

REGISTRATION NO. 333-22899

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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THE INTERPUBLIC GROUP OF COMPANIES, INC.  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	13-1024020 (I.R.S. Employer Identification No.)
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1271 Avenue of the Americas  
New York, New York 10020  
212-399-8000  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

NICHOLAS J. CAMERA, VICE PRESIDENT,  
GENERAL COUNSEL & SECRETARY  
THE INTERPUBLIC GROUP OF COMPANIES, INC.  
1271 Avenue of the Americas  
New York, New York 10020  
212-399-8000  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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The Commission is requested to mail signed copies of all orders,  
notices and communications to:

Theodore H. Paraskevas, Esq. The Interpublic Group of Companies, Inc. 1271 Avenue of the Americas New York, New York 10020 212-399-8000	Barry Fox, Esq. Cleary, Gottlieb, Steen & Hamilton One Liberty Plaza New York, New York 10006 212-225-2000
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE  
PUBLIC: As soon as practicable after this Registration Statement  
becomes effective.

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If the only securities being registered on this Form are  
being offered pursuant to dividend or interest reinvestment  
plans, please check the following box.

If any of the securities being registered on this Form are  
to be offered on a delayed or continuous basis pursuant to Rule  
415 under the Securities Act of 1933, other than securities  
offered only in connection with dividend or interest reinvestment  
plans, check the following box.

If this Form is filed to register additional securities for  
an offering pursuant to Rule 462(b) under the Securities Act,  
please check the following box and list the Securities Act  
registration statement number of the earlier effective  
registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant  
to Rule 462(c) under the Securities Act, please check the  
following box and list the Securities Act registration statement

number of the earlier effective registration statement for the same offering. |\_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |\_|

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The purpose of this Post-effective Amendment No. 1 is to deregister pursuant to Item 17(a)(3) of this registration statement any of the securities registered hereunder which remain unsold at the end of July 22, 1997.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 22nd day of July, 1997.

THE INTERPUBLIC GROUP OF COMPANIES, INC.  
(Registrant)

By: /s/ Nicholas J. Camera

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Nicholas J. Camera  
Vice President, General Counsel  
and Secretary

