on income before income taxes of \$468.0 million in 2013. The income tax provision in the fourth quarter of 2014 was \$87.9 million on income before income taxes of \$418.6 million, compared to a provision of \$103.2 million on income before income taxes of \$314.1 million in the same period in 2013. The effective tax rate for the full year 2014 was 30.0% and 38.7% for 2013. Excluding the impact of the net valuation allowance reversal and the charge for the early extinguishment of the 6.25% Notes, the effective tax rate for the full year 2014 was 39.4%, compared to 36.2% in 2013 excluding the impact of restructuring and related costs and the charge for early extinguishment of the 10.00% Notes. The effective tax rate for the fourth quarter of 2014 was 21.0%, compared to 32.9% for the same period in 2013. Excluding the impact of the net valuation allowance reversal, the effective tax rate for the fourth quarter of 2014 was 37.1%, compared to 30.1% for the same period in 2013 excluding the impact of restructuring and related costs.

Balance Sheet

At December 31, 2014, cash, cash equivalents and marketable securities totaled \$1.67 billion, compared to \$1.64 billion at December 31, 2013. Total debt was \$1.73 billion at December 31, 2014, compared to \$1.66 billion at December 31, 2013.

Share Repurchase Program and Common Stock Dividend

During the fourth quarter of 2014, the company repurchased 6.7 million shares of its common stock at an aggregate cost of \$127.0 million and an average price of \$19.02 per share. For the full year 2014, the company repurchased 14.9 million shares of its common stock at an aggregate cost of \$275.1 million and an average price of \$18.41 per share.

Interpublic Board of Directors authorized a new program to repurchase, from time to time, up to \$300 million of the company's common stock. The new share program, which is in addition to any amounts remaining for repurchase under the program announced in 2014, will take effect immediately and has no expiration date.

During the fourth quarter of 2014, the company declared and paid a common stock cash dividend of \$0.095 per share, for a total of \$39.1 million. For the full year 2014, the company declared and paid common stock cash dividends of \$0.38 per share, for a total of \$159.0 million.

The company's Board of Directors also announced that it has declared a common stock cash dividend of \$0.12 per share, payable quarterly to holders of record on an ongoing basis.

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

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About Interpublic Group

Interpublic is one of the world's leading organizations of advertising agencies and marketing services companies. Major global brands include BPN, Craft, FCB (Foote, Cone & Belding), FutureBrand, Golin, Huge, Initiative, Jack Morton Worldwide, Lowe and Partners, MAGNA GLOBAL, McCann, Momentum, MRM//McCann, Octagon, R/GA, UM and Weber Shandwick. Leading domestic brands include Avrett Free Ginsberg, Carmichael Lynch, Deutsch, Hill Holliday, ID Media, Mithun, Mullen and The Martin Agency. For more information, please visit www.interpublic.com.

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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
FOURTH QUARTER REPORT 2014 AND 2013
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three months ended December 31,		
	2014	2013	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 1,152.3	\$ 1,105.0	4.3 %
International	1,054.8	1,017.7	3.6 %
Total Revenue	<u>2,207.1</u>	<u>2,122.7</u>	<u>4.0 %</u>
Operating Expenses:			
Salaries and Related Expenses	1,266.4	1,199.6	(5.6)%
Office and General Expenses	507.6	538.1	5.7 %
Restructuring and Other Reorganization-Related Charges, net	0.1	60.6	N/M
Total Operating Expenses	<u>1,774.1</u>	<u>1,798.3</u>	<u>1.3 %</u>
Operating Income	<u>433.0</u>	<u>324.4</u>	<u>33.5 %</u>
Operating Margin %	19.6%	15.3%	
Expenses and Other Income:			
Interest Expense	(21.4)	(24.7)	
Interest Income	7.1	6.7	
Other (Expense) Income, net	(0.1)	7.7	
Total (Expenses) and Other Income	<u>(14.4)</u>	<u>(10.3)</u>	
Income before Income Taxes	418.6	314.1	
Provision for Income Taxes	87.9	103.2	
Income of Consolidated Companies	<u>330.7</u>	<u>210.9</u>	
Equity in Net Income of Unconsolidated Affiliates	0.6	1.2	
Net Income	<u>331.3</u>	<u>212.1</u>	
Net Income Attributable to Noncontrolling Interests	(22.4)	(19.0)	
Net Income Available to IPG Common Stockholders	<u>\$ 308.9</u>	<u>\$ 193.1</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 0.75	\$ 0.45	
Diluted	\$ 0.73	\$ 0.44	
Weighted-Average Number of Common Shares Outstanding:			
Basic	413.7	425.1	
Diluted	421.2	435.2	
Dividends Declared Per Common Share	\$ 0.095	\$ 0.075	
N/M - Not meaningful			

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
ANNUAL REPORT 2014 AND 2013
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Twelve months ended December 31,		
	2014	2013	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 4,184.0	\$ 3,972.6	5.3 %
International	3,353.1	3,149.7	6.5 %
Total Revenue	<u>7,537.1</u>	<u>7,122.3</u>	<u>5.8 %</u>
Operating Expenses:			
Salaries and Related Expenses	4,820.4	4,545.5	(6.0)%
Office and General Expenses	1,928.1	1,917.9	(0.5)%
Restructuring and Other Reorganization-Related Charges, net	0.2	60.6	N/M
Total Operating Expenses	<u>6,748.7</u>	<u>6,524.0</u>	<u>(3.4)%</u>
Operating Income	<u>788.4</u>	<u>598.3</u>	<u>31.8 %</u>
Operating Margin %	10.5%	8.4%	
Expenses and Other Income:			
Interest Expense	(84.9)	(122.7)	
Interest Income	27.4	24.7	
Other Expense, net	(10.2)	(32.3)	
Total (Expenses) and Other Income	<u>(67.7)</u>	<u>(130.3)</u>	
Income before Income Taxes	720.7	468.0	
Provision for Income Taxes	216.5	181.2	
Income of Consolidated Companies	<u>504.2</u>	<u>286.8</u>	
Equity in Net Income of Unconsolidated Affiliates	1.2	2.1	
Net Income	<u>505.4</u>	<u>288.9</u>	
Net Income Attributable to Noncontrolling Interests	(28.3)	(21.0)	
Net Income Attributable to IPG	<u>477.1</u>	<u>267.9</u>	
Dividends on Preferred Stock	0.0	(8.7)	
Net Income Available to IPG Common Stockholders	<u>\$ 477.1</u>	<u>\$ 259.2</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 1.14	\$ 0.62	
Diluted	\$ 1.12	\$ 0.61	
Weighted-Average Number of Common Shares Outstanding:			
Basic	419.2	421.1	
Diluted	425.4	429.6	
Dividends Declared Per Common Share	\$ 0.38	\$ 0.30	
N/M - Not meaningful			

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

	Three Months Ended December 31, 2014		
	As Reported	Valuation Allowance Reversal, Net ⁽¹⁾	Adjusted Results
Income Before Income Taxes	\$ 418.6		\$ 418.6
Provision for Income Taxes	(87.9)	\$ 67.6	(155.5)
Effective Tax Rate	21.0%		37.1%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6
Net Income Attributable to Noncontrolling Interests	(22.4)		(22.4)
Net Income Available to IPG Common Stockholders - Basic and Diluted	\$ 308.9	\$ 67.6	\$ 241.3
Weighted-Average Number of Common Shares Outstanding - Basic	413.7		413.7
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	7.5		7.5
Weighted-Average Number of Common Shares Outstanding - Diluted	421.2		421.2
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.75		\$ 0.58
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.73	\$ 0.16	\$ 0.57

⁽¹⁾ Net valuation allowance reversal of \$67.6 consists of a reversal of \$124.8 partially offset by the establishment of a valuation allowance of \$57.2, both in Continental Europe.

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

	Twelve Months Ended December 31, 2014			
	As Reported	Valuation Allowance Reversal, Net ⁽¹⁾	Loss on Early Extinguishment of Debt	Adjusted Results
Income Before Income Taxes	\$ 720.7		\$ (10.4)	\$ 731.1
Provision for Income Taxes	(216.5)	\$ 67.6	3.8	(287.9)
Effective Tax Rate	30.0%			39.4%
Equity in Net Income of Unconsolidated Affiliates	1.2			1.2
Net Income Attributable to Noncontrolling Interests	(28.3)			(28.3)
Net Income Available to IPG Common Stockholders - Basic and Diluted	<u>\$ 477.1</u>	<u>\$ 67.6</u>	<u>\$ (6.6)</u>	<u>\$ 416.1</u>
Weighted-Average Number of Common Shares Outstanding - Basic	419.2			419.2
Add: Effect of Dilutive Securities				
Restricted Stock, Stock Options and Other Equity Awards	6.2			6.2
Weighted-Average Number of Common Shares Outstanding - Diluted	<u>425.4</u>			<u>425.4</u>
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 1.14			\$ 0.99
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 1.12	\$ 0.16	\$ (0.02)	\$ 0.98

⁽¹⁾ Net valuation allowance reversal of \$67.6 consists of a reversal of \$124.8 partially offset by the establishment of a valuation allowance of \$57.2, both in Continental Europe.

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

	Three months ended December 31, 2013		
	As reported	Restructuring Charges	Adjusted Results
Operating Income	\$ 324.4	\$ (60.6)	\$ 385.0
Operating Margin %	15.3%		18.1%
Income Before Income Taxes	314.1	(60.6)	374.7
Provision for Income Taxes	(103.2)	9.7	(112.9)
Effective Tax Rate	32.9%		30.1%
Equity in Net Income of Unconsolidated Affiliates	1.2		1.2
Net Income Attributable to Noncontrolling Interests	(19.0)		(19.0)
Net Income Available to IPG Common Stockholders - Basic and Diluted	\$ 193.1	\$ (50.9)	\$ 244.0
Weighted-Average Number of Common Shares Outstanding - Basic	425.1		425.1
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	6.9		6.9
Preferred Stock Outstanding	3.2		3.2
Weighted-Average Number of Common Shares Outstanding - Diluted	435.2		435.2
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.45		\$ 0.57
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.44	\$ (0.12)	\$ 0.56

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

	Twelve months ended December 31, 2013			
	As reported	Restructuring Charges	Loss on Early Extinguishment of Debt	Adjusted Results
Operating Income	\$ 598.3	\$ (60.6)		\$ 658.9
Operating Margin %	8.4%			9.3%
Income Before Income Taxes	468.0	(60.6)	\$ (45.2)	573.8
Provision for Income Taxes	(181.2)	9.7	16.9	(207.8)
Effective Tax Rate	38.7%			36.2%
Equity in Net Income of Unconsolidated Affiliates	2.1			2.1
Net Income Attributable to Noncontrolling Interests	(21.0)			(21.0)
Dividends on Preferred Stock	(8.7)			(8.7)
Net Income Available to IPG Common Stockholders - Basic	\$ 259.2	\$ (50.9)	\$ (28.3)	\$ 338.4
Adjustments: Effect of Dilutive Securities				
Interest on 4.75% Notes	0.8			0.8
Dividends on Preferred Stock	0.0			8.7
Net Income Available to IPG Common Stockholders - Diluted	\$ 260.0			\$ 347.9
Weighted-Average Number of Common Shares Outstanding - Basic	421.1			421.1
Add: Effect of Dilutive Securities				
Restricted Stock, Stock Options and Other Equity Awards	5.2			5.2
4.75% Notes	3.3			3.3
Preferred Stock Outstanding	0.0			13.7
Weighted-Average Number of Common Shares Outstanding - Diluted	429.6			443.3
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.62			\$ 0.80
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.61	\$ (0.11)	\$ (0.06)	\$ 0.78



Interpublic Group

FOURTH QUARTER & FULL YEAR 2014 EARNINGS CONFERENCE CALL

February 13, 2015



Overview

- Organic revenue growth was 4.8% in Q4 and 5.5% for the full year
- Q4 operating income was \$433 million, operating margin was 19.6%
- FY operating income was \$788 million, an increase of 20% from last year's adjusted operating income
- FY operating margin was 10.5%, an improvement of 120 basis points
- Diluted EPS for the full year was \$1.12 and was \$0.98 ex-tax benefit in Q4 and charge in Q2 for early debt redemption
- Repurchased 15 million shares during 2014
- Increased quarterly dividend 26% and authorized new \$300 million share repurchase program

Operating Performance

	Three Months Ended December 31,	
	2014	2013
Revenue	\$ 2,207.1	\$ 2,122.7
Salaries and Related Expenses	1,266.4	1,199.6
Office and General Expenses	507.6	538.1
Operating Income before Restructuring Charges	433.1	385.0
Operating Margin % before Restructuring Charges	19.6%	18.1%
Restructuring and Other Reorganization-Related Charges, net	0.1	60.6
Operating Income	433.0	324.4
Operating Margin %	19.6%	15.3%
Interest Expense	(21.4)	(24.7)
Interest Income	7.1	6.7
Other (Expense) Income, net	(0.1)	7.7
Income Before Income Taxes	418.6	314.1
Provision for Income Taxes	87.9	103.2
Equity in Net Income of Unconsolidated Affiliates	0.6	1.2
Net Income	331.3	212.1
Net Income Attributable to Noncontrolling Interests	(22.4)	(19.0)
Net Income Available to IPG Common Stockholders	\$ 308.9	\$ 193.1
 <i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.75	\$ 0.45
Diluted	\$ 0.73	\$ 0.44
 <i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	413.7	425.1
Diluted	421.2	435.2
 <i>Dividends Declared per Common Share</i>	 \$ 0.095	 \$ 0.075

Revenue

	Three Months Ended		Twelve Months Ended	
	\$	% Change	\$	% Change
December 31, 2013	\$ 2,122.7		\$ 7,122.3	
Total change	84.4	4.0%	414.8	5.8%
Foreign currency	(49.3)	(2.3%)	(75.5)	(1.0%)
Net acquisitions/(divestitures)	31.2	1.5%	95.3	1.3%
Organic	102.5	4.8%	395.0	5.5%
December 31, 2014	\$ 2,207.1		\$ 7,537.1	

	Three Months Ended				Twelve Months Ended			
	December 31,				December 31,			
			Change				Change	
	2014	2013	Total	Organic	2014	2013	Total	Organic
IAN	\$ 1,821.0	\$ 1,747.9	4.2%	5.7%	\$ 6,097.3	\$ 5,795.6	5.2%	5.5%
CMG	\$ 386.1	\$ 374.8	3.0%	0.6%	\$ 1,439.8	\$ 1,326.7	8.5%	5.8%

Integrated Agency Networks ("IAN"): McCann Worldgroup, FCB (Foote, Cone & Belding), Lowe & Partners, IPG Mediabrands, our digital specialist agencies and our domestic integrated agencies
 Constituency Management Group ("CMG"): Weber Shandwick, Golin, Jack Morton, FutureBrand, Octagon and our other marketing service specialists

Page 4 See reconciliations of segment organic revenue change on pages 20 and 21.

(\$ in Millions)



Geographic Revenue Change

	Three Months Ended December 31, 2014		Twelve Months Ended December 31, 2014	
	Total	Organic	Total	Organic
United States	4.3%	3.4%	5.3%	4.7%
International	3.6%	6.4%	6.5%	6.6%
United Kingdom	8.9%	5.4%	21.1%	10.6%
Continental Europe	(6.0%)	(4.1%)	0.5%	(1.3%)
Asia Pacific	10.8%	12.8%	6.2%	8.0%
Latin America	(0.5%)	11.0%	1.3%	10.8%
All Other Markets	7.5%	11.7%	4.4%	8.8%
Worldwide	4.0%	4.8%	5.8%	5.5%

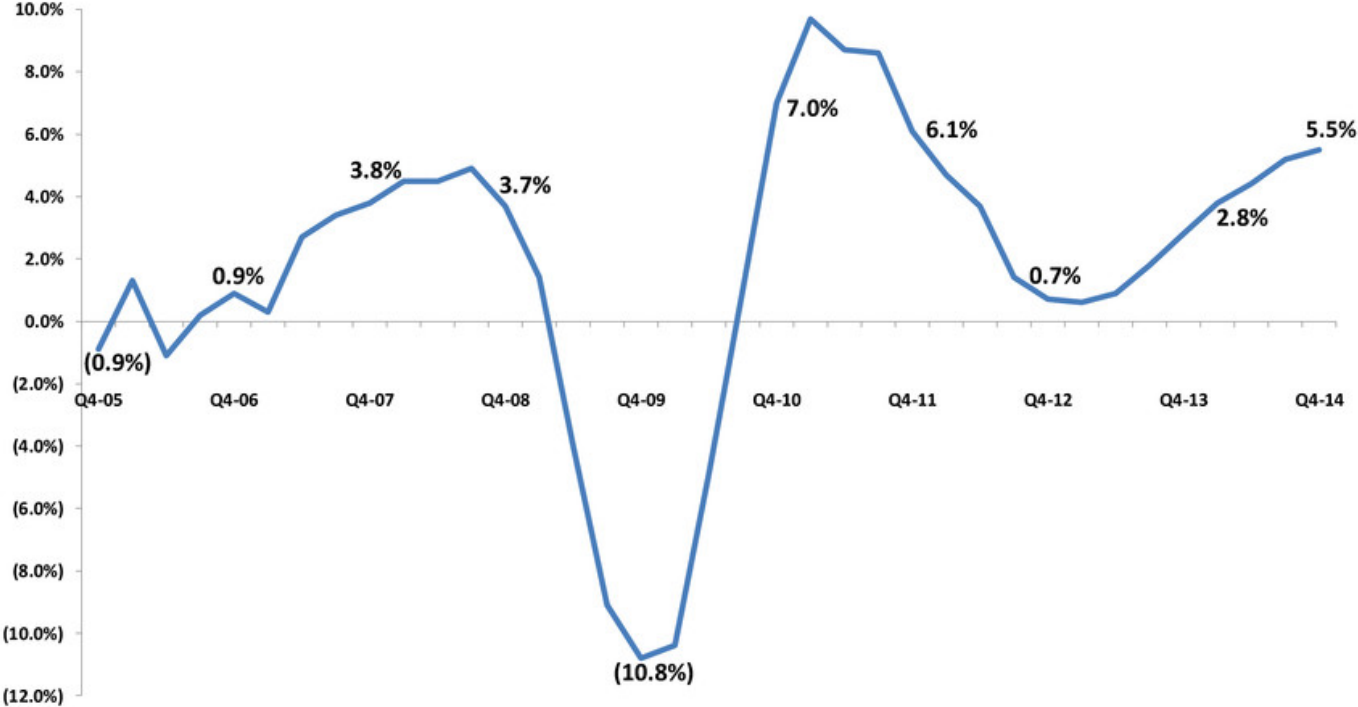
"All Other Markets" includes Canada, Africa and the Middle East.

Page 5 See reconciliations of organic revenue change on pages 20 and 21.



Organic Revenue Growth

Trailing Twelve Months



Expenses

Salaries & Related

	2014		2013		Change		
	\$	% of Revenue	\$	% of Revenue	\$	Total	Organic
Three Months Ended December 31,	\$ 1,266.4	57.4%	\$ 1,199.6	56.5%	\$ 66.8	5.6%	6.4%
<i>% of Revenue</i>							
Three months severance	\$ 23.3	1.1%	\$ 12.0	0.6%	\$ 11.3	94.2%	
<i>% of Revenue</i>							
Twelve Months Ended December 31,	\$ 4,820.4	64.0%	\$ 4,545.5	63.8%	\$ 274.9	6.0%	5.6%
<i>% of Revenue</i>							
Twelve months severance	\$ 71.5	0.9%	\$ 80.8	1.1%	\$ (9.3)	(11.5%)	
<i>% of Revenue</i>							

Office & General

	2014		2013		Change		
	\$	% of Revenue	\$	% of Revenue	\$	Total	Organic
Three Months Ended December 31,	\$ 507.6	23.0%	\$ 538.1	25.3%	\$ (30.5)	(5.7%)	(4.6%)
<i>% of Revenue</i>							
Three months occupancy expense (ex-D&A)	\$ 124.9	5.7%	\$ 132.3	6.2%	\$ (7.4)	(5.6%)	
<i>% of Revenue</i>							
Twelve Months Ended December 31,	\$ 1,928.1	25.6%	\$ 1,917.9	26.9%	\$ 10.2	0.5%	0.5%
<i>% of Revenue</i>							
Twelve months occupancy expense (ex-D&A)	\$ 503.8	6.7%	\$ 503.6	7.1%	\$ 0.2	0.0%	
<i>% of Revenue</i>							

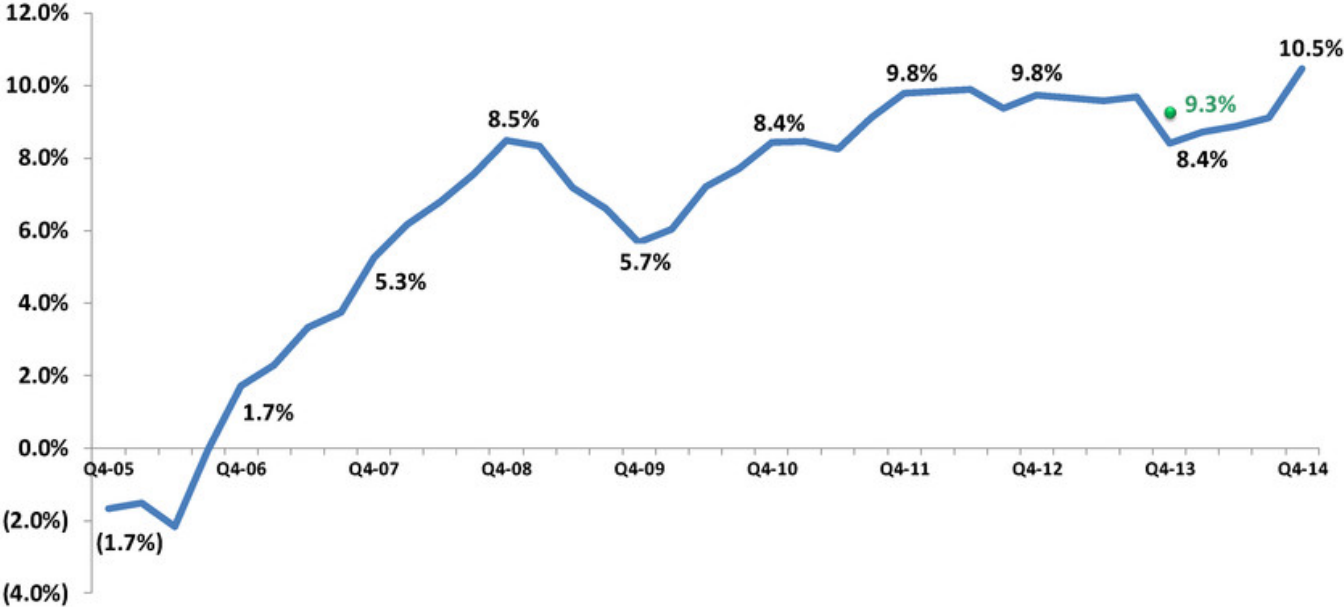
Page 7 See reconciliations of organic measures on pages 20 and 21.

(\$ in Millions)



Operating Margin

Trailing Twelve Months



Adjusted operating margin before our Q4 2013 restructuring charge that differs from reported operating margin is represented in green.



Adjusted Diluted Earnings Per Share

	Three Months Ended December 31, 2014			Three Months Ended December 31, 2013		
	As Reported	Valuation Allowance Reversal, Net	Adjusted Results	As Reported	Restructuring Charges	Adjusted Results
Income Before Income Taxes	\$ 418.6		\$ 418.6	\$ 314.1	\$ (60.6)	\$ 374.7
Provision for Income Taxes	(87.9)	\$ 67.6	(155.5)	(103.2)	9.7	(112.9)
Effective Tax Rate	21.0%		37.1%	32.9%		30.1%
Diluted EPS Components:						
Net Income Available to IPG Common Stockholders	\$ 308.9	\$ 67.6	\$ 241.3	\$ 193.1	\$ (50.9)	\$ 244.0
Weighted-Average Number of Common Shares Outstanding	421.2		421.2	435.2		435.2
Earnings Per Share Available to IPG Common Stockholders	\$ 0.73	\$ 0.16	\$ 0.57	\$ 0.44	\$ (0.12)	\$ 0.56

Page 9 See full reconciliations of adjusted diluted earnings per share on pages 24 and 25.

(Amounts in Millions, except per share amounts)



Adjusted Diluted Earnings Per Share

	Twelve Months Ended December 31, 2014				Twelve Months Ended December 31, 2013			
	As Reported	Valuation Allowance Reversal, Net	Loss on Early Extinguishment of Debt	Adjusted Results	As Reported	Restructuring Charges	Loss on Early Extinguishment of Debt	Adjusted Results
Income Before Income Taxes	\$ 720.7		\$ (10.4)	\$ 731.1	\$ 468.0	\$ (60.6)	\$ (45.2)	\$ 573.8
Provision for Income Taxes	(216.5)	\$ 67.6	3.8	(287.9)	(181.2)	9.7	16.9	(207.8)
Effective Tax Rate	30.0%			39.4%	38.7%			36.2%
Diluted EPS Components:								
Net Income Available to IPG Common Stockholders	\$ 477.1	\$ 67.6	\$ (6.6)	\$ 416.1	\$ 260.0	\$ (50.9)	\$ (28.3)	\$ 347.9 ⁽¹⁾
Weighted-Average Number of Common Shares Outstanding	425.4			425.4	429.6			443.3
Earnings Per Share Available to IPG Common Stockholders	\$ 1.12	\$ 0.16	\$ (0.02)	\$ 0.98	\$ 0.61	\$ (0.11)	\$ (0.06)	\$ 0.78

⁽¹⁾ 2013 adjusted diluted net income available to IPG common stockholders includes \$8.7 of dilutive securities that were not dilutive in our 2013 reported financial results.

Page 10 See full reconciliations of adjusted diluted earnings per share on pages 24 and 25.

(Amounts in Millions, except per share amounts)



Balance Sheet – Current Portion

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,660.6	\$ 1,636.8
Marketable securities	6.6	5.3
Accounts receivable, net	4,376.6	4,565.4
Expenditures billable to clients	1,424.2	1,536.4
Other current assets	342.2	340.1
Total current assets	\$ 7,810.2	\$ 8,084.0
 CURRENT LIABILITIES:		
Accounts payable	\$ 6,558.0	\$ 6,914.2
Accrued liabilities	796.0	718.4
Short-term borrowings	107.2	179.1
Current portion of long-term debt	2.1	353.6
Total current liabilities	\$ 7,463.3	\$ 8,165.3

Cash Flow

	Three Months Ended December 31,	
	2014	2013
NET INCOME	\$ 331	\$ 212
OPERATING ACTIVITIES		
Depreciation & amortization	59	53
Deferred taxes	35	40
Other non-cash items	(5)	13
Change in working capital, net	627	657
Other non-current assets & liabilities	4	48
Net cash provided by Operating Activities	1,051	1,023
INVESTING ACTIVITIES		
Capital expenditures	(55)	(81)
Acquisitions & deferred payments, net	(5)	(14)
Business, investment & fixed asset purchases/sales, net	1	(2)
Net cash used in Investing Activities⁽¹⁾	(59)	(97)
FINANCING ACTIVITIES		
Repurchase of common stock	(127)	(201)
Common stock dividends	(39)	(32)
Net decrease in short-term bank borrowings	(19)	(8)
Distributions to noncontrolling interests	(3)	(5)
Preferred stock dividends	-	(3)
Exercise of stock options	8	3
Excess tax benefit from share-based payment arrangements	12	(9)
Other financing activities	(1)	(1)
Net cash used in Financing Activities	(169)	(256)
Currency Effect	(58)	(33)
Increase in Cash & S/T Marketable Securities	\$ 765	\$ 637

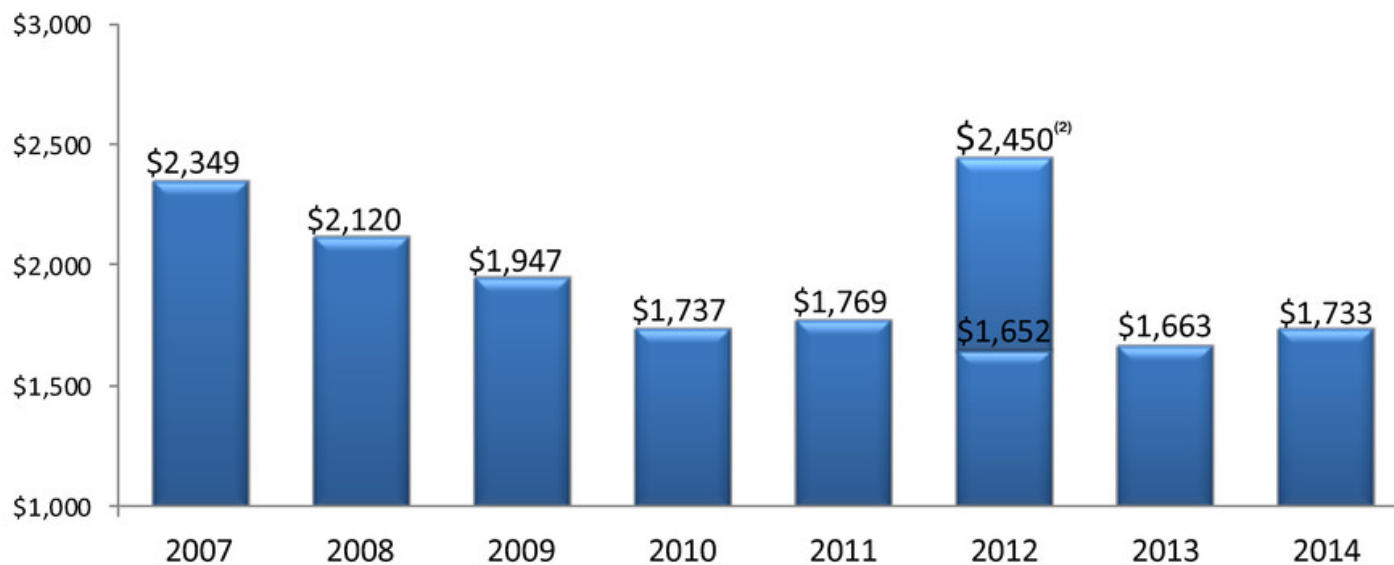
Page 12 ⁽¹⁾ Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 23.

(\$ in Millions)



Total Debt ⁽¹⁾

December 31,



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

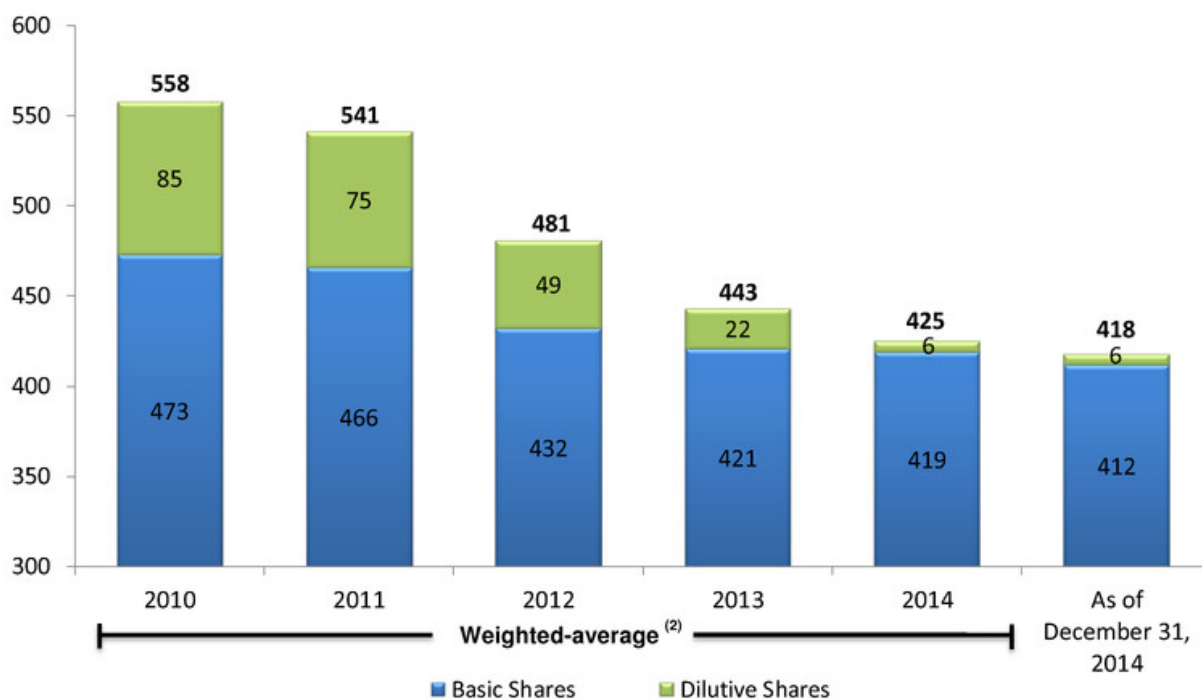
⁽²⁾ Includes our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to redeem a similar amount of debt in 2013.

Page 13

(\$ in Millions)



Total Shares: Basic and Eligible for Dilution ⁽¹⁾



⁽¹⁾ Includes basic common shares outstanding, restricted shares and in-the-money stock options, and convertible debt and preferred stock eligible for dilution.

⁽²⁾ Equals weighted-average shares outstanding as defined above for the twelve months ending December 31st for the periods presented.

Summary

- Outperformed our FY-14 financial objectives
- Traction from key strategic initiatives
 - Quality of our agency offerings, creative talent and “open architecture” solutions
 - Strength in digital and high-growth regions
 - Effective expense management
- Focus is on continued margin improvement
- Financial strength continues to be a source of value creation
 - Lower cost of debt
 - Raised dividend and authorized new share repurchase program



Interpublic Group

Appendix



Operating Performance

	Twelve Months Ended December 31,	
	2014	2013
<i>Revenue</i>	\$ 7,537.1	\$ 7,122.3
Salaries and Related Expenses	4,820.4	4,545.5
Office and General Expenses	1,928.1	1,917.9
<i>Operating Income before Restructuring Charges</i>	788.6	658.9
<i>Operating Margin % before Restructuring Charges</i>	10.5%	9.3%
Restructuring and Other Reorganization-Related Charges, net	0.2	60.6
<i>Operating Income</i>	788.4	598.3
<i>Operating Margin %</i>	10.5%	8.4%
Interest Expense	(84.9)	(122.7)
Interest Income	27.4	24.7
Other Expense, net	(10.2)	(32.3)
<i>Income Before Income Taxes</i>	720.7	468.0
Provision for Income Taxes	216.5	181.2
Equity in Net Income of Unconsolidated Affiliates	1.2	2.1
<i>Net Income</i>	505.4	288.9
Net Income Attributable to Noncontrolling Interests	(28.3)	(21.0)
<i>Net Income Attributable to IPG</i>	477.1	267.9
Dividends on Preferred Stock	-	(8.7)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 477.1	\$ 259.2
<i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 1.14	\$ 0.62
Diluted	\$ 1.12	\$ 0.61
<i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	419.2	421.1
Diluted	425.4	429.6
<i>Dividends Declared per Common Share</i>	\$ 0.38	\$ 0.30

Cash Flow

	Twelve Months Ended December 31,	
	2014	2013
NET INCOME	\$ 505	\$ 289
OPERATING ACTIVITIES		
Depreciation & amortization	222	209
Deferred taxes	84	69
Non-cash (gain) loss on early extinguishment of debt	(1)	15
Other non-cash items	22	17
Change in working capital, net	(131)	(10)
Other non-current assets & liabilities	(31)	4
Net cash provided by Operating Activities	670	593
INVESTING ACTIVITIES		
Capital expenditures	(149)	(173)
Acquisitions & deferred payments, net	(68)	(62)
Business, investment & fixed asset purchases/sales, net	17	(1)
Net cash used in Investing Activities ⁽¹⁾	(200)	(236)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	499	-
Purchase of long-term debt	(351)	(602)
Repurchase of common stock	(275)	(482)
Common stock dividends	(159)	(126)
Net (decrease) increase in short-term bank borrowings	(63)	5
Distributions to noncontrolling interests	(17)	(15)
Acquisition-related payments	(14)	(28)
Preferred stock dividends	-	(12)
Excess tax benefit from share-based payment arrangements	17	-
Exercise of stock options	20	47
Other financing activities	(1)	1
Net cash used in Financing Activities	(344)	(1,212)
Currency Effect	(101)	(94)
Increase (Decrease) in Cash & S/T Marketable Securities	\$ 25	\$ (949)

Page 18 ⁽¹⁾ Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 23.

(\$ in Millions)



Depreciation and Amortization

	2014				
	Q1	Q2	Q3	Q4	FY 2014
Depreciation and amortization of fixed assets and intangible assets	\$ 40.5	\$ 40.2	\$ 41.0	\$ 41.3	\$ 163.0
Amortization of restricted stock and other non-cash compensation	15.1	11.1	11.7	16.4	54.3
Net amortization of bond discounts and deferred financing costs	1.0	1.3	1.4	1.4	5.1
	2013				
	Q1	Q2	Q3	Q4	FY 2013
Depreciation and amortization of fixed assets and intangible assets	\$ 38.2	\$ 39.2	\$ 40.5	\$ 39.5	\$ 157.4
Amortization of restricted stock and other non-cash compensation	15.5	9.4	8.0	10.2	43.1
Net amortization of bond discounts and deferred financing costs	1.4	2.6	1.4	3.2	8.6

Reconciliation of Organic Measures

	Three Months Ended December 31, 2013	Components of Change			Three Months Ended December 31, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 1,747.9	\$ (46.0)	\$ 19.0	\$ 100.1	\$ 1,821.0	5.7%	4.2%
CMG	374.8	(3.3)	12.2	2.4	386.1	0.6%	3.0%
Total	\$ 2,122.7	\$ (49.3)	\$ 31.2	\$ 102.5	\$ 2,207.1	4.8%	4.0%
Geographic							
United States	\$ 1,105.0	\$ -	\$ 10.2	\$ 37.1	\$ 1,152.3	3.4%	4.3%
International	1,017.7	(49.3)	21.0	65.4	1,054.8	6.4%	3.6%
United Kingdom	178.1	(0.1)	6.4	9.6	194.0	5.4%	8.9%
Continental Europe	280.2	(15.5)	10.0	(11.4)	263.3	(4.1%)	(6.0%)
Asia Pacific	254.8	(10.7)	5.5	32.6	282.2	12.8%	10.8%
Latin America	151.7	(16.5)	(0.9)	16.7	151.0	11.0%	(0.5%)
All Other Markets	152.9	(6.5)	-	17.9	164.3	11.7%	7.5%
Worldwide	\$ 2,122.7	\$ (49.3)	\$ 31.2	\$ 102.5	\$ 2,207.1	4.8%	4.0%
Expenses							
Salaries & Related	\$ 1,199.6	\$ (31.0)	\$ 20.9	\$ 76.9	\$ 1,266.4	6.4%	5.6%
Office & General	538.1	(11.7)	6.1	(24.9)	507.6	(4.6%)	(5.7%)
Total	\$ 1,737.7	\$ (42.7)	\$ 27.0	\$ 52.0	\$ 1,774.0	3.0%	2.1%

Reconciliation of Organic Measures

	Twelve Months Ended December 31, 2013	Components of Change			Twelve Months Ended December 31, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 5,795.6	\$ (76.7)	\$ 61.0	\$ 317.4	\$ 6,097.3	5.5%	5.2%
CMG	1,326.7	1.2	34.3	77.6	1,439.8	5.8%	8.5%
Total	\$ 7,122.3	\$ (75.5)	\$ 95.3	\$ 395.0	\$ 7,537.1	5.5%	5.8%
Geographic							
United States	\$ 3,972.6	\$ -	\$ 24.8	\$ 186.6	\$ 4,184.0	4.7%	5.3%
International	3,149.7	(75.5)	70.5	208.4	3,353.1	6.6%	6.5%
United Kingdom	568.3	30.9	29.0	60.1	688.3	10.6%	21.1%
Continental Europe	800.6	(5.2)	19.7	(10.4)	804.7	(1.3%)	0.5%
Asia Pacific	868.9	(35.6)	20.1	69.1	922.5	8.0%	6.2%
Latin America	464.5	(46.0)	1.7	50.2	470.4	10.8%	1.3%
All Other Markets	447.4	(19.6)	-	39.4	467.2	8.8%	4.4%
Worldwide	\$ 7,122.3	\$ (75.5)	\$ 95.3	\$ 395.0	\$ 7,537.1	5.5%	5.8%
Expenses							
Salaries & Related	\$ 4,545.5	\$ (38.3)	\$ 59.3	\$ 253.9	\$ 4,820.4	5.6%	6.0%
Office & General	1,917.9	(19.7)	20.1	9.8	1,928.1	0.5%	0.5%
Total	\$ 6,463.4	\$ (58.0)	\$ 79.4	\$ 263.7	\$ 6,748.5	4.1%	4.4%

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
12/31/13	6,956.2	(80.4)	50.3	196.2	7,122.3
3/31/14	6,992.4	(89.9)	51.2	263.1	7,216.8
6/30/14	7,032.9	(80.6)	51.6	308.1	7,312.0
9/30/14	7,062.9	(53.5)	74.3	369.0	7,452.7
12/31/14	7,122.3	(75.5)	95.3	395.0	7,537.1

Reconciliation of Investing Cash Flow

	<u>Three Months Ended December 31,</u>		<u>Twelve Months Ended December 31,</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
INVESTING ACTIVITIES				
Net cash used in Investing Activities per presentation	\$ (59)	\$ (97)	\$ (200)	\$ (236)
Purchase, sale and maturities of short-term marketable securities, net	-	-	(1)	11
Net cash used in Investing Activities as reported	<u>\$ (59)</u>	<u>\$ (97)</u>	<u>\$ (201)</u>	<u>\$ (225)</u>

Reconciliation of Adjusted Results ⁽¹⁾

	Three Months Ended December 31, 2014			Twelve Months Ended December 31, 2014			
	As Reported	Valuation Allowance Reversal, Net ⁽²⁾	Adjusted Results	As Reported	Valuation Allowance Reversal, Net ⁽²⁾	Loss on Early Extinguishment of Debt ⁽³⁾	Adjusted Results
Income Before Income Taxes	\$ 418.6		\$ 418.6	\$ 720.7		\$ (10.4)	\$ 731.1
Provision for Income Taxes	(87.9)	\$ 67.6	(155.5)	(216.5)	\$ 67.6	3.8	(287.9)
Effective Tax Rate	21.0%		37.1%	30.0%			39.4%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6	1.2			1.2
Net Income Attributable to Noncontrolling Interests	(22.4)		(22.4)	(28.3)			(28.3)
Net Income Available to IPG Common Stockholders - Basic and Diluted	\$ 308.9	\$ 67.6	\$ 241.3	\$ 477.1	\$ 67.6	\$ (6.6)	\$ 416.1
Weighted-Average Number of Common Shares Outstanding - Basic	413.7		413.7	419.2			419.2
Add: Effect of Dilutive Securities							
Restricted Stock, Stock Options and Other Equity Awards	7.5		7.5	6.2			6.2
Weighted-Average Number of Common Shares Outstanding - Diluted	421.2		421.2	425.4			425.4
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.75		\$ 0.58	\$ 1.14			\$ 0.99
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.73	\$ 0.16	\$ 0.57	\$ 1.12	\$ 0.16	\$ (0.02)	\$ 0.98

(1) The following table reconciles our reported results to our adjusted non-GAAP results that excludes the tax benefit from a net valuation allowance reversal on deferred tax assets during the fourth quarter of 2014, and the loss on early extinguishment of \$350 in aggregate principal amount of our 6.25% Senior Unsecured Notes due 2014, which we redeemed in May 2014. 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.

(2) Net valuation allowance reversal of \$67.6 consists of a reversal of \$124.8 partially offset by the establishment of a valuation allowance of \$57.2, both in Continental Europe.

(3) Loss on early extinguishment of debt of \$10.4, primarily due to a redemption premium.

Page 24

(Amounts in Millions, except per share amounts)



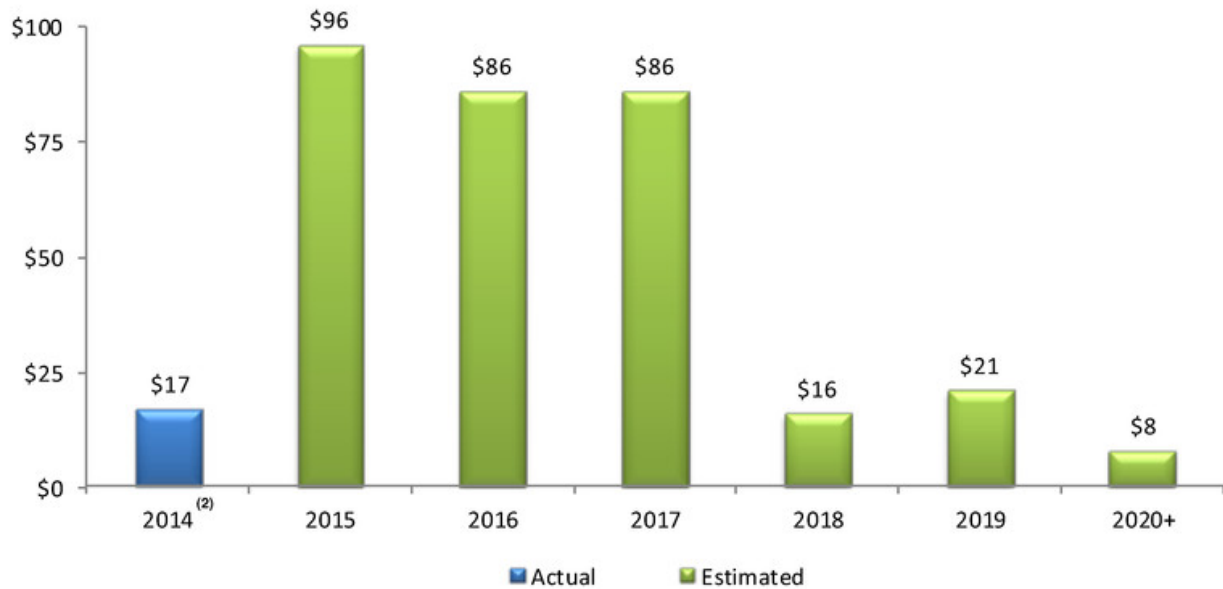
Reconciliation of Adjusted Results ⁽¹⁾

	Three Months Ended December 31, 2013			Twelve Months Ended December 31, 2013			
	As Reported	Restructuring Charges	Adjusted Results	As Reported	Restructuring Charges	Loss on Early Extinguishment of Debt ⁽²⁾	Adjusted Results
Operating Income	\$ 324.4	\$ (60.6)	\$ 385.0	\$ 598.3	\$ (60.6)		\$ 658.9
Operating Margin %	15.3%		18.1%	8.4%			9.3%
Income Before Income Taxes	314.1	(60.6)	374.7	468.0	(60.6)	(45.2)	573.8
Provision for Income Taxes	(103.2)	9.7	(112.9)	(181.2)	9.7	16.9	(207.8)
Effective Tax Rate	32.9%		30.1%	38.7%			36.2%
Equity in Net Income of Unconsolidated Affiliates	1.2		1.2	2.1			2.1
Net Income Attributable to Noncontrolling Interests	(19.0)		(19.0)	(21.0)			(21.0)
Dividends on Preferred Stock	-		-	(8.7)			(8.7)
Net Income Available to IPG Common Stockholders - Basic	\$ 193.1	\$ (50.9)	\$ 244.0	\$ 259.2	\$ (50.9)	\$ (28.3)	\$ 338.4
Adjustments: Effect of Dilutive Securities							
Interest on 4.75% Notes	-		-	0.8			0.8
Dividends on Preferred Stock	-		-	-			8.7
Net Income Available to IPG Common Stockholders - Diluted	\$ 193.1		\$ 244.0	\$ 260.0			\$ 347.9
Weighted-Average Number of Common Shares Outstanding - Basic	425.1		425.1	421.1			421.1
Add: Effect of Dilutive Securities							
Restricted Stock, Stock Options and Other Equity Awards	6.9		6.9	5.2			5.2
4.75% Notes	-		-	3.3			3.3
Preferred Stock Outstanding	3.2		3.2	-			13.7
Weighted-Average Number of Common Shares Outstanding - Diluted	435.2		435.2	429.6			443.3
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.45		\$ 0.57	\$ 0.62			\$ 0.80
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.44	\$ (0.12)	\$ 0.56	\$ 0.61	\$ (0.11)	\$ (0.06)	\$ 0.78

(1) The following table reconciles our reported results to our adjusted non-GAAP results that excludes the impact of restructuring charges and the loss on early extinguishment of \$600 in aggregate principal amount of our 10.00% Senior Unsecured Notes due 2017, which we redeemed in July 2013. 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.

(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.

Acquisition Payment Obligations (1)



(1) Amounts represent payments related to our previous acquisitions. Amounts include deferred payments, and payments we may be required to make in connection with our redeemable noncontrolling interests and call options with affiliates. With respect to redeemable noncontrolling interests and call options with affiliates, these estimated payment amounts are shown as an obligation in the earliest year in which they are exercisable, though some are eligible for exercise in multiple years. The payment amounts are based on current estimates of financial performance and are subject to change.

(2) For 2014, we made payments of \$14 relating to transactions with consolidated subsidiaries and incurred compensation expense of \$3.



Interpublic Group

Metrics Update

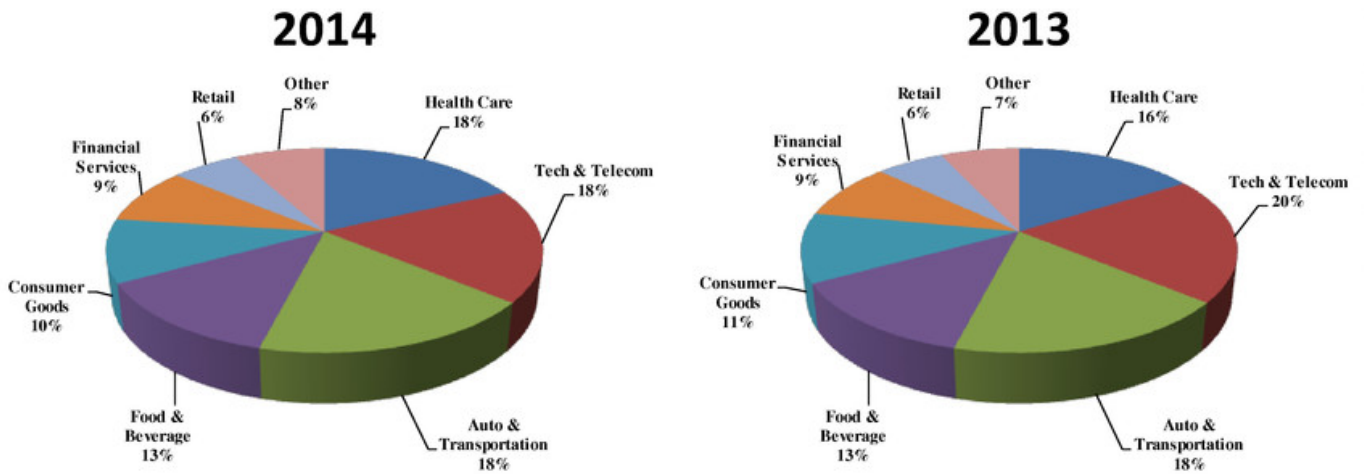


Metrics Update

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

Revenue By Client Sector

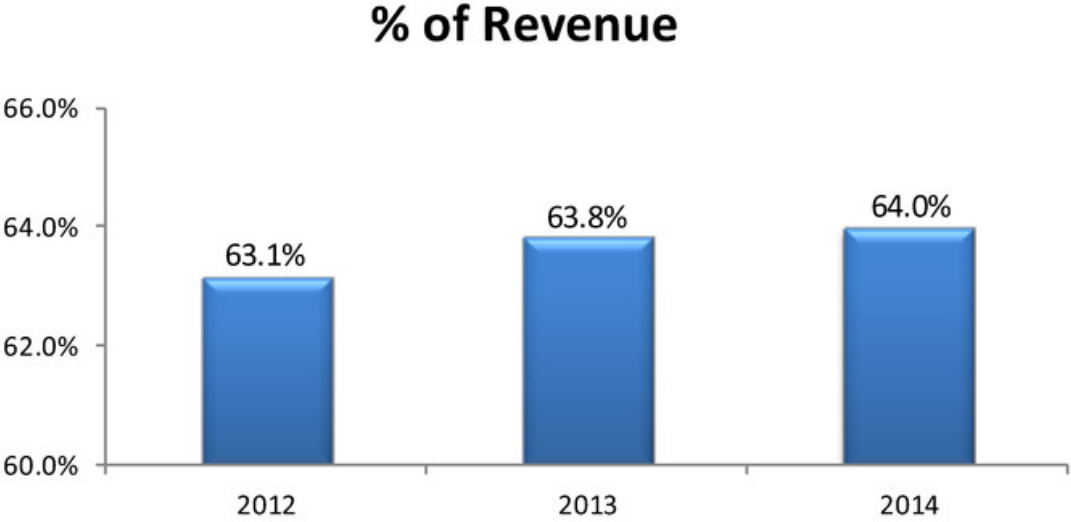
Top 100 Clients for the years ended December 31



Approximately 55% of consolidated revenue

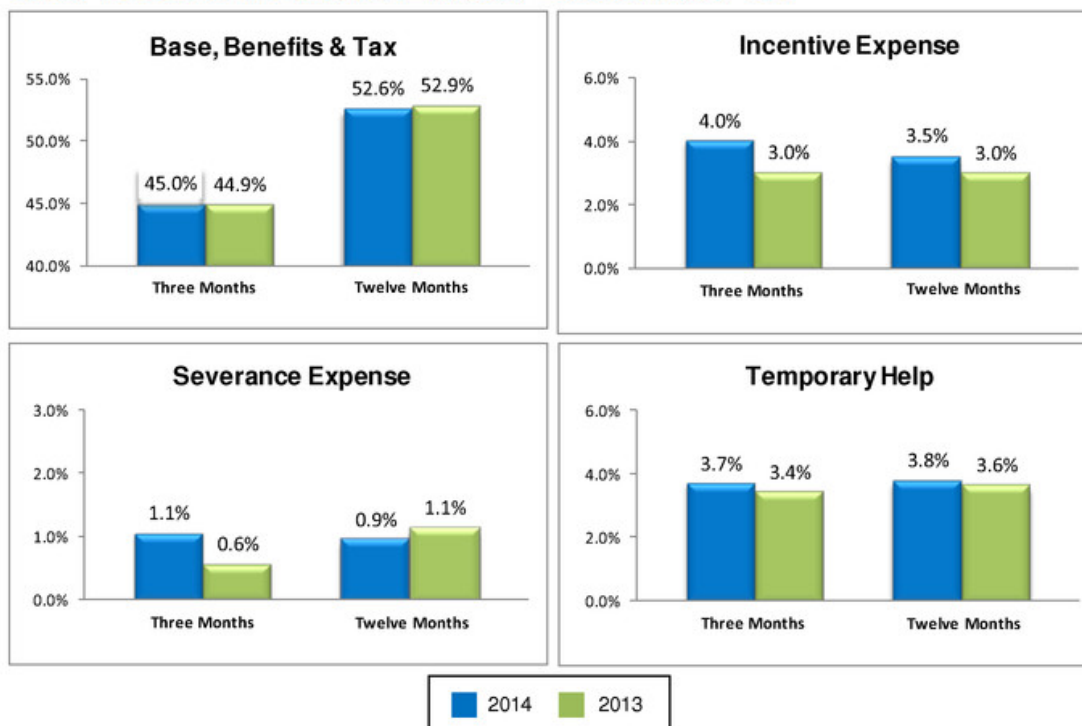
Salaries & Related Expenses

Twelve Months Ended December 31



Salaries & Related Expenses (% of Revenue)

Three and Twelve Months Ended December 31

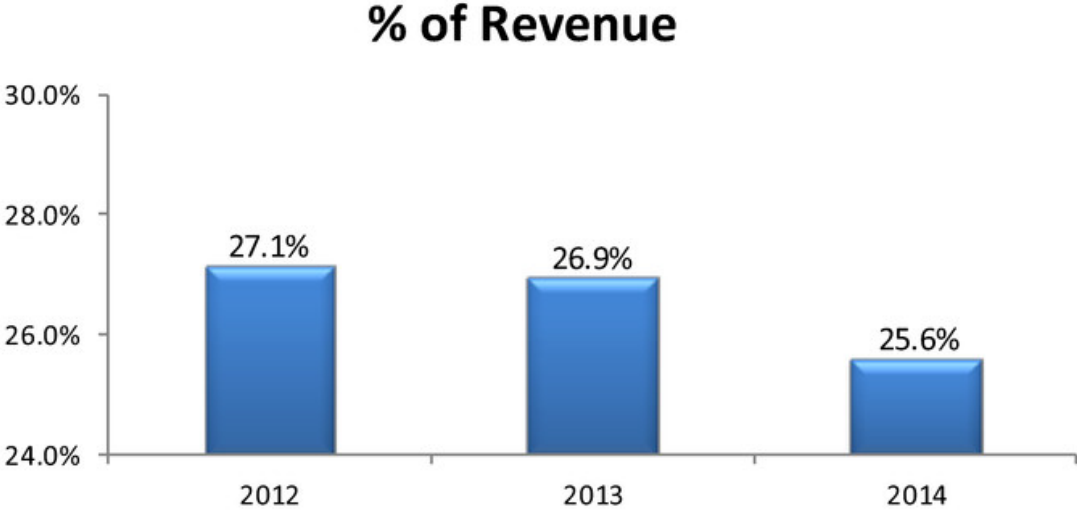


Page 31 "All Other Salaries & Related," not shown, was 3.6% and 4.6% for the three months ended December 31, 2014 and 2013, respectively, and 3.2% for the twelve months ended December 31, 2014 and 2013.



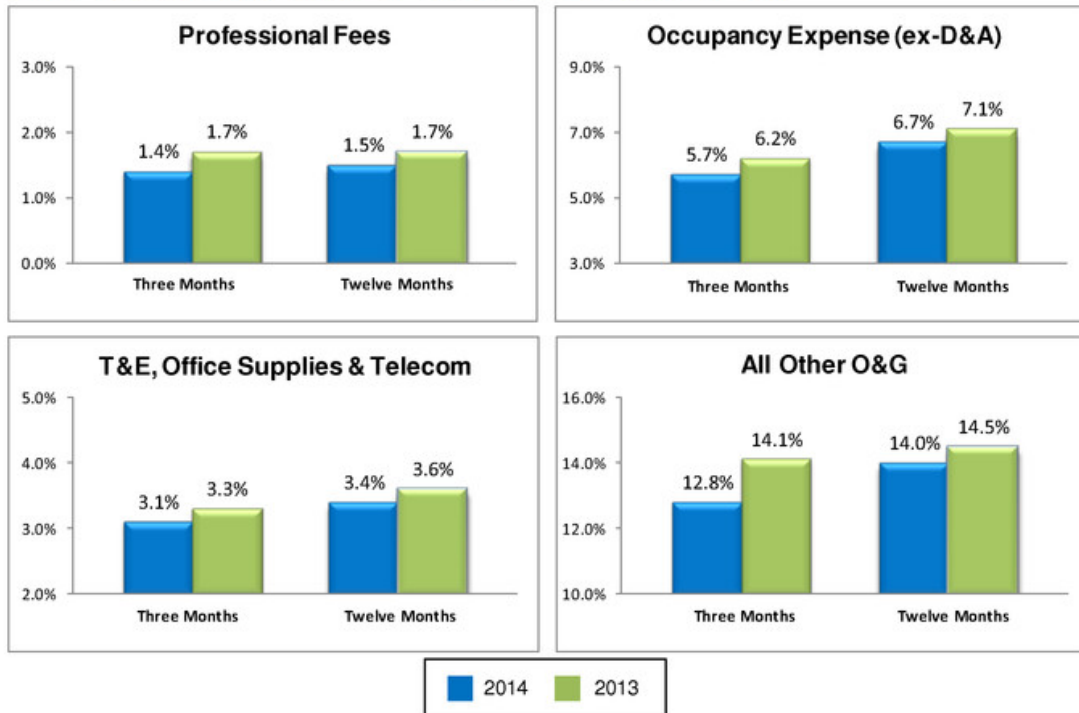
Office & General Expenses

Twelve Months Ended December 31



Office & General Expenses (% of Revenue)

Three and Twelve Months Ended December 31

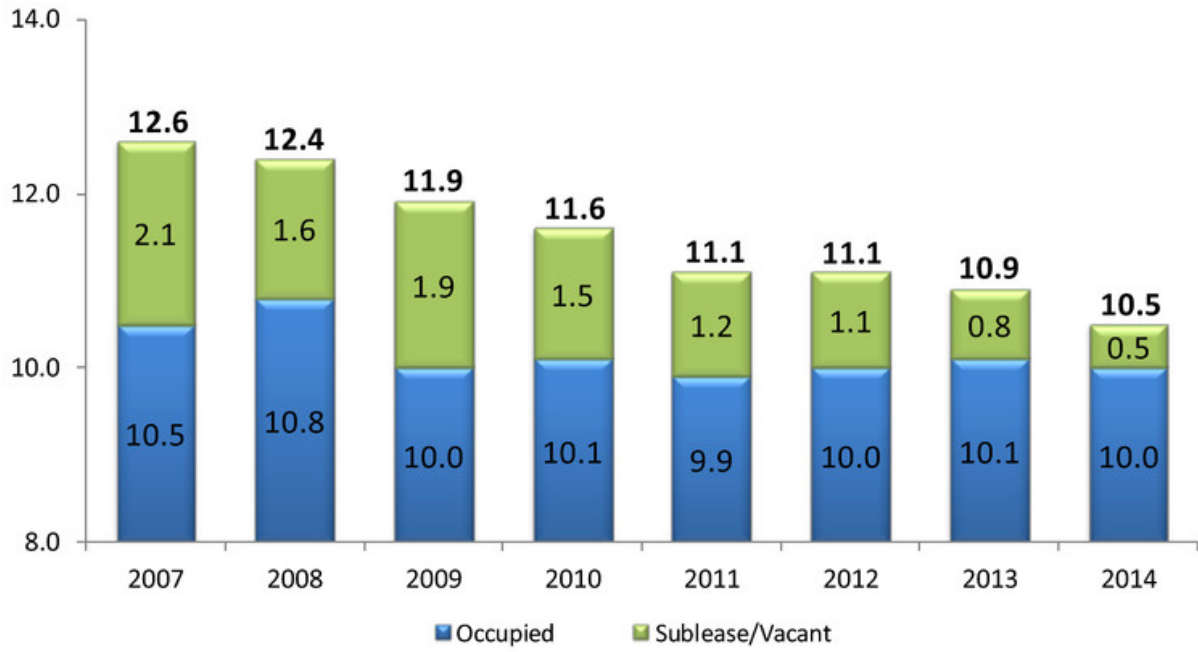


Page 33 "All Other O&G" includes production expenses, depreciation and amortization, bad debt expense, adjustments for contingent acquisition obligations, foreign currency gains (losses), long-lived asset impairments and other expenses.



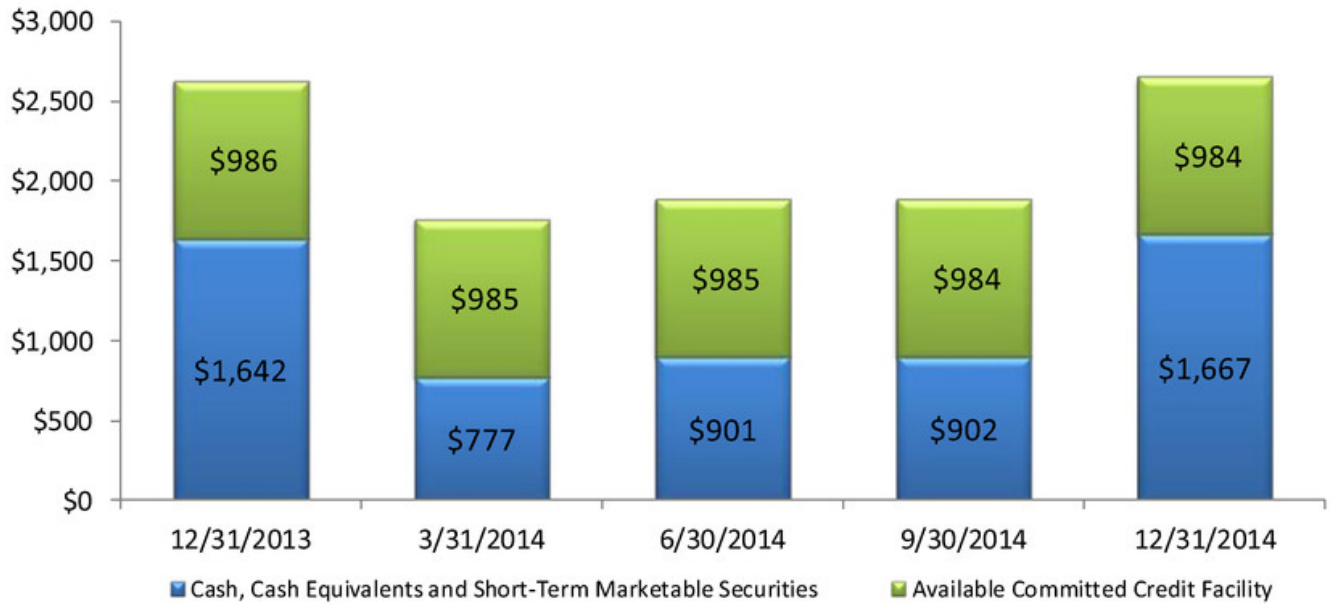
Real Estate

Total Square Feet as of December 31,



Available Liquidity

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



\$1.0 Billion 5-Year Credit Facility Covenants

<u>Covenants</u>	<u>Twelve Months Ending December 31, 2014</u>
I. Interest Coverage Ratio (not less than):	5.00x
Actual Interest Coverage Ratio:	17.80x
II. Leverage Ratio (not greater than):	3.25x
Actual Leverage Ratio:	1.72x
<u>Interest Coverage Ratio - Interest Expense Reconciliation</u>	<u>Twelve Months Ending December 31, 2014</u>
Interest Expense:	\$84.9
- Interest income	27.4
- Other	1.0
Net interest expense as defined:	<u>\$56.5</u>
<u>EBITDA Reconciliation</u>	<u>Twelve Months Ending December 31, 2014</u>
Operating Income:	\$788.4
+ Depreciation and amortization	217.3
EBITDA as defined:	<u>\$1,005.7</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.

