
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): November 18, 2003

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.)

1271 Avenue of the Americas, New York, New York

10020

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: 212-399-8000

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure.

On November 18, 2003, Modem Media, Inc. ("Modem Media") issued a press release, attached hereto as Exhibit 99.1, which is hereby incorporated by reference, announcing it had filed a registration statement with the Securities and Exchange Commission for the proposed offering of Modem Media common shares in an underwritten public offering by The Interpublic Group of Companies, Inc. ("Interpublic") and two other Modem Media shareholders. Interpublic is offering for sale under the registration statement approximately 7 million shares of common stock of Modem Media, an interactive marketing strategy and services firm. In addition, Interpublic has granted the underwriters in the offering the right to purchase up to an additional 1,080,000 shares to cover over-allotments.

Item 7. Financial Statements and Exhibits.

Exhibit 99.1: Press Release of Modem Media, dated November 18, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE INTERPUBLIC GROUP OF
COMPANIES, INC.

Date: November 21, 2003

By: /s/ Nicholas J. Camera

Nicholas J. Camera
Senior Vice President, General
Counsel and Secretary

Modem Media Announces Shareholders' Proposed Sale of 7,200,000 Shares of its Common Stock

NORWALK, Conn.--(BUSINESS WIRE)--Nov. 18, 2003--Modem Media, Inc. (NASDAQ: MMPT), an interactive marketing strategy and services firm, today filed a registration statement with the Securities and Exchange Commission for a proposed offering by shareholders to sell 7.2 million shares of its common stock.

The Interpublic Group of Companies, Inc. (NYSE: IPG) intends to offer approximately 7 million shares for sale in the public offering. Modem Media founder and chairman Gerald M. O'Connell intends to offer for sale approximately 150,000 shares in the offering, and director Robert Allen, a co-founder of the company, intends to offer for sale approximately 50,000 shares in the offering. In addition, Interpublic has granted the underwriters the right to purchase up to an additional 1,080,000 shares to cover over-allotments.

The underwriters for the offering are Jefferies & Company, Inc., William Blair & Company, L.L.C. and Friedman, Billings, Ramsey & Co., Inc.

Modem Media will not receive any of the proceeds from the sale of shares by the selling stockholders.

A registration statement relating to these securities has been filed today with the Securities and Exchange Commission, but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Printed copies of the preliminary prospectus relating to the offering may be obtained, when available, from Jefferies & Company, Inc., 520 Madison Avenue, 12th floor, New York, New York, 10022, telephone (212) 284-2550.

CONTACT: Modem Media
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or
Interpublic
Philippe Krakowsky, 212-399-8088

SOURCE: Modem Media, Inc.