UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended March 31, 2013

or

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

Commission file number: 1-6686

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**13-1024020**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1114 Avenue of the Americas, New York, New York 10036
(Address of principal executive offices) (Zip Code)

(212) 704-1200
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of shares of the registrant's common stock outstanding as of April 15, 2013 was 428,397,893.

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INFORMATION REGARDING FORWARD-LOOKING DISCLOSURE

This quarterly report on Form 10-Q contains forward-looking statements. Statements in this report that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue" or comparable terminology are intended to identify 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.

Part I – FINANCIAL INFORMATION

Item 1. ***Financial Statements (Unaudited)***

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

	Three months ended March 31, 2013	Three months ended March 31, 2012
REVENUE	$ 1,543.0	$ 1,506.8
OPERATING EXPENSES:		
Salaries and related expenses	1,132.1	1,104.9
Office and general expenses	453.3	441.3
Total operating expenses	1,585.4	1,546.2
OPERATING LOSS	(42.4)	(39.4)
EXPENSES AND OTHER INCOME:		
Interest expense	(36.8)	(32.6)
Interest income	6.4	8.0
Other income (expense), net	1.8	(1.3)
Total (expenses) and other income	(28.6)	(25.9)
Loss before income taxes	(71.0)	(65.3)
Benefit of income taxes	(12.4)	(19.2)
Loss of consolidated companies	(58.6)	(46.1)
Equity in net income of unconsolidated affiliates	0.1	0.4
NET LOSS	(58.5)	(45.7)
Net loss attributable to noncontrolling interests	2.2	2.7
NET LOSS ATTRIBUTABLE TO IPG	(56.3)	(43.0)
Dividends on preferred stock	(2.9)	(2.9)
NET LOSS AVAILABLE TO IPG COMMON STOCKHOLDERS	$ (59.2)	$ (45.9)
Loss per share available to IPG common stockholders - basic and diluted	$ (0.14)	$ (0.10)
Weighted-average number of common shares outstanding - basic and diluted	414.2	437.6
Dividends declared per common share	$ 0.075	$ 0.060

The accompanying notes are an integral part of these unaudited financial statements.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Amounts in Millions)
(Unaudited)

	Three months ended March 31,	
	2013	**2012**
NET LOSS	$ (58.5)	$ (45.7)
OTHER COMPREHENSIVE (LOSS) INCOME		
Foreign currency translation adjustments	(38.8)	45.1
Available-for-sale securities:		
Changes in market value of available-for-sale securities	0.4	0.5
Less: recognition of previously unrealized (gains) losses included in net loss	(1.0)	0.6
Income tax effect	0.1	0.0
	(0.5)	1.1
Derivative instruments:		
Changes in fair value of derivative instruments	0.0	(2.8)
Less: recognition of previously unrealized losses in net loss	0.4	0.0
Income tax effect	(0.2)	0.0
	0.2	(2.8)
Defined benefit pension and other postretirement plans:		
Net actuarial gains for the period	(1.1)	(0.3)
Less: amortization of unrecognized losses, transition obligation and prior service cost included in net loss	2.8	1.9
Other	(0.5)	(0.1)
Income tax effect	(0.7)	(0.5)
	0.5	1.0
Other comprehensive (loss) income, net of tax	(38.6)	44.4
TOTAL COMPREHENSIVE LOSS	(97.1)	(1.3)
Less: comprehensive loss attributable to noncontrolling interests	(3.4)	(2.2)
COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO IPG	$ (93.7)	$ 0.9

The accompanying notes are an integral part of these unaudited financial statements.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Amounts in Millions)
(Unaudited)

	March 31, 2013	December 31, 2012
ASSETS:		
Cash and cash equivalents	$ 1,645.7	$ 2,574.8
Marketable securities	5.4	16.0
Accounts receivable, net of allowance of $61.0 and $59.0	3,885.7	4,496.6
Expenditures billable to clients	1,511.4	1,318.8
Other current assets	400.0	332.1
Total current assets	7,448.2	8,738.3
Furniture, equipment and leasehold improvements, net of accumulated depreciation of $1,136.6 and $1,134.9	485.6	504.8
Deferred income taxes	182.4	160.5
Goodwill	3,588.9	3,580.6
Other non-current assets	513.2	509.7
TOTAL ASSETS	$ 12,218.3	$ 13,493.9
LIABILITIES:		
Accounts payable	$ 5,650.2	$ 6,584.8
Accrued liabilities	596.4	728.2
Short-term borrowings	159.7	172.1
Current portion of long-term debt	1.9	216.6
Total current liabilities	6,408.2	7,701.7
Long-term debt	2,071.6	2,060.8
Deferred compensation	465.7	489.0
Other non-current liabilities	555.1	558.6
TOTAL LIABILITIES	9,500.6	10,810.1
Redeemable noncontrolling interests (see Note 5)	235.3	227.2
STOCKHOLDERS' EQUITY:		
Preferred stock	221.5	221.5
Common stock	50.9	48.8
Additional paid-in capital	2,705.6	2,465.4
Retained earnings	648.7	738.3
Accumulated other comprehensive loss, net of tax	(325.4)	(288.0)
	3,301.3	3,186.0
Less: Treasury stock	(852.0)	(765.4)
Total IPG stockholders' equity	2,449.3	2,420.6
Noncontrolling interests	33.1	36.0
TOTAL STOCKHOLDERS' EQUITY	2,482.4	2,456.6
TOTAL LIABILITIES AND EQUITY	$ 12,218.3	$ 13,493.9

The accompanying notes are an integral part of these unaudited financial statements.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Millions)
(Unaudited)

	Three months ended March 31, 2013	Three months ended March 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (58.5)	$ (45.7)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization of fixed assets and intangible assets	38.2	34.6
Provision for uncollectible receivables	3.8	6.7
Amortization of restricted stock and other non-cash compensation	15.5	16.7
Net amortization of bond discounts (premiums) and deferred financing costs	1.4	(1.7)
Deferred income tax benefit	(49.5)	(51.5)
Other	(0.4)	10.4
Changes in assets and liabilities, net of acquisitions and dispositions, providing (using) cash:		
Accounts receivable	567.4	742.3
Expenditures billable to clients	(206.2)	(193.7)
Other current assets	(53.2)	(34.1)
Accounts payable	(898.2)	(808.4)
Accrued liabilities	(131.8)	(150.9)
Other non-current assets and liabilities	(3.6)	(23.2)
Net cash used in operating activities	(775.1)	(498.5)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions, including deferred payments, net of cash acquired	(34.9)	(2.1)
Capital expenditures	(17.8)	(22.4)
Net sales (purchases) and maturities of short-term marketable securities	11.1	(0.3)
Other investing activities	1.8	3.5
Net cash used in investing activities	(39.8)	(21.3)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of long-term debt	(0.2)	(400.1)
Proceeds from issuance of long-term debt	0.0	246.8
Repurchase of common stock	(75.8)	(52.5)
Common stock dividends	(31.0)	(26.2)
Net (decrease) increase in short-term bank borrowings	(11.4)	3.8
Distributions to noncontrolling interests	(1.2)	(1.8)
Preferred stock dividends	(2.9)	(2.9)
Exercise of stock options	18.1	4.9
Other financing activities	0.3	(1.0)
Net cash used in financing activities	(104.1)	(229.0)
Effect of foreign exchange rate changes on cash and cash equivalents	(10.1)	19.2
Net decrease in cash and cash equivalents	(929.1)	(729.6)
Cash and cash equivalents at beginning of period	2,574.8	2,302.7
Cash and cash equivalents at end of period	$ 1,645.7	$ 1,573.1

The accompanying notes are an integral part of these unaudited financial statements.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Amounts in Millions)
(Unaudited)

	Preferred Stock	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
Balance at December 31, 2012	$ 221.5	492.0	$ 48.8	$ 2,465.4	$ 738.3	$ (288.0)	$ (765.4)	$ 2,420.6	$ 36.0	$ 2,456.6
Net loss					(56.3)			(56.3)	(2.2)	(58.5)
Other comprehensive loss						(37.4)		(37.4)	(1.2)	(38.6)
Reclassifications related to redeemable noncontrolling interests									1.7	1.7
Distributions to noncontrolling interests									(1.2)	(1.2)
Change in redemption value of redeemable noncontrolling interests					0.9			0.9		0.9
Repurchase of common stock							(75.8)	(75.8)		(75.8)
Common stock dividends					(31.0)			(31.0)		(31.0)
Preferred stock dividends					(2.9)			(2.9)		(2.9)
Conversion of convertible notes to common stock		16.9	1.7	198.3				200.0		200.0
Capped call transaction				10.8			(10.8)	0.0		0.0
Stock-based compensation		0.9	0.4	26.4				26.8		26.8
Exercise of stock options		1.7	0.2	18.1				18.3		18.3
Shares withheld for taxes		(0.1)	(0.2)	(19.2)				(19.4)		(19.4)
Other				5.8	(0.3)			5.5		5.5
Balance at March 31, 2013	$ 221.5	511.4	$ 50.9	$ 2,705.6	$ 648.7	$ (325.4)	$ (852.0)	$ 2,449.3	$ 33.1	$ 2,482.4

The accompanying notes are an integral part of these unaudited financial statements.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY – (CONTINUED)
(Amounts in Millions)
(Unaudited)

	Preferred Stock	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
Balance at December 31, 2011	$ 221.5	491.4	$ 48.2	$ 2,427.5	$ 405.1	$ (225.7)	$ (414.9)	$ 2,461.7	$ 35.6	$ 2,497.3
Net loss					(43.0)			(43.0)	(2.7)	(45.7)
Other comprehensive income						43.9		43.9	0.5	44.4
Reclassifications related to redeemable noncontrolling interests				13.0				13.0	3.9	16.9
Noncontrolling interest transactions									(0.8)	(0.8)
Distributions to noncontrolling interests									(1.8)	(1.8)
Change in redemption value of redeemable noncontrolling interests					3.3			3.3		3.3
Repurchase of common stock							(52.5)	(52.5)		(52.5)
Common stock dividends					(26.2)			(26.2)		(26.2)
Preferred stock dividends					(2.9)			(2.9)		(2.9)
Stock-based compensation		(0.1)	0.6	13.4				14.0		14.0
Exercise of stock options		0.4	0.1	4.9				5.0		5.0
Shares withheld for taxes		(0.1)	(0.2)	(22.5)				(22.7)		(22.7)
Other				0.9	(0.6)			0.3	(0.5)	(0.2)
Balance at March 31, 2012	$ 221.5	491.6	$ 48.7	$ 2,437.2	$ 335.7	$ (181.8)	$ (467.4)	$ 2,393.9	$ 34.2	$ 2,428.1

The accompanying notes are an integral part of these unaudited financial statements.

Notes to Consolidated Financial Statements
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

Note 1: Basis of Presentation

The unaudited Consolidated Financial Statements have been prepared by The Interpublic Group of Companies, Inc. and its subsidiaries (the "Company," "IPG," "we," "us" or "our") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for reporting interim financial information on Form 10-Q. Accordingly, they do not include certain information and disclosures required for complete financial statements. The preparation of financial statements in conformity with U.S. GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported and disclosed. Actual results could differ from these estimates and assumptions. The consolidated results for interim periods are not necessarily indicative of results for the full year and should be read in conjunction with our 2012 Annual Report on Form 10-K.

In the opinion of management, these unaudited Consolidated Financial Statements include all adjustments, consisting only of normal and recurring adjustments necessary for a fair statement of the information for each period contained therein. Certain reclassifications have been made to prior-period financial statements to conform to the current-period presentation.

Note 2: Debt and Credit Arrangements

Long-Term Debt

A summary of the carrying amounts and fair values of our long-term debt is listed below.

		March 31, 2013		December 31, 2012	
	Effective Interest Rate	Book Value	Fair Value [1]	Book Value	Fair Value [1]
6.25% Senior Unsecured Notes due 2014 (less unamortized discount of $0.2)	6.29%	$ 352.4	$ 376.8	$ 352.8	$ 372.6
10.00% Senior Unsecured Notes due 2017 (less unamortized discount of $7.7)	10.38%	592.3	642.8	591.9	660.8
2.25% Senior Notes due 2017 (less unamortized discount of $0.7)	2.30%	299.3	299.0	299.3	297.8
4.00% Senior Notes due 2022 (less unamortized discount of $2.8)	4.13%	247.2	252.4	247.1	258.7
3.75% Senior Notes due 2023 (less unamortized discount of $1.5)	4.32%	498.5	482.9	498.5	499.7
4.75% Convertible Senior Notes due 2023		0.0	0.0	200.5	202.8
Other notes payable and capitalized leases		83.8	83.9	87.3	90.8
Total long-term debt		2,073.5		2,277.4	
Less: current portion [2]		1.9		216.6	
Long-term debt, excluding current portion		$ 2,071.6		$ 2,060.8	

1 See Note 11 for information on the fair value measurement of our long-term debt.

2 We included our 4.75% Convertible Senior Notes due 2023 (the "4.75% Notes") in the current portion of long-term debt on our December 31, 2012 Consolidated Balance Sheet because holders of the 4.75% Notes had a repurchase option for cash, stock or a combination, at our election, at par on March 15, 2013. The 4.75% Notes were retired in the first quarter of 2013.

Debt Transactions

4.75% Convertible Senior Notes due 2023

In March 2013, we retired all $200.0 in aggregate principal amount of our 4.75% Notes. Of the amount retired, $199.997 in aggregate principal amount of the 4.75% Notes was converted, at the election of the holders, into Interpublic common stock at a conversion rate of 84.3402 shares (actual number) per $1,000 (actual number) principal amount, or approximately 16.9 shares.

(Amounts in Millions, Except Per Share Amounts)

Capped Call

In November 2010, we purchased capped call options to hedge the risk of price appreciation on the shares of our common stock into which our 4.75% Notes were convertible. In March 2013, we exercised our capped call options and elected net share settlement. As of March 31, 2013, we received 0.8 settlement shares from the option counterparties. The remaining exercised capped call options settled in April 2013.

Interest Rate Swaps

We enter into interest rate swaps to manage our exposure to changes in interest rates. In March and April 2012, we entered into forward-starting interest rate swap agreements with an aggregate notional amount of $300.0 to effectively lock in the benchmark rate for a forecasted issuance of debt to occur prior to December 31, 2013. These swaps qualified for hedge accounting as cash flow hedges, and, as such, the effective portion of the losses on the swaps was recorded in other comprehensive income and the ineffective portion of the losses on the swaps was recorded in other income, net. In November 2012, we terminated these swaps when we issued our 3.75% Senior Notes due 2022 (the "3.75% Notes"). The deferred losses on the swaps, recorded in accumulated other comprehensive loss, are amortized as an increase to interest expense over the term of the 3.75% Notes.

During the first quarter of 2013, we reclassified $0.4 from accumulated other comprehensive loss into interest expense. Over the next twelve months, we expect to reclassify $1.8 from accumulated other comprehensive loss into interest expense in our unaudited Consolidated Statements of Operations.

Credit Agreements

We maintain a committed corporate credit facility to increase our financial flexibility (the "Credit Agreement"). The Credit Agreement is a revolving facility expiring in May 2016, under which amounts borrowed by us or any of our subsidiaries designated under the Credit Agreement may be repaid and reborrowed, subject to an aggregate lending limit of $1,000.0 or the equivalent in other currencies. The aggregate available amount of letters of credit outstanding may decrease or increase, subject to a sublimit on letters of credit of $200.0 or the equivalent in other currencies. Our obligations under the Credit Agreement are unsecured.

We were in compliance with all of our covenants in the Credit Agreement as of March 31, 2013.

Note 3: Convertible Preferred Stock

The conversion rate of our 5 1/4% Series B Cumulative Convertible Perpetual Preferred Stock (the "Series B Preferred Stock")is subject to adjustment upon the occurrence of certain events, including the payment of cash dividends on our common stock. During the first quarter of 2013, the conversion rate per share for our Series B Preferred Stock was adjusted from 76.2197 to 77.1251 as a result of the cumulative effect of the cash dividends declared and paid on our common stock during the fourth quarter of 2012 and first quarter of 2013, resulting in a corresponding adjustment of the conversion price from $13.12 to $12.97.

Note 4: Loss Per Share

The following sets forth basic and diluted loss per common share available to IPG common stockholders.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Net loss available to IPG common stockholders	$ (59.2)	$ (45.9)
Weighted-average number of common shares outstanding - basic and diluted	414.2	437.6
Loss per share available to IPG common stockholders - basic and diluted	$ (0.14)	$ (0.10)

Basic and diluted shares outstanding and loss per share are equal for the three months ended March 31, 2013 and 2012 because our potentially dilutive securities are antidilutive as a result of the net loss available to IPG common stockholders in each period presented.

Notes to Consolidated Financial Statements – (continued)
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

The following table presents the potential shares excluded from the diluted loss per share calculation because the effect of including these potential shares would be antidilutive.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Restricted stock, stock options and other equity awards	5.7	6.3
4.75% Notes [1]	13.4	16.5
4.25% Notes [1]	0.0	30.9
Preferred stock outstanding	17.1	16.7
Total	36.2	70.4
Securities excluded from the diluted loss per share calculation because the exercise price was greater than the average market price:		
Stock options [2]	3.2	7.2

1 We retired all of our outstanding 4.75% Notes and 4.25% Notes in March 2013 and March 2012, respectively. See Note 2 for further information on our 4.75% Notes. For purposes of calculating diluted loss per share, the potentially dilutive shares are pro-rated based on the period they were outstanding.

2 These options are outstanding at the end of the respective periods. In any period in which the exercise price is less than the average market price, these options have the potential to be dilutive, and application of the treasury stock method would reduce this amount.

Note 5: Acquisitions

We continue to evaluate strategic opportunities to expand our industry expertise, strengthen our position in high-growth and key strategic geographical markets and industry sectors, advance technological capabilities and improve operational efficiency through both acquisitions and increased ownership interests in current investments. Our acquisitions typically provide for an initial payment at the time of closing and additional contingent purchase price payments based on the future performance of the acquired entity. We have entered into agreements that may require us to purchase additional equity interests in certain consolidated and unconsolidated subsidiaries. The amounts at which we record these transactions in our financial statements are based on estimates of the future financial performance of the acquired entity, the timing of the exercise of these rights, changes in foreign currency exchange rates and other factors.

During the first quarter of 2013, we completed six acquisitions, including a full-service digital agency in India and a mobile marketing agency in Australia. All six acquisitions were included in the Integrated Agency Networks ("IAN") operating segment. During the first quarter of 2013, we recorded approximately $53.0 of goodwill and intangible assets related to these acquisitions.

During the first quarter of 2012, we completed three acquisitions, which included an entertainment marketing agency in the United Kingdom. All three acquisitions were included in the Constituency Management Group ("CMG") operating segment. During the first quarter of 2012, we recorded approximately $5.0 of goodwill and intangible assets related to these acquisitions.

The results of operations of our acquired companies were included in our consolidated results from the closing date of each acquisition. Details of cash paid for current and prior years' acquisitions are listed below.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Cost of investment: current-year acquisitions	$ 39.0	$ 2.4
Cost of investment: prior-year acquisitions	0.7	0.9
Less: net cash acquired	(4.1)	(1.2)
Total cash paid for acquisitions [1]	$ 35.6	$ 2.1

1 Of the total cash paid, $0.7 for the three months ended March 31, 2013 is classified under the financing section of the unaudited Consolidated Statements of Cash Flows within other financing activities. These amounts relate to increases in our ownership interests in our consolidated subsidiaries, as well as deferred payments for acquisitions that closed on or after January 1, 2009. Of the total cash paid, $34.9 and $2.1 for the three months ended March 31, 2013, and 2012, respectively, are classified under the investing section of the unaudited Consolidated Statements of Cash Flows within acquisitions, including deferred payments, net of cash acquired. These amounts relate to initial payments for new transactions and deferred payments for acquisitions that closed prior to January 1, 2009.

(Amounts in Millions, Except Per Share Amounts)

Many of our acquisitions also include provisions under which the noncontrolling equity owners may require us to purchase additional interests in a subsidiary at their discretion. The following table presents changes in our redeemable noncontrolling interests.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Balance at beginning of period	$ 227.2	$ 243.4
Change in related noncontrolling interests balance	(1.7)	(3.9)
Changes in redemption value of redeemable noncontrolling interests:		
Additions	12.5	0.0
Redemptions and other	(1.3)	(13.0)
Redemption value adjustments [1]	(1.4)	(2.8)
Balance at end of period	$ 235.3	$ 223.7

[1] Redeemable noncontrolling interests are reported at their estimated redemption value in each reporting period, but not less than their initial fair value. Any adjustment to the redemption value impacts retained earnings or additional paid-in capital, except adjustments as a result of currency translation.

Note 6: Supplementary Data

Accrued Liabilities

The following table presents the components of accrued liabilities.

	March 31, 2013	December 31, 2012
Salaries, benefits and related expenses	$ 363.5	$ 478.2
Office and related expenses	48.4	51.6
Acquisition obligations	36.1	29.5
Interest	33.9	42.4
Professional fees	20.7	21.7
Other	93.8	104.8
Total accrued liabilities	$ 596.4	$ 728.2

2004 Restatement Liabilities

As part of the restatement we presented in our 2004 Annual Report on Form 10-K (the "2004 Restatement"), we recognized liabilities related to vendor discounts and credits where we had a contractual or legal obligation to rebate such amounts to our clients or vendors. Reductions to these liabilities are achieved through settlements with clients and vendors, but also may occur if the applicable statute of limitations in a jurisdiction has lapsed. As of March 31, 2013 and December 31, 2012, we had vendor discounts and credit liabilities of $25.5 and $26.9, respectively, related to the 2004 Restatement.

Other Income (Expense), Net

Results of operations for the three months ended March 31, 2013 and 2012 include certain items that are not directly associated with our revenue-producing operations.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Gains (losses) on sales of businesses and investments	$ 2.2	$ (3.4)
Vendor discounts and credit adjustments	0.2	2.4
Other expense, net	(0.6)	(0.3)
Total other income (expense), net	$ 1.8	$ (1.3)

Sales of Businesses and Investments – During the three months ended March 31, 2013, the gains on sales of businesses and investments primarily related to a gain recognized from the sale of marketable securities in the Asia Pacific region within our IAN segment. During the three months ended March 31, 2012, the losses on sales of businesses and investments primarily related to a loss recognized from the sale of a business in the domestic market within our IAN segment.

(Amounts in Millions, Except Per Share Amounts)

Vendor Discounts and Credit Adjustments – We are in the process of settling our liabilities related to vendor discounts and credits established as part of the 2004 Restatement. These adjustments reflect the reversal of certain of these liabilities as a result of differences resulting from settlements with clients or vendors or where the statute of limitations has lapsed.

Share Repurchase Program

In February 2013, our Board of Directors (the "Board") authorized a new share repurchase program to repurchase from time to time up to $300.0, excluding fees, of our common stock (the "2013 share repurchase program"). In March 2013, the Board authorized an increase in the amount available under our 2013 share repurchase program up to $500.0, excluding fees, of our common stock to be used towards the repurchase of shares resulting from the conversion to common stock of the 4.75% Notes. We may effect such repurchases through open market purchases, trading plans established in accordance with SEC rules, derivative transactions or other means.

The following table presents our share repurchase activity under our share repurchase programs.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Number of shares repurchased	6.2	4.9
Aggregate cost, including fees	$ 75.8	$ 52.5
Average price per share, including fees	$ 12.17	$ 10.61

As of March 31, 2013, $524.2 remains available for repurchase under the share repurchase programs. The share repurchase programs have no expiration date.

Accumulated Other Comprehensive Loss, Net of Tax

The following table presents the changes in accumulated other comprehensive loss, net of tax by component.

	Foreign Currency Translation Adjustments	Available-for-Sale Securities	Derivative Instruments	Defined Benefit Pension and Other Postretirement Plans	Total
Balance as of December 31, 2012	$ (130.1)	$ 0.8	$ (12.7)	$ (146.0)	$ (288.0)
Other comprehensive (loss) income before reclassifications	(37.6)	0.4	0.0	(1.6)	(38.8)
Amount reclassified from accumulated other comprehensive loss, net of tax	0.0	(0.9)	0.2	2.1	1.4
Total change for the period	(37.6)	(0.5)	0.2	0.5	(37.4)
Balance as of March 31, 2013	$ (167.7)	$ 0.3	$ (12.5)	$ (145.5)	$ (325.4)

Reclassifications out of accumulated other comprehensive loss, net of tax for the three months ended March 31, 2013 are as follows:

	Amount Reclassified from Accumulated Other Comprehensive Loss	Affected Line Item in the Consolidated Statement of Operations
Foreign currency translation adjustments	$ 0.0	
Gains on available-for-sale securities	(1.0)	Other income (expense), net
Losses on derivative instruments	0.4	Interest expense
Amortization of defined benefit pension and postretirement plans items [1]	2.8	
Tax effect	(0.8)	Benefit of income taxes
Total amount reclassified from accumulated other comprehensive loss, net of tax for the three months ended March 31, 2013	$ 1.4	

[1] These accumulated other comprehensive loss components are included in the computation of net periodic cost. See Note 9 for further information.

(Amounts in Millions, Except Per Share Amounts)

Note 7: Income Taxes

For the three months ended March 31, 2013, our effective income tax rate of 17.5% was negatively impacted primarily by losses in certain foreign locations where we receive no tax benefit due to 100% valuation allowances.

We have various tax years under examination by tax authorities in various countries, and in various states, such as New York, in which we have significant business operations. It is not yet known whether these examinations will, in the aggregate, result in our paying additional taxes. We believe our tax reserves are adequate in relation to the potential for additional assessments in each of the jurisdictions in which we are subject to taxation. We regularly assess the likelihood of additional tax assessments in those jurisdictions and, if necessary, adjust our reserves as additional information or events require.

With respect to all tax years open to examination by U.S. federal, various state and local, and non-U.S. tax authorities, we currently anticipate that total unrecognized tax benefits will decrease by an amount between $30.0 and $40.0 in the next twelve months, a portion of which will affect our effective income tax rate, primarily as a result of the settlement of tax examinations and the lapsing of statutes of limitations.

We are effectively settled with respect to U.S. income tax audits for years prior to 2009. With limited exceptions, we are no longer subject to state and local income tax audits for years prior to 1999, or non-U.S. income tax audits for years prior to 2005.

Note 8: Incentive Compensation Plans

We issue stock-based compensation and cash awards to our employees under a plan established by the Compensation and Leadership Talent Committee of the Board of Directors (the "Compensation Committee") and approved by our shareholders.

We issued the following stock-based awards under the 2009 Performance Incentive Plan (the "2009 PIP") during the three months ended March 31, 2013.

	Awards	Weighted-average grant-date fair value (per award)
Stock options	0.7	$ 4.14
Stock-settled awards	0.9	$ 12.76
Performance-based awards	1.5	$ 11.91
Total stock-based compensation awards	3.1	

During the three months ended March 31, 2013, the Compensation Committee granted performance cash awards under the 2009 PIP with a total target value of $71.8. Of this amount, awards with a total target value of $34.3 will be settled in shares upon vesting. The number of shares to be settled on the vesting date will be calculated as the cash value adjusted for performance divided by our stock price on the vesting date. Additionally, during the three months ended March 31, 2013, the Compensation Committee granted cash awards under the Interpublic Restricted Cash Plan with a total target value of $0.9. Cash awards are amortized over the vesting period, typically three years.

Notes to Consolidated Financial Statements – (continued)
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

Note 9: Employee Benefits

We have a defined benefit pension plan (the "Domestic Pension Plan") that covers certain U.S. employees. We also have numerous funded and unfunded plans outside the U.S. The Interpublic Limited Pension Plan in the U.K. is a defined benefit plan and is our most material foreign pension plan in terms of the benefit obligation and plan assets. Some of our domestic and foreign subsidiaries provide postretirement health benefits and life insurance to eligible employees and, in certain cases, their dependents. The domestic postretirement benefit plan is our most material postretirement benefit plan in terms of the benefit obligation. Certain immaterial foreign pension and postretirement benefit plans have been excluded from the table below.

The components of net periodic cost for the Domestic Pension Plan, the significant foreign pension plans and the domestic postretirement benefit plan are listed below.

	Domestic Pension Plan		Foreign Pension Plans		Domestic Postretirement Benefit Plan	
Three months ended March 31,	**2013**	**2012**	**2013**	**2012**	**2013**	**2012**
Service cost	$ 0.0	$ 0.0	$ 2.5	$ 2.7	$ 0.0	$ 0.0
Interest cost	1.4	1.6	5.4	5.4	0.5	0.6
Expected return on plan assets	(2.0)	(1.9)	(4.8)	(4.5)	0.0	0.0
Amortization of:						
Unrecognized actuarial losses	2.1	1.5	0.7	0.3	0.0	0.1
Net periodic cost	$ 1.5	$ 1.2	$ 3.8	$ 3.9	$ 0.5	$ 0.7

During the three months ended March 31, 2013, we contributed $3.7 of cash to our foreign pension plans, with no contributions to our domestic pension plan. For the remainder of 2013, we expect to contribute approximately $1.0 and $16.0 of cash to our domestic and foreign pension plans, respectively.

Note 10: Segment Information

We have two reportable segments, IAN and CMG. IAN is comprised of McCann Worldgroup, Draftfcb, Lowe & Partners, IPG Mediabrands and our domestic integrated agencies. CMG is comprised of a number of our specialist marketing services offerings. We also report results for the "Corporate and other" group. The profitability measure employed by our chief operating decision maker for allocating resources to operating divisions and assessing operating division performance is operating income (loss). The segment information is presented consistently with the basis described in our 2012 Annual Report on Form 10-K.

(Amounts in Millions, Except Per Share Amounts)

Summarized financial information concerning our reportable segments is shown in the following table.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Revenue:		
IAN	$ 1,241.1	$ 1,243.9
CMG	301.9	262.9
Total	$ 1,543.0	$ 1,506.8
Segment operating income (loss):		
IAN	$ (22.6)	$ (15.3)
CMG	14.0	7.5
Corporate and other	(33.8)	(31.6)
Total	(42.4)	(39.4)
Interest expense	(36.8)	(32.6)
Interest income	6.4	8.0
Other income (expense), net	1.8	(1.3)
Loss before income taxes	$ (71.0)	$ (65.3)
Depreciation and amortization of fixed assets and intangible assets:		
IAN	$ 30.9	$ 28.4
CMG	3.8	3.4
Corporate and other	3.5	2.8
Total	$ 38.2	$ 34.6
Capital expenditures:		
IAN	$ 10.0	$ 12.8
CMG	1.0	2.0
Corporate and other	6.8	7.6
Total	$ 17.8	$ 22.4

	March 31, 2013	December 31, 2012
Total assets:		
IAN	$ 10,597.1	$ 11,035.3
CMG	1,087.6	1,073.1
Corporate and other	533.6	1,385.5
Total	$ 12,218.3	$ 13,493.9

(Amounts in Millions, Except Per Share Amounts)

Note 11: Fair Value Measurements

Authoritative guidance for fair value measurements establishes a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Financial Instruments that are Measured at Fair Value on a Recurring Basis

We primarily apply the market approach to determine the fair value of financial instruments that are measured at fair value on a recurring basis. There were no changes to our valuation techniques used to determine the fair value of financial instruments during the three months ended March 31, 2013. The following tables present information about our financial instruments measured at fair value on a recurring basis as of March 31, 2013 and December 31, 2012, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	March 31, 2013				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
Assets					
Cash equivalents	$ 958.0	$ 0.0	$ 0.0	$ 958.0	Cash and cash equivalents
Short-term marketable securities	5.4	0.0	0.0	5.4	Marketable securities
Long-term investments	1.6	0.0	0.0	1.6	Other assets
Total	$ 965.0	$ 0.0	$ 0.0	$ 965.0	
As a percentage of total assets	7.9%	0.0%	0.0%	7.9%	
Liabilities					
Mandatorily redeemable noncontrolling interests [1]	0.0	0.0	24.6	24.6	

	December 31, 2012				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
Assets					
Cash equivalents	$ 1,806.6	$ 0.0	$ 0.0	$ 1,806.6	Cash and cash equivalents
Short-term marketable securities	16.0	0.0	0.0	16.0	Marketable securities
Long-term investments	1.5	0.0	0.0	1.5	Other assets
Total	$ 1,824.1	$ 0.0	$ 0.0	$ 1,824.1	
As a percentage of total assets	13.5%	0.0%	0.0%	13.5%	
Liabilities					
Mandatorily redeemable noncontrolling interests [1]	$ 0.0	$ 0.0	$ 25.3	$ 25.3	

[1] Relates to unconditional obligations to purchase additional noncontrolling equity shares of consolidated subsidiaries. Fair value measurement of the obligation was based upon the amount payable as if the forward contracts were settled. The amount redeemable within the next twelve months is classified in accrued liabilities; any interests redeemable thereafter are classified in other non-current liabilities.

(Amounts in Millions, Except Per Share Amounts)

The following tables present additional information about financial instruments measured at fair value on a recurring basis and for which we utilize Level 3 inputs to determine fair value.

Liabilities		Three months ended March 31, 2013
Mandatorily redeemable noncontrolling interests - Balance at beginning of period	$	25.3
Realized gains included in net loss		(0.7)
Mandatorily redeemable noncontrolling interests - Balance at end of period	$	24.6

Realized gains included in net loss for mandatorily redeemable noncontrolling interests are reported as a component of interest expense in the unaudited Consolidated Statements of Operations.

Financial Instruments that are not Measured at Fair Value on a Recurring Basis

The following table presents information about our financial instruments that are not measured at fair value on a recurring basis as of March 31, 2013 and December 31, 2012, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	March 31, 2013				December 31, 2012			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Total long-term debt	$ 0.0	$ 2,053.9	$ 83.9	$ 2,137.8	$ 0.0	$ 2,292.4	$ 90.8	$ 2,383.2

Our long-term debt comprises senior notes and other notes payable. The fair value of our senior notes traded over-the-counter is based on quoted prices for such securities, but which fair value can also be derived from inputs that are readily observable. Therefore, these senior notes are classified as Level 2 within the fair value hierarchy. Our other notes payable are not actively traded and their fair value is not solely derived from readily observable inputs. Thus, the fair value of our other notes payable is determined based on a discounted cash flow model and other proprietary valuation methods, and therefore is classified as Level 3 within the fair value hierarchy. See Note 2 for further information on our long-term debt.

Non-financial Instruments that are Measured at Fair Value on a Nonrecurring Basis

Certain non-financial instruments are measured at fair value on a nonrecurring basis, primarily goodwill, intangible assets, and property, plant and equipment. Accordingly, these assets are not measured and adjusted to fair value on an ongoing basis but are subject to periodic evaluations for potential impairment.

Note 12: Commitments and Contingencies

Legal Matters

We are involved in various legal proceedings, and subject to investigations, inspections, audits, inquiries and similar actions by governmental authorities, arising in the normal course of business. We evaluate all cases each reporting period and record liabilities for losses from legal proceedings when we determine that it is probable that the outcome in a legal proceeding will be unfavorable and the amount, or potential range, of loss can be reasonably estimated. In certain cases, we cannot reasonably estimate the potential loss because, for example, the litigation is in its early stages. While any outcome related to litigation or such governmental proceedings in which we are involved cannot be predicted with certainty, management believes that the outcome of these matters, individually and in the aggregate, will not have a material adverse effect on our financial condition, results of operations or cash flows.

Guarantees

As discussed in our 2012 Annual Report on Form 10-K, we have guaranteed certain obligations of our subsidiaries relating principally to operating leases and credit facilities of certain subsidiaries. The amount of parent company guarantees on lease obligations was $382.6 and $410.3 as of March 31, 2013 and December 31, 2012, respectively, and the amount of parent company guarantees primarily relating to credit facilities was $283.0 and $283.4 as of March 31, 2013 and December 31, 2012, respectively.

Note 13: Recent Accounting Standards

Comprehensive Income

In February 2013, the Financial Accounting Standards Board ("FASB") issued amended guidance for presenting comprehensive income, which is effective for us January 1, 2013, and applied prospectively. This amended guidance requires an entity to disclose significant amounts reclassified out of accumulated other comprehensive income by component and their corresponding effect on the respective line items in net income. The adoption of this amended guidance required us to include additional disclosures in our unaudited Consolidated Financial Statements. See Note 6 for further information.

Management's Discussion and Analysis of Financial Condition and Results of Operations
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help you understand The Interpublic Group of Companies, Inc. and its subsidiaries ("IPG," "we," "us" or "our"). MD&A should be read in conjunction with our unaudited Consolidated Financial Statements and the accompanying notes included in this report and our 2012 Annual Report on Form 10-K, as well as our other reports and filings with the Securities and Exchange Commission ("SEC"). Our Annual Report includes additional information about our significant accounting policies and practices as well as details about our most significant risks and uncertainties associated with our financial and operating results. Our MD&A includes the following sections:

EXECUTIVE SUMMARY provides a discussion about our strategic outlook, factors influencing our business and an overview of our results of operations.

RESULTS OF OPERATIONS provides an analysis of the consolidated and segment results of operations for the periods presented.

LIQUIDITY AND CAPITAL RESOURCES provides an overview of our cash flows, funding requirements, financing and sources of funds and debt credit ratings.

CRITICAL ACCOUNTING ESTIMATES provides an update to the discussion in our 2012 Annual Report on Form 10-K of our accounting policies that require critical judgment, assumptions and estimates.

RECENT ACCOUNTING STANDARDS, by reference to Note 13 to the unaudited Consolidated Financial Statements, provides a discussion of certain accounting standards that have been adopted during 2013 or that have not yet been required to be implemented and may be applicable to our future operations.

EXECUTIVE SUMMARY

We are one of the world's premier global advertising and marketing services companies. Our companies specialize in consumer advertising, digital marketing, communications planning and media buying, public relations and specialized communications disciplines. Our agencies create customized marketing programs for clients that range in scale from large global marketers to regional and local clients. Comprehensive global services are critical to effectively serve our multinational and local clients in markets throughout the world, as they seek to build brands, increase sales of their products and services and gain market share.

We operate in a media landscape that continues to evolve at a rapid pace. Media channels continue to fragment, and clients face an increasingly complex consumer environment. To stay ahead of these challenges and to achieve our objectives, we have made and continue to make investments in creative and strategic talent in fast-growth digital marketing channels, high-growth geographic regions and strategic world markets. In addition, we consistently review opportunities within our company to enhance our operations through mergers and strategic alliances, as well as the development of internal programs that encourage intra-company collaboration. As appropriate, we also develop relationships with technology and emerging media companies that are building leading-edge marketing tools that complement our agencies' skill sets and capabilities.

Our long-term financial goals include competitive organic revenue growth and operating margin expansion, which we expect will further strengthen our liquidity and increase value to our shareholders. Accordingly, we remain focused on meeting the evolving needs of our clients while concurrently managing our cost structure. We continually seek greater efficiency in the delivery of our services, focusing on more effective resource utilization, including the productivity of our employees, real estate, information technology and shared services, such as finance, human resources and legal. The improvements we have made in our financial reporting and business information systems in recent years, and which continue, allow us more timely and actionable insights from our global operations. Our disciplined approach to our balance sheet and liquidity provides us with a solid financial foundation and financial flexibility to manage our business.

(Amounts in Millions, Except Per Share Amounts)

The following tables present a summary of financial performance for the three months ended March 31, 2013, as compared with the same period in 2012.

	Three months ended March 31, 2013	
% Increase	**Total**	**Organic**
Revenue	2.4 %	2.3 %
Salaries and related expenses	2.5 %	2.2 %
Office and general expenses	2.7 %	3.4 %

	Three months ended March 31,	
	2013	**2012**
Operating margin	(2.7)%	(2.6)%
Expenses as % of revenue:		
Salaries and related expenses	73.4 %	73.3 %
Office and general expenses	29.4 %	29.3 %
Net loss available to IPG common stockholders	$ (59.2)	$ (45.9)
Loss per share available to IPG common stockholders - basic and diluted	$ (0.14)	$ (0.10)

When we analyze period-to-period changes in our operating performance we determine the portion of the change that is attributable to changes in foreign currency rates and the net effect of acquisitions and divestitures, and the remainder we call organic change, which indicates how our underlying business performed. The performance metrics that we use to evaluate our results include the organic change in revenue, salaries and related expenses and office and general expenses, and the components of operating expenses, expressed as a percentage of total consolidated revenue. Additionally, in certain of our discussions we analyze revenue by business sector, where we focus on our top 100 clients, which typically constitute approximately 55% to 60% of our annual consolidated revenues. We also analyze revenue by geographic region.

The change in our operating performance attributable to changes in foreign currency rates is determined by converting the prior-period reported results using the current-period exchange rates and comparing these prior-period adjusted amounts to the prior-period reported results. Although the U.S. Dollar is our reporting currency, a substantial portion of our revenues and expenses are generated in foreign currencies. Therefore, our reported results are affected by fluctuations in the currencies in which we conduct our international businesses. We do not use derivative financial instruments to manage this translation risk. Our exposure is mitigated as the majority of our revenues and expenses in any given market are generally denominated in the same currency. Both positive and negative currency fluctuations against the U.S. Dollar affect our consolidated results of operations, and the magnitude of the foreign currency impact on us related to each geographic region depends on the significance and operating performance of the region. The primary foreign currencies that impacted our results during the first quarter of 2013 include the Brazilian Real, Japanese Yen and the South African Rand. During the first quarter of 2013, the U.S. Dollar was stronger relative to several foreign currencies in regions where we primarily conduct our business as compared to the prior-year period. For the first quarter of 2013, foreign currency fluctuations resulted in net decreases of approximately 1% in revenues and operating expenses, which had no net impact on our operating loss or operating margin percentage.

For purposes of analyzing changes in our operating performance attributable to the net effect of acquisitions and divestitures, transactions are treated as if they occurred on the first day of the quarter during which the transaction occurred. During the past few years we have acquired companies that we believe will enhance our offerings and disposed of businesses that are not consistent with our strategic plan. For the first quarter of 2013, the net effect of acquisitions and divestitures was an increase to revenue and operating expenses compared to the prior-year period.

Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

RESULTS OF OPERATIONS

Consolidated Results of Operations – Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

REVENUE

		Components of Change				Change	
	Three months ended March 31, 2012	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	Three months ended March 31, 2013	Organic	Total
Consolidated	$ 1,506.8	$ (12.2)	$ 13.3	$ 35.1	$ 1,543.0	2.3 %	2.4 %
Domestic	879.7	0.0	10.5	4.2	894.4	0.5 %	1.7 %
International	627.1	(12.2)	2.8	30.9	648.6	4.9 %	3.4 %
United Kingdom	125.2	(0.6)	1.1	12.7	138.4	10.1 %	10.5 %
Continental Europe	167.3	2.4	(0.5)	(9.7)	159.5	(5.8)%	(4.7)%
Asia Pacific	170.9	(4.5)	2.1	7.4	175.9	4.3 %	2.9 %
Latin America	79.3	(5.9)	0.1	12.8	86.3	16.1 %	8.8 %
Other	84.4	(3.6)	0.0	7.7	88.5	9.1 %	4.9 %

During the first quarter of 2013, our revenue increased by $36.2, or 2.4%, compared to the first quarter of 2012, due to an organic revenue increase of $35.1, or 2.3%, and the effect of net acquisitions of $13.3, partially offset by an adverse foreign currency rate impact of $12.2. Our organic revenue increase was primarily attributable to net client wins in the prior year in several client sectors, most notably in the auto and transportation sector, and throughout most geographic regions. Regionally, the largest organic revenue increases were in the Latin America region, primarily in Brazil, in the United Kingdom, and in the Asia Pacific region, predominantly in Australia, as well as several other key markets. Partially offsetting these increases was a decline in the Continental Europe region due to a continued challenging economic climate. In the domestic market, our organic revenue increase reflects growth at several of our agencies, most notably at our events marketing business, partially offset by the loss of certain client assignments in prior periods.

Our revenue is directly impacted by our ability to win new clients and the retention and spending levels of existing clients. Most of our expenses are recognized ratably throughout the year and are therefore less seasonal than revenue. Our revenue is typically lowest in the first quarter and highest in the fourth quarter. This reflects the seasonal spending of our clients, incentives earned at year end on various contracts and project work completed that is typically recognized during the fourth quarter. In the events marketing business, revenues can fluctuate due to the timing of completed projects, as revenue is typically recognized when the project is complete. We generally act as principal for these projects and accordingly record the gross amount billed to the client as revenue and the related costs incurred as pass-through costs in office and general expenses .

Refer to the segment discussion later in this MD&A for information on changes in revenue by segment.

OPERATING EXPENSES

	Three months ended March 31, 2013	Three months ended March 31, 2012
Salaries and related expenses	$ 1,132.1	$ 1,104.9
Office and general expenses	453.3	441.3
Total operating expenses	$ 1,585.4	$ 1,546.2
Operating loss	$ (42.4)	$ (39.4)

Salaries and Related Expenses

		Components of Change				Change	
	2012	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	2013	Organic	Total
Three months ended March 31,	$ 1,104.9	$ (7.2)	$ 9.8	$ 24.6	$ 1,132.1	2.2%	2.5%

(Amounts in Millions, Except Per Share Amounts)

Our staff cost ratio, defined as salaries and related expenses as a percentage of total consolidated revenue, increased slightly in the first quarter of 2013 to 73.4% from 73.3% when compared to the prior-year period. Salaries and related expenses in the first quarter of 2013 increased by $27.2 compared to the first quarter of 2012, due to an organic increase of $24.6 and the effect of net acquisitions of $9.8, partially offset by a favorable foreign currency rate impact of $7.2. The organic increase was primarily attributable to an increase in base salaries, benefits and temporary help of $24.9. The increase in base salaries, benefits and temporary help was primarily due to increases in our workforce, predominantly in our international regions, most notably in the Asia Pacific and Latin America regions, and businesses where we had revenue growth, as well as modest wage increases. Partially offsetting the organic increase was a reduction in incentive award expense of $4.2, primarily attributable to lower long-term incentive award expense due to our under performance relative to certain targets in 2012.

The following table details our salaries and related expenses as a percentage of total consolidated revenue.

	Three months ended March 31,	
	2013	**2012**
Salaries and related expenses	**73.4%**	**73.3%**
Base salaries, benefits and tax	61.3%	60.8%
Incentive expense	4.0%	4.4%
Severance expense	1.7%	1.4%
Temporary help	3.8%	4.0%
All other salaries and related expenses	2.6%	2.7%

Office and General Expenses

		Components of Change				Change	
	2012	**Foreign Currency**	**Net Acquisitions/ (Divestitures)**	**Organic**	**2013**	**Organic**	**Total**
Three months ended March 31,	$ 441.3	$ (5.1)	$ 2.0	$ 15.1	$ 453.3	3.4%	2.7%

Our office and general expense ratio, defined as office and general expenses as a percentage of total consolidated revenue, increased slightly in the first quarter of 2013 to 29.4% from 29.3% when compared to the prior-year period. Office and general expenses in the first quarter of 2013 increased by $12.0 compared to the first quarter of 2012, primarily due to an organic increase of $15.1, partially offset by a favorable foreign currency rate impact of $5.1. The organic increase was primarily attributable to higher production expenses related to pass-through costs, which are also reflected in revenue, for certain projects where we acted as principal that increased in size or were new during the first quarter of 2013.

The following table details our office and general expenses as a percentage of total consolidated revenue.

	Three months ended March 31,	
	2013	**2012**
Office and general expenses	**29.4%**	**29.3%**
Professional fees	1.8%	2.0%
Occupancy expense (excluding depreciation and amortization)	7.9%	8.1%
Travel & entertainment, office supplies and telecommunications	3.9%	4.1%
All other office and general expenses	15.8%	15.1%

All other office and general expenses primarily include production expenses, and, to a lesser extent, depreciation and amortization, bad debt expense, foreign currency gains (losses), restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.

(Amounts in Millions, Except Per Share Amounts)

EXPENSES AND OTHER INCOME

	Three months ended March 31, 2013	Three months ended March 31, 2012
Cash interest on debt obligations	$ (36.1)	$ (34.2)
Non-cash interest	(0.7)	1.6
Interest expense	(36.8)	(32.6)
Interest income	6.4	8.0
Net interest expense	(30.4)	(24.6)
Other income (expense), net	1.8	(1.3)
Total (expenses) and other income	$ (28.6)	$ (25.9)

Net Interest Expense

For the three months ended March 31, 2013, net interest expense increased by $5.8 as compared to the prior-year period. Cash interest expense increased primarily due to our increase in debt from the issuances in the fourth quarter of 2012. We expect our cash interest expense to decrease in the second half of 2013, as we intend to retire our 10.00% Senior Unsecured Notes due 2017 in July 2013. Non-cash interest expense increased because the premium associated with our 4.25% Convertible Senior Notes due 2023, which were retired in March 2012, was fully amortized.

Other Income (Expense), Net

Results of operations for the three months ended March 31, 2013 and 2012 include certain items that are not directly associated with our revenue-producing operations.

	Three months ended March 31, 2013	Three months ended March 31, 2012
Gains (losses) on sales of businesses and investments	$ 2.2	$ (3.4)
Vendor discounts and credit adjustments	0.2	2.4
Other expense, net	(0.6)	(0.3)
Total other income (expense), net	$ 1.8	$ (1.3)

Sales of Businesses and Investments – During the three months ended March 31, 2013, the gains on sales of businesses and investments primarily related to a gain recognized from the sale of marketable securities in the Asia Pacific region within our Integrated Agency Networks ("IAN") segment. During the three months ended March 31, 2012, the losses on sales of businesses and investments primarily related to a loss recognized from the sale of a business in the domestic market within our IAN segment.

Vendor Discounts and Credit Adjustments – We are in the process of settling our liabilities related to vendor discounts and credits established as part of the 2004 Restatement. These adjustments reflect the reversal of certain of these liabilities as a result of differences resulting from settlements with clients or vendors or where the statute of limitations has lapsed.

INCOME TAXES

	Three months ended March 31, 2013	Three months ended March 31, 2012
Loss before income taxes	$ (71.0)	$ (65.3)
Benefit of income taxes	$ (12.4)	$ (19.2)
Effective income tax rate	17.5%	29.4%

Our tax rates are affected by many factors, including our worldwide earnings from various countries, changes in legislation and tax characteristics of our income. For the three months ended March 31, 2013, our effective income tax rate of 17.5% was negatively impacted primarily by losses in certain foreign locations where we receive no tax benefit due to 100% valuation allowances.

Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

For the three months ended March 31, 2012, our effective income tax rate of 29.4% was negatively impacted primarily by losses in certain foreign locations for which we receive no tax benefit due to 100% valuation allowances. Our effective income tax rate was positively impacted by the reversal of valuation allowances in Europe and a benefit derived from the deduction of foreign tax credits that were previously fully valued.

Segment Results of Operations – Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

As discussed in Note 10 to the unaudited Consolidated Financial Statements, we have two reportable segments as of March 31, 2013: IAN and Constituency Management Group ("CMG"). We also report results for the "Corporate and other" group.

IAN

REVENUE

	Three months ended March 31, 2012	Components of Change: Foreign Currency	Components of Change: Net Acquisitions/ (Divestitures)	Components of Change: Organic	Three months ended March 31, 2013	Change: Organic	Change: Total
Consolidated	$ 1,243.9	$ (11.3)	$ 10.3	$ (1.8)	$ 1,241.1	(0.1)%	(0.2)%
Domestic	710.5	0.0	10.5	(21.6)	699.4	(3.0)%	(1.6)%
International	533.4	(11.3)	(0.2)	19.8	541.7	3.7 %	1.6 %

During the first quarter of 2013, IAN revenue decreased by $2.8 compared to the first quarter of 2012, due to an adverse foreign currency rate impact of $11.3 and an organic revenue decrease of $1.8, partially offset by the effect of net acquisitions of $10.3. The domestic organic revenue decrease was primarily due to lower spending from existing clients and net client losses that occurred in the prior year, most notably in the food and beverage and technology and telecom sectors. Partially offsetting the decline in the domestic market were increases in the auto and transportation and financial services sectors. In our international markets, the organic revenue increase was primarily attributable to net client wins, most notably in the Latin America region, primarily in Brazil, in the Asia Pacific region, predominantly in Australia, and in the United Kingdom. The sectors primarily contributing to the international organic revenue increase were the technology and telecom and health care sectors.

SEGMENT OPERATING LOSS

	Three months ended March 31, 2013	Three months ended March 31, 2012	Change
Segment operating loss	$ (22.6)	$ (15.3)	47.7%
Operating margin	(1.8)%	(1.2)%	

Operating loss increased during the first quarter of 2013 when compared to the first quarter of 2012 due to an increase in salaries and related expenses of $15.9 and a decrease in revenue of $2.8, partially offset by a decrease in office and general expenses of $11.4. The increase in salaries and related expenses was primarily due to an increase in base salaries, benefits and temporary help, primarily attributable to an increase in our workforce in certain businesses where we have grown and, to a lesser extent, higher severance expense, partially offset by a reduction in incentive award expense. The decrease in office and general expenses was primarily attributable to lower production expenses related to pass-through costs for certain projects where we acted as principal that decreased in size or did not occur during the first quarter of 2013.

CMG

REVENUE

	Three months ended March 31, 2012	Components of Change: Foreign Currency	Components of Change: Net Acquisitions/ (Divestitures)	Components of Change: Organic	Three months ended March 31, 2013	Change: Organic	Change: Total
Consolidated	$ 262.9	$ (0.9)	$ 3.0	$ 36.9	$ 301.9	14.0%	14.8%
Domestic	169.2	0.0	0.0	25.8	195.0	15.2%	15.2%
International	93.7	(0.9)	3.0	11.1	106.9	11.8%	14.1%

(Amounts in Millions, Except Per Share Amounts)

During the first quarter of 2013, CMG revenue increased by $39.0 compared to the first quarter of 2012, primarily consisting of an organic revenue increase of $36.9. The organic revenue increase was due to net client wins across most disciplines, primarily in our events marketing and public relations businesses. The international organic revenue increase occurred throughout most regions, primarily in the United Kingdom, predominantly due to our events marketing business. Revenues in the events marketing business can fluctuate due to timing of completed projects where we act as principal, as revenue is typically recognized when the project is complete.

SEGMENT OPERATING INCOME

	Three months ended March 31, 2013	Three months ended March 31, 2012	Change
Segment operating income	$ 14.0	$ 7.5	86.7%
Operating margin	4.6%	2.9%	

Operating income increased during the first quarter of 2013 when compared to the first quarter of 2012 due to an increase in revenue of $39.0, partially offset by increases in office and general expenses of $23.0 and salaries and related expenses of $9.5. Office and general expenses increased primarily due to higher production expenses related to pass-through costs for certain projects where we acted as principal that increased in size or were new during the first quarter of 2013. The increase in salaries and related expenses was primarily attributable to increases in our workforce across disciplines to support business growth.

CORPORATE AND OTHER

Certain corporate and other charges are reported as a separate line item within total segment operating income (loss) and include corporate office expenses, as well as shared service center and certain other centrally managed expenses that are not fully allocated to operating divisions. Salaries and related expenses include salaries, long-term incentives, annual bonuses and other miscellaneous benefits for corporate office employees. Office and general expenses primarily include professional fees related to internal control compliance, financial statement audits and legal, information technology and other consulting services that are engaged and managed through the corporate office. In addition, office and general expenses also include rental expense and depreciation of leasehold improvements for properties occupied by corporate office employees. A portion of centrally managed expenses are allocated to operating divisions based on a formula that uses the planned revenues of each of the operating units. Amounts allocated also include specific charges for information technology-related projects, which are allocated based on utilization.

Corporate and other expenses increased during the first quarter of 2013 by $2.2 to $33.8 compared to the first quarter of 2012, primarily due to an increase in occupancy costs and higher base salaries, benefits and temporary help.

Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)
(Amounts in Millions, Except Per Share Amounts)
(Unaudited)

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOW OVERVIEW

The following tables summarize key financial data relating to our liquidity, capital resources and uses of capital.

Cash Flow Data	Three months ended March 31, 2013	2012
Net loss, adjusted to reconcile net loss to net cash used in operating activities [1]	$ (49.5)	$ (30.5)
Net cash used in working capital [2]	(722.0)	(444.8)
Changes in other non-current assets and liabilities using cash	(3.6)	(23.2)
Net cash used in operating activities	$ (775.1)	$ (498.5)
Net cash used in investing activities	(39.8)	(21.3)
Net cash used in financing activities	(104.1)	(229.0)

1 Reflects net loss adjusted primarily for depreciation and amortization of fixed assets and intangible assets, amortization of restricted stock and other non-cash compensation, and deferred income taxes.

2 Reflects changes in accounts receivable, expenditures billable to clients, other current assets, accounts payable and accrued liabilities.

Balance Sheet Data	March 31, 2013	December 31, 2012	March 31, 2012
Cash, cash equivalents and marketable securities	$ 1,651.1	$ 2,590.8	$ 1,586.9
Short-term borrowings	$ 159.7	$ 172.1	$ 161.5
Current portion of long-term debt	1.9	216.6	219.8
Long-term debt	2,071.6	2,060.8	1,239.7
Total debt	$ 2,233.2	$ 2,449.5	$ 1,621.0

Operating Activities

Net cash used in operating activities during the first quarter of 2013 was $775.1, which was an increase of $276.6 as compared to the first quarter of 2012, primarily due to the change in working capital. Due to the seasonality of our business, we typically generate cash from working capital in the second half of a year and use cash from working capital in the first half of a year, with the largest impacts in the first and fourth quarters. The working capital use in the first quarter of 2013 was primarily impacted by our media businesses.

The timing of media buying on behalf of our clients affects our working capital and operating cash flow. In most of our businesses, our agencies enter into commitments to pay production and media costs on behalf of clients. To the extent possible we pay production and media charges after we have received funds from our clients. The amounts involved substantially exceed our revenues, and primarily affect the level of accounts receivable, expenditures billable to clients, accounts payable and accrued liabilities. Our assets include both cash received and accounts receivable from clients for these pass-through arrangements, while our liabilities include amounts owed on behalf of clients to media and production suppliers.

Our accrued liabilities are also affected by the timing of certain other payments. For example, while annual cash incentive awards are accrued throughout the year, they are generally paid during the first quarter of the subsequent year.

Investing Activities

Net cash used in investing activities during the first quarter of 2013 primarily reflects payments for acquisitions and capital expenditures. Payments for acquisitions of $34.9 relate to acquisitions completed in the first quarter of 2013. Capital expenditures of $17.8 relate primarily to computer hardware and software, and leasehold improvements.

Financing Activities

Net cash used in financing activities during the first quarter of 2013 is primarily related to the repurchase of our common stock and payment of dividends. In the first quarter of 2013, we repurchased 6.2 shares of our common stock for an aggregate cost of $75.8, including fees, and made dividend payments of $31.0 on our common stock.

Foreign Exchange Rate Changes

The effect of foreign exchange rate changes on cash and cash equivalents included in the unaudited Consolidated Statements of Cash Flows resulted in a decrease of $10.1 during the first quarter of 2013. The decrease was a result of the U.S. Dollar being stronger than several foreign currencies, including the Euro and South African Rand, partially offset by the U.S. Dollar being weaker than other foreign currencies, including the Brazilian Real and Indian Rupee, as of March 31, 2013 as compared to December 31, 2012.

LIQUIDITY OUTLOOK

We expect our cash flow from operations, cash and cash equivalents to be sufficient to meet our anticipated operating requirements at a minimum for the next twelve months. We also have a committed corporate credit facility available to support our operating needs. We continue to maintain a disciplined approach to managing liquidity, with flexibility over significant uses of cash, including our capital expenditures, cash used for new acquisitions, our common stock repurchase program and our common stock dividends.

From time to time we evaluate market conditions and financing alternatives for opportunities to raise additional financing or otherwise improve our liquidity profile, enhance our financial flexibility and manage market risk. Our ability to access the capital markets depends on a number of factors, which include those specific to us, such as our credit rating, and those related to the financial markets, such as the amount or terms of available credit.

Funding Requirements

Our most significant funding requirements include: our operations, non-cancelable operating lease obligations, capital expenditures, acquisitions, dividends, taxes, debt service and contributions to pension and postretirement plans. Additionally, we may be required to make payments to minority shareholders in certain subsidiaries if they exercise their options to sell us their equity interests.

Notable funding requirements include:

- Debt service – In March 2013, we retired all $200.0 in aggregate principal amount of our 4.75% Notes. Nearly all of the 4.75% Notes were converted into IPG common stock. We have the option to redeem the $600.0 in aggregate principal amount of our 10.00% Notes at par plus a "make-whole" amount and accrued and unpaid interest at any time prior to July 15, 2013, and at 105% of their principal amount plus accrued and unpaid interest at any time on or after that date. We intend to retire the 10.00% Notes in July 2013. The remainder of our debt is primarily long-term, with maturities scheduled through 2031.

- Acquisitions – We paid cash of $34.9, which was net of cash acquired of $4.1, for acquisitions completed in the first quarter of 2013. We also paid cash of $0.7 related to prior year acquisitions. In addition to potential cash expenditures for new acquisitions, we expect to pay approximately $30.0 for the remainder of 2013 related to prior acquisitions. We may also be required to pay approximately $14.0 related to put options held by minority shareholders if exercised during 2013. We will continue to evaluate strategic opportunities to grow and continue to strengthen our position, particularly in our digital and marketing services offerings, and to expand our presence in high-growth and key strategic world markets.

- Dividends – In the first quarter of 2013, we paid a cash dividend of $0.075 per share on our common stock, which corresponded to an aggregate dividend payment of $31.0. Assuming we continue to pay a quarterly dividend of $0.075 per share and there is no significant change in the number of outstanding shares as of March 31, 2013, we would pay an additional approximately $97.0 in 2013. We also pay regular quarterly dividends of $2.9, or $11.6 annually, on our Series B Preferred Stock.

- Contributions to pension plans – Our funding policy regarding our pension plans is to make contributions necessary to satisfy minimum pension funding requirements, plus such additional contributions as we consider appropriate to improve the plans' funded status. During the three months ended March 31, 2013, we contributed $3.7 of cash to our foreign pension plans, with no contributions to our domestic pension plan. For the remainder of 2013, we expect to contribute approximately $1.0 and $16.0 of cash to our domestic and foreign pension plans, respectively.

(Amounts in Millions, Except Per Share Amounts)

Share Repurchase Program

In February 2013, our Board of Directors (the "Board") authorized a new share repurchase program to repurchase from time to time up to $300.0, excluding fees, of our common stock (the "2013 share repurchase program"). In March 2013, the Board authorized an increase in the amount available under our 2013 share repurchase program up to $500.0, excluding fees, of our common stock to be used towards the repurchase of shares resulting from the conversion to common stock of the 4.75% Notes. We may effect such repurchases through open market purchases, trading plans established in accordance with SEC rules, derivative transactions or other means. We expect to continue to repurchase our common stock in future periods, although the timing and amount of the repurchases will depend on market conditions and our other funding requirements. As of March 31, 2013, $524.2 remains available for repurchase under the share repurchase programs. The share repurchase programs have no expiration date.

FINANCING AND SOURCES OF FUNDS

Substantially all of our operating cash flow is generated by our agencies. Our cash balances are held in numerous jurisdictions throughout the world, primarily at the holding company level and at our largest subsidiaries. Below is a summary of our sources of liquidity.

	March 31, 2013			
	Total Facility	**Amount Outstanding**	**Letters of Credit** [1]	**Total Available**
Cash, cash equivalents and marketable securities				$ 1,651.1
Committed credit agreement	$ 1,000.0	$ 0.0	$ 14.5	$ 985.5
Uncommitted credit arrangements	$ 322.3	$ 159.7	$ 3.3	$ 159.3

[1] We are required from time to time to post letters of credit, primarily to support obligations of our subsidiaries. These letters of credit have historically not been drawn upon.

Credit Agreements

We maintain a committed corporate credit facility to increase our financial flexibility (the "Credit Agreement"). The Credit Agreement is a revolving facility expiring May 31, 2016, under which amounts borrowed by us or any of our subsidiaries designated under the Credit Agreement may be repaid and reborrowed, subject to an aggregate lending limit of $1,000.0 or the equivalent in other currencies. The aggregate available amount of all letters of credit outstanding may decrease or increase, subject to a sublimit on letters of credit of $200.0 or the equivalent in other currencies. Our obligations under the Credit Agreement are unsecured.

We were in compliance with all of our covenants in the Credit Agreement as of March 31, 2013. The financial covenants in the Credit Agreement require that we maintain, as of the end of each fiscal quarter, certain financial measures for the four quarters then ended. The table below sets forth the financial covenants in effect as of March 31, 2013.

Financial Covenants	**Four Quarters Ended March 31, 2013**	**EBITDA Reconciliation**	**Four Quarters Ended March 31, 2013**
Interest coverage ratio (not less than)	5.00x	Operating income	$ 675.3
Actual interest coverage ratio	7.78x	Add:	
		Depreciation and amortization	194.5
Leverage ratio (not greater than)	2.75x	Other non-cash amounts	0.7
Actual leverage ratio [1]	1.88x	EBITDA [2]	$ 870.5

[1] In November 2012, we entered into an amendment to our Credit Agreement that modified the definition of total debt for our financial covenants, as a result of which $600.0 of total debt was disregarded as of March 31, 2013 for purposes of this calculation.

[2] EBITDA is calculated as defined in the Credit Agreement.

We also have uncommitted credit arrangements with various banks that permit borrowings at variable interest rates. We use our uncommitted credit lines for working capital needs at some of our operations outside the United States. We have guaranteed the repayment of some of these borrowings made by certain subsidiaries. If we lose access to these credit lines, we would have to provide funding directly to some of our international operations. As of March 31, 2013, the weighted-average interest rate on outstanding balances under the uncommitted credit arrangements was approximately 5.0%.

(Amounts in Millions, Except Per Share Amounts)

Cash Pooling

We aggregate our domestic cash position on a daily basis. Outside the United States we use cash pooling arrangements with banks to help manage our liquidity requirements. In these pooling arrangements, several IPG agencies agree with a single bank that the cash balances of any of the agencies with the bank will be subject to a full right of set-off against amounts the other agencies owe the bank, and the bank provides for overdrafts as long as the net balance for all the agencies does not exceed an agreed-upon level. Typically, each agency pays interest on outstanding overdrafts and receives interest on cash balances. Our unaudited Consolidated Balance Sheets reflect cash, net of bank overdrafts, under all of our pooling arrangements, and as of March 31, 2013 the amount netted was $1,259.6.

DEBT CREDIT RATINGS

Our long-term debt credit ratings as of April 15, 2013 are listed below.

	Moody's Investor Service	Standard and Poor's	Fitch Ratings
Rating	Baa3	BB+	BBB
Outlook	Stable	Stable	Stable

We are investment-grade rated by both Moody's Investor Services ("Moody's") and Fitch Ratings. The most recent update to our credit ratings occurred in February 2013 when Standard and Poor's changed our outlook from positive to stable. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning credit rating agency. The rating of each credit rating agency should be evaluated independently of any other rating. Credit ratings could have an impact on liquidity, either adverse or favorable, including, among other things, because they could affect funding costs in the capital markets or otherwise. For example, our Credit Agreement fees and borrowing rates are based on a credit ratings grid.

CRITICAL ACCOUNTING ESTIMATES

Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements for the year ended December 31, 2012, included in our 2012 Annual Report on Form 10-K. As summarized in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report, we believe that certain of these policies are critical because they are important to the presentation of our financial condition and results of operations, and they require management's most difficult, subjective or complex judgments, often as a result of the need to estimate the effect of matters that are inherently uncertain. These critical estimates relate to revenue recognition, income taxes, goodwill and other intangible assets, and pension and postretirement benefits. We base our estimates on historical experience and various other factors that we believe to be relevant under the circumstances. Estimation methodologies are applied consistently from year to year, and there have been no significant changes in the application of critical accounting estimates since December 31, 2012. Actual results may differ from these estimates under different assumptions or conditions.

RECENT ACCOUNTING STANDARDS

See Note 13 to the unaudited Consolidated Financial Statements for further information on certain accounting standards that have been adopted during 2013 or that have not yet been required to be implemented and may be applicable to our future operations.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

In the normal course of business, we are exposed to market risks related to interest rates, foreign currency rates and certain balance sheet items. There has been no significant change in our exposure to market risk during the three months ended March 31, 2013. Our exposure to market risk for changes in interest rates primarily relates to the fair market value and cash flows of our debt obligations. As of March 31, 2013 and December 31, 2012, approximately 93% of our debt obligations bore fixed interest rates. We have used interest rate swaps for risk management purposes to manage our exposure to changes in interest rates. We do not have any interest rate swaps outstanding as of March 31, 2013. See Note 2 to the unaudited Consolidated Financial Statements for further information on our interest rate swaps. For a further discussion of our exposure to market risk, refer to Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, in our 2012 Annual Report on Form 10-K.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2013, the Company’s disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Changes in Internal Control Over Financial Reporting

There has been no change in internal control over financial reporting in the quarter ended March 31, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. *Legal Proceedings*

Information about our legal proceedings is set forth in Note 12 to the unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Item 1A. *Risk Factors*

In the first quarter of 2013, there have been no material changes in the risk factors we have previously disclosed in Item 1A, *Risk Factors*, in our 2012 Annual Report on Form 10-K.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

(c) The following table provides information regarding our purchases of our equity securities during the period from January 1, 2013 to March 31, 2013.

	Total Number of Shares (or Units) Purchased [1, 2]		Average Price Paid per Share (or Unit) [3]	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs [4]		Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs [4]
January 1 - 31	3,787,494	$	11.80	3,768,444	$	55,531,704
February 1 - 28	636,193	$	11.97	537,314	$	349,181,612
March 1 - 31	4,143,241	$	12.96	1,924,324	$	524,181,621
Total	8,566,928	$	12.37	6,230,082		

1 Includes shares of our common stock, par value $0.10 per share, withheld under the terms of grants under employee stock-based compensation plans to offset tax withholding obligations that arose upon vesting and release of restricted shares (the "Withheld Shares"). We repurchased 19,050 Withheld Shares in January 2013, 98,879 Withheld Shares in February 2013 and 1,384,455 Withheld Shares in March 2013, for a total of 1,502,384 Withheld Shares during the three-month period.

2 Includes 834,462 share of our common stock that we acquired in March 2013 in connection with our exercise of certain capped call options, entered into in November 2010, to hedge the risk of price appreciation on the shares of common stock into which our 4.75% Convertible Senior Notes due 2023 were convertible.

3 The average price per share for each of the months in the fiscal quarter and for the three-month period was calculated by dividing (a) the sum for the applicable period of the aggregate value of the tax withholding obligations, the aggregate amount we paid for shares acquired under our stock repurchase program, described in Note 6 to the unaudited Consolidated Financial Statements and, for March only, the aggregate amount we paid for shares acquired in connection with our exercise of the capped call options, described in Note 2 to the unaudited Consolidated Financial Statements by (b) the sum of the number of Withheld Shares, the number of shares acquired in our stock repurchase program and, for March only, the number of shares acquired in connection with the exercise of the capped call options.

4 On February 22, 2013, we announced that our Board had approved a new share repurchase program to repurchase from time to time up to $300.0 million of our common stock, in addition to amounts available on existing authorizations. On April 1, 2013, we announced that our Board had approved an increase in that share repurchase program from $300.0 million to $500.0 million of our common stock. There is no expiration date associated with the share repurchase programs.

Working Capital Restrictions and Other Limitations on the Payment of Dividends

The terms of our outstanding series of preferred stock do not permit us to pay dividends on our common stock unless all accumulated and unpaid dividends on our preferred stock have been or contemporaneously are declared and paid or provision for the payment thereof has been made. As of April 25, 2013, there were no accumulated and unpaid preferred stock dividends.

Item 6. ***Exhibits***

All exhibits required pursuant to Item 601 of Regulation S-K to be filed as part of this report or incorporated herein by reference to other documents, are listed in the Index to Exhibits that immediately precedes the exhibits filed with this Report on Form 10-Q and the exhibits transmitted to the Securities and Exchange Commission as part of the electronic filing of this report.

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 thereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By /s/ *Michael I. Roth*

Michael I. Roth
Chairman and Chief Executive Officer

Date: April 25, 2013

By /s/ *Christopher F. Carroll*

Christopher F. Carroll
Senior Vice President, Controller and
Chief Accounting Officer
(Principal Accounting Officer)

Date: April 25, 2013

INDEX TO EXHIBITS

EXHIBIT NO.	**DESCRIPTION**
10(iii)(A)(1)	Amendment No. 1 to the Employee Stock Purchase Plan (2006) of the Company (the "ESPP").
10(iii)(A)(2)	Amendment No. 2 to the ESPP.
12.1	Computation of Ratios of Earnings to Fixed Charges.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32	Certification of the Chief Executive Officer and the Chief Financial Officer furnished pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended.
101	Interactive Data File, for the period ended March 31, 2013.

EXHIBIT 10(iii)(A)(2)

SECOND AMENDMENT TO THE INTERPUBLIC GROUP OF COMPANIES EMPLOYEE STOCK PURCHASE PLAN (2006)

WHEREAS, Section 17 of The Interpublic Group of Companies Employee Stock Purchase Plan (2006) (the "Plan") authorizes the Management and Human Resources Committee (the "MHRC") of The Interpublic Group of Companies, Inc. (the "Corporation") to adopt any amendment to the Plan that, in the opinion of the MHRC, would not have an MFI (as defined in the Plan); and

WHEREAS, the MHRC wishes to amend the Plan to allow the General Counsel to designate subsidiaries of the Corporation whose employees may participate in the Plan; and

WHEREAS, the MHRC has determined that this amendment will not have an MFI;

NOW THEREFORE BE IT RESOLVED, that, effective immediately, Section 2 of the Plan ("Eligibility") is amended to read in its entirety as follows:

> 2. *Eligibility*: All employees of the Corporation and any subsidiaries designated by the Committee shall be eligible to participate in the Plan. In addition, employees of any subsidiary designated by the MHRC or General Counsel of the Corporation (each as described in Section 17) shall be eligible to participate in the Plan, provided that the MHRC or General Counsel has determined that extending eligibility to such subsidiary will not have an MFI. In each case, participation in the Plan shall be subject to such rules as the Committee may prescribe from time to time, which rules, however, shall neither permit nor deny participation in the Plan contrary to the requirements of the Code (including, but not limited to, Section 423(b)(3), (4) and (8) thereof) and the regulations promulgated thereunder. Unless the Committee determines otherwise, the following employees shall not be eligible to participate in an offering:
>
> (a) employees who were not employed by the Corporation or one of its subsidiaries on the Eligibility Date,
>
> (b) employees whose customary employment on the Date of Offering is 20 hours or less per week, and
>
> (c) employees whose customary employment on the Date of Offering is for not more than 5 months in any calendar year.
>
> Notwithstanding the foregoing, no employee may be granted an option to purchase IPG stock under an offering if such employee, immediately after the option is granted, owns 5% or more of the total combined voting power or value of all classes of stock of the Corporation or its subsidiaries. For purposes of the preceding sentence, the rules of Section 424(d) of the Code shall apply in determining the stock ownership of an individual, and stock that an employee may purchase under outstanding options shall be treated as stock owned by the employee.

* * * *

IN WITNESS WHEREOF, the MHRC (comprised of the undersigned executives of the Corporation) has caused this instrument to be executed this 29th day of March, 2013.

/s/ Michael Roth
Michael Roth

Chairman and Chief Executive Officer

/s/ Frank Mergenthaler
Frank Mergenthaler

Executive Vice President and Chief Financial Officer

/s/ Philippe Krakowsky

Philippe Krakowsky

Executive Vice President, Chief Strategy and Talent Officer

/s/ Andrew Bonzani
Andrew Bonzani

Senior Vice President, General Counsel and Secretary

EXHIBIT 10(iii)(A)(1)

FIRST AMENDMENT TO THE INTERPUBLIC GROUP OF COMPANIES EMPLOYEE STOCK PURCHASE PLAN (2006)

1. The following definition is added to Section 11 of the Plan:

"MFI" means a positive or negative material financial impact on the Corporation. For purposes of Section 17, the determination as to whether an amendment has or potentially has a positive or negative material financial impact shall be made by the Management and Human Resources Committee of the Corporation (the "MHRC") or the General Counsel of the Corporation, in its or his sole discretion, and shall not be subject to challenge or question by any person; provided, however, that the Board of Directors shall have the authority, in its sole discretion, to rescind such determination *ab initio*, in which case any amendment adopted pursuant to such determination shall also be void *ab initio*. A termination of the Plan in its entirety, as referred to in Section 18, shall be deemed to result in an MFI for purposes of Section 17.

2. Section 17 of the Plan is restated in its entirety as follows:

17. *Amendment of the Plan*. The Corporation may at any time, or from time to time, amend the Plan in any respect as set forth in this Section 17; provided, however, that without the approval of the stockholders of the Corporation, no amendment shall be made to the Plan which (i) increases or decreases the number of shares reserved under the Plan (other than as provided in Section 16 hereof) or (ii) decreases the purchase price per share (other than as provided in Section 16 hereof). The authority of the Corporation may be exercised by the Board, the Management and Human Resources Committee of the Corporation (the "MHRC"), or the General Counsel of the Corporation, as follows:

a. *Authority of the Board*. The Board of Directors by duly adopted written resolution may modify or amend the Plan in whole or in part, prospectively or retroactively, at any time and from time to time. The Board of Directors by duly adopted written resolution may delegate the power to so modify or amend the Plan to one or more officers of the Corporation, subject to such conditions as the Board of Directors may in its sole discretion impose.

b. *Authority of the MHRC*. Without limiting the authority of the Board of Directors under subsection (a), above, and without the necessity of a specific delegation of authority from the Board of Directors, the MHRC may adopt any amendment or modification to the Plan that, in the opinion of the MHRC, would not have an MFI. The MHRC may delegate to any officer or other employee of the Corporation the power to execute any amendment or modification authorized under this Section 17(b).

c. *Authority of the General Counsel*. Without limiting the authority of the Board of Directors under subsection (a), above, or the MHRC under subsection (b), above, and without the necessity of a specific delegation of authority from the Board of Directors, the General Counsel of the Corporation may:

i. adopt any amendment or modification to the Plan that, in the opinion of the General Counsel, is necessary or appropriate to comply with applicable laws and regulations, including but not limited to the Code and applicable securities laws, and including any optional provision permitted under such applicable law or regulation; and

ii. adopt any amendment or modification to the Plan that, in the opinion of the General Counsel: (A) is necessary for orderly administration of the Plan or to conform the Plan's terms to its administration; and (B) would not potentially have an MFI. In the event that the General Counsel determines that a proposed amendment of the Plan described in this paragraph (ii) may potentially have an MFI, the General Counsel shall refer the proposed amendment to the MHRC. If the MHRC determines that such proposed amendment would not have an MFI, the MHRC may, without a delegation of authority from the Board, adopt such proposed amendment by exercising its authority under subsection (b), above. If the MHRC determines that such proposed amendment would have an MFI, the MHRC shall refer the proposed amendment to the Board of Directors for its consideration and adoption under subsection (a), above.

d. *Adoption by Written Instrument*. Any modification or amendment of the Plan by the MHRC under subsection (b), by the General Counsel under subsection (c) or by one or more officers or employees of the Corporation to whom authority is delegated under subsection (a) or (b) shall be adopted by a written instrument executed by the MHRC, General Counsel, such officer or officers, or such employees, as applicable.

e. *Implementation of Amendments*. The officers of the Corporation may take all actions necessary or appropriate to implement or effectuate any amendment or modification to the Plan described in this Section 17.

f. *Successor Title or Entity*. The title of an officer or employee or name of an entity with responsibility or authority under this Section 17 shall include any successor title or name, as applicable, insofar as such title or name may be changed from time to time.

EXHIBIT 12.1

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(Amounts in Millions, Except Ratios)

	Three months ended March 31,	Years ended December 31,				
	2013	**2012**	**2011**	**2010**	**2009**	**2008**
Earnings (loss) [1]						
(Loss) income from continuing operations before income taxes	$ (71.0)	$ 674.8	$ 738.4	$ 450.6	$ 232.4	$ 471.5
Fixed charges [1]						
Interest expense	36.8	133.5	136.8	139.7	155.6	211.9
Interest factor of net operating rents [2]	42.4	169.0	175.6	172.8	181.4	183.9
Total fixed charges	79.2	302.5	312.4	312.5	337.0	395.8
Earnings (loss), as adjusted	$ 8.2	$ 977.3	$ 1,050.8	$ 763.1	$ 569.4	$ 867.3
Ratio of earnings to fixed charges [3]	N/A	3.2	3.4	2.4	1.7	2.2

1 Earnings (loss) consist of (loss) income from continuing operations before income taxes, equity in net income of unconsolidated affiliates and adjustments for net loss attributable to noncontrolling interests. Fixed charges consist of interest on indebtedness, amortization of debt discount, waiver and other amendment fees, debt issuance costs (all of which are included in interest expense) and the portion of net rental expense deemed representative of the interest component (one-third).

2 We have calculated the interest factor of net operating rent as one third of our operating rent, as this represents a reasonable approximation of the interest factor.

3 We had a less than 1:1 ratio of earnings to fixed charges due to our losses in the three months ended March 31, 2013. To provide a 1:1 coverage ratio for the deficient period results as reported would have required additional earnings of $71.0 in the three months ended March 31, 2013.

EXHIBIT 31.1

CERTIFICATION

I, Michael I. Roth, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Interpublic Group of Companies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ *Michael I. Roth*

Michael I. Roth
Chairman and Chief Executive Officer

Date: April 25, 2013

EXHIBIT 31.2

CERTIFICATION

I, Frank Mergenthaler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Interpublic Group of Companies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ *Frank Mergenthaler*

Frank Mergenthaler
Executive Vice President and Chief Financial Officer

Date: April 25, 2013

EXHIBIT 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of The Interpublic Group of Companies, Inc. (the “Company”), does hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q for the quarter ended March 31, 2013 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the quarterly report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ *Michael I. Roth*

Michael I. Roth
Chairman and Chief Executive Officer

Dated: April 25, 2013

/s/ *Frank Mergenthaler*

Frank Mergenthaler
Executive Vice President and Chief Financial Officer

Dated: April 25, 2013