

**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, 2017

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**

(State or other jurisdiction of incorporation or organization)

**13-1024020**

(I.R.S. Employer Identification No.)

**909 Third Avenue, New York, New York 10022**

(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, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 14, 2017 was 395,110,131.

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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,	
	2017	2016
<b>REVENUE</b>	\$ 1,753.9	\$ 1,742.0
<b>OPERATING EXPENSES:</b>		
Salaries and related expenses	1,275.4	1,268.8
Office and general expenses	448.8	450.2
Total operating expenses	1,724.2	1,719.0
<b>OPERATING INCOME</b>	29.7	23.0
<b>EXPENSES AND OTHER INCOME:</b>		
Interest expense	(20.9)	(22.6)
Interest income	5.2	5.8
Other income (expense), net	0.8	(19.2)
Total (expenses) and other income	(14.9)	(36.0)
<b>Income (loss) before income taxes</b>	14.8	(13.0)
Benefit of income taxes	(2.1)	(15.6)
<b>Income of consolidated companies</b>	16.9	2.6
Equity in net income of unconsolidated affiliates	1.2	0.1
<b>NET INCOME</b>	18.1	2.7
Net loss attributable to noncontrolling interests	3.4	2.7
<b>NET INCOME AVAILABLE TO IPG COMMON STOCKHOLDERS</b>	\$ 21.5	\$ 5.4
<b>Earnings per share available to IPG common stockholders:</b>		
Basic	\$ 0.05	\$ 0.01
Diluted	\$ 0.05	\$ 0.01
<b>Weighted-average number of common shares outstanding:</b>		
Basic	391.7	400.6
Diluted	399.3	409.3
<b>Dividends declared per common share</b>	\$ 0.18	\$ 0.15

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**  
(Amounts in Millions)  
(Unaudited)

	Three months ended	
	March 31,	
	2017	2016
<b>NET INCOME</b>	\$ 18.1	\$ 2.7
<b>OTHER COMPREHENSIVE INCOME</b>		
Foreign currency translation:		
Foreign currency translation adjustments	50.6	56.9
Reclassification adjustments recognized in net income	1.2	(1.0)
	51.8	55.9
Available-for-sale securities:		
Changes in fair value of available-for-sale securities	0.1	0.1
	0.1	0.1
Derivative instruments:		
Recognition of previously unrealized losses in net income	0.5	0.5
Income tax effect	(0.2)	(0.2)
	0.3	0.3
Defined benefit pension and other postretirement plans:		
Net actuarial gains for the period	0.0	0.2
Amortization of unrecognized losses, transition obligation and prior service cost included in net income	1.7	2.7
Other	(0.2)	0.1
Income tax effect	(0.1)	(0.7)
	1.4	2.3
<b>Other comprehensive income, net of tax</b>	53.6	58.6
<b>TOTAL COMPREHENSIVE INCOME</b>	71.7	61.3
Less: comprehensive loss attributable to noncontrolling interests	(2.9)	(2.2)
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO IPG</b>	\$ 74.6	\$ 63.5

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, 2017	December 31, 2016
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 775.0	\$ 1,097.6
Marketable securities	3.1	3.0
Accounts receivable, net of allowance of \$61.0 and \$55.7, respectively	3,641.5	4,389.7
Expenditures billable to clients	1,742.7	1,518.1
Assets held for sale	108.7	203.2
Other current assets	318.5	226.4
Total current assets	6,589.5	7,438.0
Property and equipment, net of accumulated depreciation of \$989.0 and \$961.6, respectively	616.3	622.0
Deferred income taxes	243.6	220.3
Goodwill	3,703.5	3,674.4
Other non-current assets	545.0	530.5
<b>TOTAL ASSETS</b>	<b>\$ 11,697.9</b>	<b>\$ 12,485.2</b>
<b>LIABILITIES:</b>		
Accounts payable	\$ 5,672.6	\$ 6,303.6
Accrued liabilities	572.0	794.0
Short-term borrowings	310.8	85.7
Current portion of long-term debt	324.1	323.9
Liabilities held for sale	111.2	198.8
Total current liabilities	6,990.7	7,706.0
Long-term debt	1,281.9	1,280.7
Deferred compensation	459.3	480.7
Other non-current liabilities	728.4	708.3
<b>TOTAL LIABILITIES</b>	<b>9,460.3</b>	<b>10,175.7</b>
Redeemable noncontrolling interests (see Note 4)	241.2	252.8
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock	39.8	39.4
Additional paid-in capital	1,199.7	1,199.2
Retained earnings	1,751.2	1,804.3
Accumulated other comprehensive loss, net of tax	(909.4)	(962.5)
	2,081.3	2,080.4
Less: Treasury stock	(118.3)	(63.3)
Total IPG stockholders' equity	1,963.0	2,017.1
Noncontrolling interests	33.4	39.6
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,996.4</b>	<b>2,056.7</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 11,697.9</b>	<b>\$ 12,485.2</b>

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,	
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 18.1	\$ 2.7
<b>Adjustments to reconcile net income to net cash used in operating activities:</b>		
Depreciation and amortization of fixed assets and intangible assets	41.0	38.0
Provision for uncollectible receivables	5.9	3.2
Amortization of restricted stock and other non-cash compensation	29.7	23.1
Net amortization of bond discounts and deferred financing costs	1.4	1.4
Deferred income tax benefit	(13.8)	(28.1)
(Gains) losses on sales of businesses	(0.9)	16.3
Other	6.7	25.5
<b>Changes in assets and liabilities, net of acquisitions and dispositions, providing (using) cash:</b>		
Accounts receivable	806.6	686.5
Expenditures billable to clients	(206.3)	(137.3)
Other current assets	(71.6)	(60.4)
Accounts payable	(702.5)	(984.7)
Accrued liabilities	(264.9)	(198.8)
Other non-current assets and liabilities	(21.2)	(41.0)
Net cash used in operating activities	(371.8)	(653.6)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(24.8)	(27.0)
Acquisitions, net of cash acquired	(3.3)	(27.0)
Other investing activities	(5.1)	(5.5)
Net cash used in investing activities	(33.2)	(59.5)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase (decrease) in short-term borrowings	224.8	(19.7)
Exercise of stock options	8.2	3.9
Common stock dividends	(70.9)	(59.9)
Repurchase of common stock	(55.0)	(53.7)
Tax payments for employee shares withheld	(36.7)	(20.8)
Distributions to noncontrolling interests	(6.0)	(4.0)
Other financing activities	0.0	(0.1)
Net cash provided by (used in) financing activities	64.4	(154.3)
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	20.0	36.7
Net decrease in cash, cash equivalents and restricted cash	(320.6)	(830.7)
Cash, cash equivalents and restricted cash at beginning of period	1,100.2	1,506.1
Cash, cash equivalents and restricted cash at end of period	\$ 779.6	\$ 675.4

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**  
(Amounts in Millions)  
(Unaudited)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount							
Balance at December 31, 2016	394.3	\$ 39.4	\$ 1,199.2	\$ 1,804.3	\$ (962.5)	\$ (63.3)	\$ 2,017.1	\$ 39.6	\$ 2,056.7
Net income				21.5			21.5	(3.4)	18.1
Other comprehensive income					53.1		53.1	0.5	53.6
Reclassifications related to redeemable noncontrolling interests								3.1	3.1
Distributions to noncontrolling interests								(6.4)	(6.4)
Change in redemption value of redeemable noncontrolling interests				(3.3)			(3.3)		(3.3)
Repurchase of common stock						(55.0)	(55.0)		(55.0)
Common stock dividends				(70.9)			(70.9)		(70.9)
Stock-based compensation	5.4	0.5	29.7				30.2		30.2
Exercise of stock options	0.7	0.1	8.2				8.3		8.3
Shares withheld for taxes	(1.6)	(0.2)	(37.5)				(37.7)		(37.7)
Other			0.1	(0.4)			(0.3)		(0.3)
Balance at March 31, 2017	<u>398.8</u>	<u>\$ 39.8</u>	<u>\$ 1,199.7</u>	<u>\$ 1,751.2</u>	<u>\$ (909.4)</u>	<u>\$ (118.3)</u>	<u>\$ 1,963.0</u>	<u>\$ 33.4</u>	<u>\$ 1,996.4</u>

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)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount							
Balance at December 31, 2015	404.4	\$ 40.4	\$ 1,404.1	\$ 1,437.6	\$ (845.6)	\$ (71.0)	\$ 1,965.5	\$ 36.3	\$ 2,001.8
Net income				5.4			5.4	(2.7)	2.7
Other comprehensive income					58.1		58.1	0.5	58.6
Reclassifications related to redeemable noncontrolling interests								2.9	2.9
Distributions to noncontrolling interests								(4.0)	(4.0)
Change in redemption value of redeemable noncontrolling interests				(3.8)			(3.8)		(3.8)
Repurchase of common stock						(53.7)	(53.7)		(53.7)
Common stock dividends				(59.9)			(59.9)		(59.9)
Stock-based compensation	3.1	0.3	47.7				48.0		48.0
Exercise of stock options	0.5	0.1	3.9				4.0		4.0
Shares withheld for taxes	(1.0)	(0.1)	(22.2)				(22.3)		(22.3)
Other			0.5	(0.3)			0.2	(0.6)	(0.4)
Balance at March 31, 2016	<u>407.0</u>	<u>\$ 40.7</u>	<u>\$ 1,434.0</u>	<u>\$ 1,379.0</u>	<u>\$ (787.5)</u>	<u>\$ (124.7)</u>	<u>\$ 1,941.5</u>	<u>\$ 32.4</u>	<u>\$ 1,973.9</u>

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 2016 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 and immaterial revisions 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.

	Effective Interest Rate	March 31, 2017		December 31, 2016	
		Book Value	Fair Value <sup>1</sup>	Book Value	Fair Value <sup>1</sup>
2.25% Senior Notes due 2017 (less unamortized discount and issuance costs of \$0.1 and \$0.3, respectively)	2.30%	\$ 299.6	\$ 301.4	\$ 299.4	\$ 301.4
4.00% Senior Notes due 2022 (less unamortized discount and issuance costs of \$1.5 and \$1.3, respectively)	4.13%	247.2	260.2	247.0	258.4
3.75% Senior Notes due 2023 (less unamortized discount and issuance costs of \$0.9 and \$2.4, respectively)	4.32%	496.7	507.3	496.6	503.3
4.20% Senior Notes due 2024 (less unamortized discount and issuance costs of \$0.7 and \$2.9, respectively)	4.24%	496.4	516.3	496.2	511.6
Other notes payable and capitalized leases		66.1	66.1	65.4	65.4
Total long-term debt		1,606.0		1,604.6	
Less: current portion		324.1		323.9	
Long-term debt, excluding current portion		<u>\$ 1,281.9</u>		<u>\$ 1,280.7</u>	

<sup>1</sup> See Note 10 for information on the fair value measurement of our long-term debt.

**Credit Agreements**

We maintain a committed corporate credit facility (the "Credit Agreement") and uncommitted lines of credit to increase our financial flexibility. The Credit Agreement is a revolving facility, expiring in October 2020, 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 Company has the ability to increase the commitments under the Credit Agreement from time to time by an additional amount of up to \$250.0, provided the Company receives commitments for such increases and satisfies certain other conditions. 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, 2017.

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

**Note 3: Earnings Per Share**

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

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>Net income available to IPG common stockholders</b>	\$ 21.5	\$ 5.4
<b>Weighted-average number of common shares outstanding - basic</b>	391.7	400.6
Add: Effect of dilutive securities		
Restricted stock, stock options and other equity awards	7.6	8.7
<b>Weighted-average number of common shares outstanding - diluted</b>	<b>399.3</b>	<b>409.3</b>
<b>Earnings per share available to IPG common stockholders:</b>		
Basic	\$ 0.05	\$ 0.01
Diluted	\$ 0.05	\$ 0.01

**Note 4: Supplementary Data**

***Accrued Liabilities***

The following table presents the components of accrued liabilities.

	<b>March 31,</b>	<b>December 31,</b>
	<b>2017</b>	<b>2016</b>
Salaries, benefits and related expenses	\$ 301.7	\$ 499.0
Acquisition obligations	91.1	77.5
Office and related expenses	46.7	46.7
Interest	17.2	17.3
Other	115.3	153.5
Total accrued liabilities	<b>\$ 572.0</b>	<b>\$ 794.0</b>

***Other Income (Expense), Net***

Results of operations for the three months ended March 31, 2017 and 2016 include certain items that are not directly associated with our revenue-producing operations.

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
Gains (losses) on sales of businesses and investments	\$ 1.0	\$ (16.3)
Other expense, net	(0.2)	(2.9)
Total other income (expense), net	<b>\$ 0.8</b>	<b>\$ (19.2)</b>

*Gains (Losses) on Sales of Businesses and Investments* – During the three months ended March 31, 2016, the amounts recognized were related to sales of businesses and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, respectively, as held for sale within our Integrated Agency Networks ("IAN") operating segment.

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

**Share Repurchase Program**

In February 2017, 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, which was in addition to the remaining amount available to be repurchased from the \$300.0 authorization made by the Board in February 2016.

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 other funding requirements.

The following table presents our share repurchase activity under our share repurchase programs for the three months ended March 31, 2017 and 2016.

	<b>Three months ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Number of shares repurchased	2.3	2.5
Aggregate cost, including fees	\$ 55.0	\$ 53.7
Average price per share, including fees	\$ 23.85	\$ 21.67

As of March 31, 2017, \$400.4, excluding fees, remains available for repurchase under the share repurchase programs. The share repurchase programs have no expiration date.

**Redeemable Noncontrolling Interests**

Many of our acquisitions include provisions under which the noncontrolling equity owners may require us to purchase additional interests in a subsidiary at their discretion. Redeemable noncontrolling interests are adjusted quarterly to their estimated redemption value, but not less than their initial fair value. Any adjustments to the redemption value impact retained earnings, except for foreign currency translation adjustments.

The following table presents changes in our redeemable noncontrolling interests.

	<b>Three months ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Balance at beginning of period	\$ 252.8	\$ 251.9
Change in related noncontrolling interests balance	(4.5)	(2.9)
Changes in redemption value of redeemable noncontrolling interests:		
Redemptions and other	(12.7)	(9.0)
Redemption value adjustments	5.6	6.3
Balance at end of period	<u>\$ 241.2</u>	<u>\$ 246.3</u>

**Note 5: Income Taxes**

For the three months ended March 31, 2017, our income tax benefit was driven by excess tax benefits on employee share-based payments, the majority of which is typically recognized in the first quarter due to the timing of the vesting of awards, partially offset by losses in certain foreign jurisdictions 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 \$25.0 and \$35.0 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.

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

We are effectively settled with respect to U.S. federal income tax audits through 2012, with the exception of 2009. With limited exceptions, we are no longer subject to state and local income tax audits for years prior to 2007 or non-U.S. income tax audits for years prior to 2006.

**Note 6: 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 2014 Performance Incentive Plan (the "2014 PIP") during the three months ended March 31, 2017.

	Awards	Weighted-average grant-date fair value (per award)
Stock-settled awards	0.7	\$ 24.29
Performance-based awards	4.8	\$ 20.06
Total stock-based compensation awards	<u>5.5</u>	

During the three months ended March 31, 2017, the Compensation Committee granted performance cash awards and restricted cash awards under the 2014 PIP with a total target value of \$53.9 and \$2.2, respectively. Cash awards are expensed over the vesting period, which is typically three years.

**Note 7: Accumulated Other Comprehensive Loss, Net of Tax**

The following tables present 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, 2016	\$ (716.7)	\$ 0.6	\$ (8.4)	\$ (238.0)	\$ (962.5)
Other comprehensive income before reclassifications	50.1	0.1	0.0	0.1	50.3
Amount reclassified from accumulated other comprehensive loss, net of tax	1.2	0.0	0.3	1.3	2.8
Balance as of March 31, 2017	<u>\$ (665.4)</u>	<u>\$ 0.7</u>	<u>\$ (8.1)</u>	<u>\$ (236.6)</u>	<u>\$ (909.4)</u>

	Foreign Currency Translation Adjustments	Available-for-Sale Securities	Derivative Instruments	Defined Benefit Pension and Other Postretirement Plans	Total
Balance as of December 31, 2015	\$ (665.6)	\$ 1.3	\$ (9.6)	\$ (171.7)	\$ (845.6)
Other comprehensive income before reclassifications	56.4	0.1	0.0	0.5	57.0
Amount reclassified from accumulated other comprehensive loss, net of tax	(1.0)	0.0	0.3	1.8	1.1
Balance as of March 31, 2016	<u>\$ (610.2)</u>	<u>\$ 1.4</u>	<u>\$ (9.3)</u>	<u>\$ (169.4)</u>	<u>\$ (787.5)</u>

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

Amounts reclassified from accumulated other comprehensive loss, net of tax, for the three months ended March 31, 2017 and 2016 are as follows:

	<b>Three months ended</b>		<b>Affected Line Item in the Consolidated Statements of Operations</b>
	<b>March 31,</b>		
	<b>2017</b>	<b>2016</b>	
Foreign currency translation adjustments <sup>1</sup>	\$ 1.2	\$ (1.0)	Other income (expense), net
Losses on derivative instruments	0.5	0.5	Interest expense
Amortization of defined benefit pension and postretirement plan items	1.7	2.7	Other income (expense), net
Tax effect	(0.6)	(1.1)	Benefit of income taxes
<b>Total amount reclassified from accumulated other comprehensive loss, net of tax</b>	<b>\$ 2.8</b>	<b>\$ 1.1</b>	

<sup>1</sup> These foreign currency translation adjustments are primarily a result of the sales of businesses.

**Note 8: Employee Benefits**

We have a defined benefit pension plan that covers certain U.S. employees (the “Domestic Pension Plan”). 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.

<b>Three months ended March 31,</b>	<b>Domestic Pension Plan</b>		<b>Foreign Pension Plans</b>		<b>Domestic Postretirement Benefit Plan</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Service cost	\$ 0.0	\$ 0.0	\$ 0.9	\$ 2.7	\$ 0.0	\$ 0.0
Interest cost	1.3	1.5	3.3	4.5	0.3	0.4
Expected return on plan assets	(1.6)	(1.7)	(4.3)	(5.3)	0.0	0.0
Amortization of:						
Prior service credit	0.0	0.0	0.0	0.0	0.0	(0.1)
Unrecognized actuarial losses	0.4	1.9	1.3	0.9	0.0	0.0
<b>Net periodic cost</b>	<b>\$ 0.1</b>	<b>\$ 1.7</b>	<b>\$ 1.2</b>	<b>\$ 2.8</b>	<b>\$ 0.3</b>	<b>\$ 0.3</b>

The components of net periodic cost other than the service cost component are included in the line item “Other income (expense), net” in the Consolidated Statements of Operations.

During the three months ended March 31, 2017, we contributed \$4.4 of cash to our foreign pension plans. For the remainder of 2017, we expect to contribute approximately \$1.0 and \$13.0 of cash to our domestic and foreign pension plans, respectively.

**Note 9: Segment Information**

As of March 31, 2017, we have two reportable segments: IAN and Constituency Management Group (“CMG”). IAN is comprised of McCann Worldgroup, Foote, Cone & Belding (“FCB”), MullenLowe Group, IPG Mediabrands, our digital specialist agencies 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 segment operating income (loss). Segment information is presented consistently with the basis described in our 2016 Annual Report on Form 10-K.

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

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

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>Revenue:</b>		
IAN	\$ 1,407.6	\$ 1,401.6
CMG	346.3	340.4
Total	<u>\$ 1,753.9</u>	<u>\$ 1,742.0</u>
<b>Segment operating income (loss):</b>		
IAN	\$ 43.8	\$ 41.8
CMG	23.4	20.4
Corporate and other	(37.5)	(39.2)
Total	<u>29.7</u>	<u>23.0</u>
Interest expense	(20.9)	(22.6)
Interest income	5.2	5.8
Other income (expense), net	0.8	(19.2)
<b>Income before income taxes</b>	<u>\$ 14.8</u>	<u>\$ (13.0)</u>
<b>Depreciation and amortization of property and equipment and intangible assets:</b>		
IAN	\$ 29.5	\$ 27.6
CMG	5.3	4.8
Corporate and other	6.2	5.6
Total	<u>\$ 41.0</u>	<u>\$ 38.0</u>
<b>Capital expenditures:</b>		
IAN	\$ 17.2	\$ 20.3
CMG	2.7	1.5
Corporate and other	4.9	5.2
Total	<u>\$ 24.8</u>	<u>\$ 27.0</u>
	<b>March 31,</b>	<b>December 31,</b>
	<b>2017</b>	<b>2016</b>
<b>Total assets:</b>		
IAN	\$ 10,324.9	\$ 10,660.0
CMG	1,379.7	1,428.3
Corporate and other	(6.7)	396.9
Total	<u>\$ 11,697.9</u>	<u>\$ 12,485.2</u>

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

**Note 10: 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, 2017. The following tables present information about our financial instruments measured at fair value on a recurring basis as of March 31, 2017 and December 31, 2016, and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	March 31, 2017				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<b>Assets</b>					
Cash equivalents	\$ 192.5	\$ 0.0	\$ 0.0	\$ 192.5	Cash and cash equivalents
Short-term marketable securities	3.1	0.0	0.0	3.1	Marketable securities
Long-term investments	0.4	0.0	0.0	0.4	Other non-current assets
Total	<u>\$ 196.0</u>	<u>\$ 0.0</u>	<u>\$ 0.0</u>	<u>\$ 196.0</u>	
As a percentage of total assets	1.7%	0.0%	0.0%	1.7%	

<b>Liabilities</b>					
Contingent acquisition obligations <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 222.5	\$ 222.5	

	December 31, 2016				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<b>Assets</b>					
Cash equivalents	\$ 440.8	\$ 0.0	\$ 0.0	\$ 440.8	Cash and cash equivalents
Short-term marketable securities	3.0	0.0	0.0	3.0	Marketable securities
Long-term investments	0.4	0.0	0.0	0.4	Other non-current assets
Total	<u>\$ 444.2</u>	<u>\$ 0.0</u>	<u>\$ 0.0</u>	<u>\$ 444.2</u>	
As a percentage of total assets	3.6%	0.0%	0.0%	3.6%	

<b>Liabilities</b>					
Contingent acquisition obligations <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 205.4	\$ 205.4	

<sup>1</sup> Contingent acquisition obligations includes deferred acquisition payments and unconditional obligations to purchase additional noncontrolling equity shares of consolidated subsidiaries. Fair value measurement of the obligations is based upon actual and projected operating performance targets as specified in the related agreements. The increase in this balance of \$17.1 from December 31, 2016 to March 31, 2017 is primarily due to acquisitions and exercised put options of \$15.9, partially offset by payments of \$5.3. The amounts payable within the next twelve months are classified in accrued liabilities; any amounts payable thereafter are classified in other non-current liabilities.

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

***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, 2017 and December 31, 2016, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	March 31, 2017				December 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Total long-term debt	\$ 0.0	\$ 1,585.2	\$ 66.1	\$ 1,651.3	\$ 0.0	\$ 1,574.7	\$ 65.4	\$ 1,640.1

Our long-term debt is comprised of 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 for 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 proprietary valuation methods and therefore are classified as Level 3 within the fair value hierarchy. See Note 2 for further information on our long-term debt.

***Non-financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis***

Certain non-financial assets and liabilities are measured at fair value on a recurring basis, primarily accrued restructuring charges.

***Non-financial Assets and Liabilities that are Measured at Fair Value on a Nonrecurring Basis***

Certain non-financial assets and liabilities are measured at fair value on a nonrecurring basis, primarily goodwill, intangible assets, and property 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 11: 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. The types of allegations that arise in connection with such legal proceedings may vary in nature, but can include claims related to contract, employment, tax and intellectual property matters. 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.

As previously disclosed, on April 10, 2015, a federal judge in Brazil authorized the search of the records of an agency's offices in São Paulo and Brasília, in connection with an ongoing investigation by Brazilian authorities involving payments potentially connected to local government contracts. The Company had previously investigated the matter and taken a number of remedial and disciplinary actions. The Company is in the process of concluding a settlement related to these matters with government agencies.

The Company confirmed that one of its standalone domestic agencies has been contacted by the Department of Justice Antitrust Division for documents regarding video production practices and is cooperating with the government.

***Guarantees***

As discussed in our 2016 Annual Report on Form 10-K, we have guaranteed certain obligations of our subsidiaries relating principally to operating leases and uncommitted lines of credit of certain subsidiaries. The amount of parent company guarantees on lease obligations was \$837.8 and \$857.3 as of March 31, 2017 and December 31, 2016, respectively, and the amount of parent company guarantees primarily relating to uncommitted lines of credit was \$373.5 and \$395.6 as of March 31, 2017 and December 31, 2016, respectively.

**Note 12: Recent Accounting Standards**

Accounting pronouncements not listed below were assessed and determined to be not applicable or are expected to have minimal impact on our Consolidated Financial Statements.



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

**Pensions**

In March 2017, the Financial Accounting Standards Board (the "FASB") issued amended guidance which requires presentation of all net periodic pension and postretirement benefit costs, other than service costs, in non-operating expenses in the Consolidated Statement of Operations. We have early adopted this amended guidance retrospectively as of the quarter ended March 31, 2017, which resulted in a reclassification of \$0.8 and \$2.1 for the quarters ended March 31, 2017 and 2016, respectively, reducing Salaries and related expenses and increasing Other expense, net in each period presented. We have adopted this amended guidance using the practical expedient which permits the use of amounts disclosed in our Employee Benefits note for prior comparative periods as the estimation basis for applying the retrospective presentation requirements.

**Restricted Cash**

In November 2016, the FASB issued amended guidance which requires that the Consolidated Statement of Cash Flows present the change during the period in the total cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. We have early adopted this amended guidance retrospectively as of the quarter ended March 31, 2017, which resulted in the inclusion of restricted cash of \$4.6 and \$2.0 for the quarters ended March 31, 2017 and 2016, respectively, when reconciling the beginning-of-period and end-of-period total amounts shown on the Consolidated Statement of Cash Flows.

**Financial Instrument Credit Losses**

In June 2016, the FASB issued amended guidance on the accounting for credit losses on certain types of financial instruments, including trade receivables. The new model uses a forward-looking expected loss method, as opposed to the incurred loss method in current U.S. GAAP, which will generally result in earlier recognition of allowances for losses. This amended guidance is effective beginning January 1, 2020, with early adoption permitted as early as January 1, 2019. We are currently assessing the impact the adoption of the amended guidance will have on our Consolidated Financial Statements.

**Leases**

In February 2016, the FASB issued amended guidance on lease accounting which requires an entity to recognize a right-of-use asset and a corresponding lease liability on its balance sheet for virtually all of its leases with a term of more than 12 months, including those classified as operating leases. Both the asset and liability will initially be measured at the present value of the future minimum lease payments, with the asset being subject to adjustments such as initial direct costs. Consistent with current U.S. GAAP, the presentation of expenses and cash flows will depend primarily on the classification of the lease as either a finance or an operating lease. The new standard also requires additional quantitative and qualitative disclosures regarding the amount, timing and uncertainty of cash flows arising from leases in order to provide additional information about the nature of an organization's leasing activities. This amended guidance, which will be effective beginning January 1, 2019, requires modified retrospective application, with early adoption permitted. We expect the adoption of this amended guidance to have a significant impact on our Consolidated Balance Sheets but not on our Consolidated Statements of Operations.

**Fair Value Measurements**

In January 2016, the FASB issued amended guidance which updates the fair value presentation requirements for certain financial instruments. Equity investments with readily determinable fair values, other than those accounted for using the equity method of accounting, will be measured at fair value with changes recorded through current earnings rather than other comprehensive income. This amended guidance will be effective for us beginning January 1, 2018, and is required to be adopted prospectively with a cumulative-effect adjustment recorded on our Consolidated Balance Sheets, if applicable. We do not expect the adoption of this amended guidance to have a significant impact on our Consolidated Financial Statements.

**Revenue Recognition**

In May 2014, the FASB issued amended guidance on revenue recognition which requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. We expect to adopt the standard, which is effective January 1, 2018, using the full retrospective method; however, that determination is subject to the completion of our analysis of certain items. While we continue to assess all potential impacts of the standard, based upon our initial assessment, we currently expect an impact to the timing of revenue recognition between quarters, primarily as a result of estimating variable consideration. We are still assessing whether the standard will result in a change in the number of performance obligations within our contractual arrangements, and what impact, if any, the standard will have on our assessment of principal versus agent in connection with media buying, production and studio work, and our events businesses. Under the new standard, certain out-of-pocket expenses reimbursed by our clients will no longer be recorded in revenue. Additionally, we continue to evaluate the disclosures that may be required.

**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 (the "Company," "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 2016 Annual Report on Form 10-K, as well as our other reports and filings with the Securities and Exchange Commission (the "SEC"). Our Annual Report includes additional information about our significant accounting policies and practices as well as details about the 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 2016 Annual Report on Form 10-K of our accounting policies that require critical judgment, assumptions and estimates.

RECENT ACCOUNTING STANDARDS, by reference to Note 12 to the unaudited Consolidated Financial Statements, provides a discussion of certain accounting standards that have been recently adopted 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, media planning and 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 areas including fast-growth digital marketing channels, high-growth geographic regions and strategic world markets. We consistently review opportunities within our Company to enhance our operations through mergers and strategic alliances as well as through 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 financial goals include competitive organic revenue growth and operating margin expansion, which we expect will further strengthen our balance sheet and total 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 and continue to make in our financial reporting and business information systems in recent years 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 and grow our business. We believe that our strategy and execution position us to meet our financial goals and to deliver long-term shareholder value.

The following tables present a summary of financial performance for the three months ended March 31, 2017 and 2016.

% Increase/(Decrease)	Three months ended March 31, 2017	
	Total	Organic
Revenue	0.7 %	2.7%
Salaries and related expenses	0.5 %	2.9%
Office and general expenses	(0.3)%	2.3%

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

	Three months ended March 31,	
	2017	2016
<b>Operating margin</b>	1.7%	1.3%
<b>Expenses as % of revenue:</b>		
Salaries and related expenses	72.7%	72.8%
Office and general expenses	25.6%	25.8%
<b>Net income available to IPG common stockholders</b>	\$ 21.5	\$ 5.4
<b>Earnings per share available to IPG common stockholders:</b>		
Basic	\$ 0.05	\$ 0.01
Diluted	\$ 0.05	\$ 0.01

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 geographic region and also by business sector, in which we focus on our top 100 clients, which typically constitute approximately 55% to 60% of our annual consolidated revenues.

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. 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 to our operations related to each geographic region depends on the significance and operating performance of the region. The foreign currency that most adversely impacted our results during the first quarter of 2017 was the British Pound Sterling, partially offset by the Brazilian Real.

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.

## RESULTS OF OPERATIONS

### *Consolidated Results of Operations – Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016*

#### **REVENUE**

Our revenue is directly impacted by the retention and spending levels of existing clients and by our ability to win new 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, reflecting 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. When we act as principal for these projects, we record the gross amount billed to the client as revenue, and the related costs are incurred as pass-through costs in office and general expenses.

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

	Components of Change				Change		
	Three months ended March 31, 2016	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	Three months ended March 31, 2017	Organic	Total
<b>Consolidated</b>	\$ 1,742.0	\$ (17.1)	\$ (17.2)	\$ 46.2	\$ 1,753.9	2.7 %	0.7 %
<b>Domestic</b>	1,091.2	0.0	(11.0)	31.6	1,111.8	2.9 %	1.9 %
<b>International</b>	650.8	(17.1)	(6.2)	14.6	642.1	2.2 %	(1.3)%
United Kingdom	165.6	(22.6)	5.2	0.3	148.5	0.2 %	(10.3)%
Continental Europe	147.6	(4.9)	(6.3)	9.9	146.3	6.7 %	(0.9)%
Asia Pacific	182.1	0.3	1.5	(5.0)	178.9	(2.7)%	(1.8)%
Latin America	65.3	7.3	(6.6)	2.4	68.4	3.7 %	4.7 %
Other	90.2	2.8	0.0	7.0	100.0	7.8 %	10.9 %

During the first quarter of 2017, our revenue increased by \$11.9, or 0.7%, compared to the first quarter of 2016, comprised of an organic revenue increase of \$46.2, or 2.7%, partially offset by the effect of net divestitures of \$17.2 and an adverse foreign currency rate impact of \$17.1. Our organic revenue increase was throughout nearly all geographic regions, primarily attributable to a combination of net higher spending from existing clients and net client wins, most notably in the healthcare sector, partially offset by decreases in the consumer goods and technology and telecom sectors. The organic revenue increase in our domestic market was driven by growth across most disciplines, primarily at our digital specialist agencies, media businesses and events businesses. In our international markets, the organic revenue increase was driven by our media businesses in all regions and our public relations businesses, primarily in the United Kingdom and Continental Europe, partially offset by declines at our advertising businesses in the Asia Pacific region and our events business in the United Kingdom.

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,	
	2017	2016
Salaries and related expenses	\$ 1,275.4	\$ 1,268.8
Office and general expenses	448.8	450.2
Total operating expenses	<u>\$ 1,724.2</u>	<u>\$ 1,719.0</u>
Operating income	<u>\$ 29.7</u>	<u>\$ 23.0</u>

In the first quarter of 2017, total operating expenses increased 0.3%, compared to our revenue increase of 0.7%, from the first quarter of 2016, resulting in operating margin expansion to 1.7% from 1.3%.

**Salaries and Related Expenses**

	Components of Change				Change		
	2016	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	2017	Organic	Total
<b>Three months ended March 31,</b>	\$ 1,268.8	\$ (13.8)	\$ (16.0)	\$ 36.4	\$ 1,275.4	2.9%	0.5%

Salaries and related expenses in the first quarter of 2017 increased by \$6.6 compared to the first quarter of 2016, comprised of an organic increase of \$36.4, partially offset by the effect of net divestitures of \$16.0 and a favorable foreign currency rate impact of \$13.8. The organic increase was primarily attributable to an increase in base salaries, benefits and tax as a result of increases in our workforce at businesses and in regions where we had revenue growth or new business wins over the last twelve months, partially offset by lower acquisition-related contractual compensation, which is classified within all other salaries and related expenses in the table below. Our staff cost ratio, defined as salaries and related expenses as a percentage of total consolidated revenue, decreased in the first quarter of 2017 to 72.7% from 72.8%, when compared to the prior-year period.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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(Unaudited)

The following table details our staff cost ratio.

	Three months ended March 31,	
	2017	2016
<b>Salaries and related expenses</b>	<b>72.7%</b>	<b>72.8%</b>
Base salaries, benefits and tax	60.3%	59.4%
Incentive expense	4.8%	4.6%
Severance expense	1.2%	1.4%
Temporary help	4.1%	4.0%
All other salaries and related expenses	2.3%	3.4%

**Office and General Expenses**

	Components of Change				Change		
	2016	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	2017	Organic	Total
<b>Three months ended March 31,</b>	\$ 450.2	\$ (5.0)	\$ (6.9)	\$ 10.5	\$ 448.8	2.3%	(0.3)%

Office and general expenses in the first quarter of 2017 decreased by \$1.4 compared to the first quarter of 2016, comprised of an organic increase of \$10.5, offset by the effect of net divestitures of \$6.9 and a favorable foreign currency rate impact of \$5.0. The organic increase was attributable to higher occupancy costs and higher production expenses related to pass-through costs, which are also reflected in revenue, as compared to the prior-year period, partially offset by lower adjustments to contingent acquisition obligations. Our office and general expense ratio, defined as office and general expenses as a percentage of total consolidated revenue, decreased in the first quarter of 2017 to 25.6% from 25.8%, when compared to the prior-year period.

The following table details our office and general expense ratio.

	Three months ended March 31,	
	2017	2016
<b>Office and general expenses</b>	<b>25.6%</b>	<b>25.8%</b>
Professional fees	1.6%	1.8%
Occupancy expense (excluding depreciation and amortization)	7.3%	7.2%
Travel & entertainment, office supplies and telecommunications	3.3%	3.4%
All other office and general expenses <sup>1</sup>	13.4%	13.4%

<sup>1</sup> Includes production expenses and, to a lesser extent, depreciation and amortization, bad debt expense, adjustments to contingent acquisition obligations, foreign currency losses (gains), spending to support new business activity, net restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.

**EXPENSES AND OTHER INCOME**

	Three months ended March 31,	
	2017	2016
Cash interest on debt obligations	\$ (18.6)	\$ (19.3)
Non-cash interest	(2.3)	(3.3)
Interest expense	(20.9)	(22.6)
Interest income	5.2	5.8
Net interest expense	(15.7)	(16.8)
Other income (expense), net	0.8	(19.2)
Total (expenses) and other income	\$ (14.9)	\$ (36.0)

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

For the three months ended March 31, 2017, net interest expense decreased by \$1.1 as compared to the respective prior-year period, primarily due to lower non-cash interest expense from revaluations of mandatorily redeemable noncontrolling interests.

***Other Income (Expense), Net***

Results of operations for the three months ended March 31, 2017 and 2016 include certain items that are not directly associated with our revenue-producing operations.

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
Gains (losses) on sales of businesses and investments	\$ 1.0	\$ (16.3)
Other expense, net	(0.2)	(2.9)
Total other income (expense), net	<u>\$ 0.8</u>	<u>\$ (19.2)</u>

*Gains (Losses) on Sales of Businesses and Investments* – During the three months ended March 31, 2016, the amounts recognized were related to sales of businesses and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, respectively, as held for sale within our Integrated Agency Networks ("IAN") operating segment.

***INCOME TAXES***

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
Income (loss) before income taxes	\$ 14.8	\$ (13.0)
Benefit of income taxes	<u>\$ (2.1)</u>	<u>\$ (15.6)</u>

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, 2017, our seasonally smallest quarter, our income tax benefit was driven by excess tax benefits on employee share-based payments, the majority of which is typically recognized in the first quarter due to the timing of the vesting of awards, partially offset by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances.

For the three months ended March 31, 2016, our income tax benefit was positively impacted by the reversal of valuation allowances of \$12.2 as a consequence of the classification of certain assets as held for sale in Continental Europe, excess tax benefits on employee share-based payments and the recognition of previously unrecognized tax benefits as a result of a lapse in statute of limitations. Our income tax benefit was negatively impacted primarily by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances and by losses on sales of businesses, and the classification of certain assets as held for sale, for which we did not receive a full tax benefit.

***EARNINGS PER SHARE***

Basic and diluted earnings per share available to IPG common stockholders for the three months ended March 31, 2017 were \$0.05 compared to \$0.01 for the three months ended March 31, 2016.

For the three months ended March 31, 2016, net income available to IPG common stockholders included losses of \$15.9, net of tax, on sales of businesses in our international markets and a benefit of \$12.2 related to the reversals of valuation allowances as a consequence of the sales of businesses, resulting in impacts of \$(0.04) and \$0.03, respectively, to basic and diluted earnings per share.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**Segment Results of Operations – Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016**

As discussed in Note 9 to the unaudited Consolidated Financial Statements, we have two reportable segments as of March 31, 2017: IAN and Constituency Management Group ("CMG"). We also report results for the "Corporate and other" group.

**IAN**

**REVENUE**

	Components of Change				Change		
	Three months ended March 31, 2016	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	Three months ended March 31, 2017	Organic	Total
<b>Consolidated</b>	\$ 1,401.6	\$ (9.8)	\$ (14.9)	\$ 30.7	\$ 1,407.6	2.2%	0.4 %
<b>Domestic</b>	865.4	0.0	(8.9)	15.0	871.5	1.7%	0.7 %
<b>International</b>	536.2	(9.8)	(6.0)	15.7	536.1	2.9%	0.0 %

During the first quarter of 2017, IAN revenue increased by \$6.0 compared to the first quarter of 2016, comprised of an organic revenue increase of \$30.7, partially offset by the effect of net divestitures of \$14.9 and an adverse foreign currency rate impact of \$9.8. The organic revenue increase was primarily attributable to a combination of net higher spending from existing clients and net client wins, most notably in the healthcare sector, partially offset by decreases in the technology and telecom and consumer goods sectors. The organic revenue increase in our domestic market was primarily driven by growth at our digital specialist agencies and media businesses. The international organic revenue increase was driven by growth at our advertising and media businesses in Continental Europe, led by Germany and Italy, partially offset by declines at our advertising businesses in the Asia Pacific region, primarily in China.

**SEGMENT OPERATING INCOME**

	Three months ended March 31,		Change
	2017	2016	
<b>Segment operating income</b>	\$ 43.8	\$ 41.8	4.8%
<b>Operating margin</b>	3.1%	3.0%	

Operating income increased during the first quarter of 2017 when compared to the first quarter of 2016, due to an increase in revenue of \$6.0 and a decrease in office and general expenses of \$5.1, partially offset by an increase in salaries and related expenses of \$9.1. The increase in salaries and related expenses was primarily due to an increase in base salaries, benefits and tax, primarily attributable to increases in our workforce at businesses and in regions where we had revenue growth or new business wins over the last twelve months. The decrease in office and general expenses was primarily attributable to lower adjustments to contingent acquisition obligations as compared to the prior-year period.

**CMG**

**REVENUE**

	Components of Change				Change		
	Three months ended March 31, 2016	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	Three months ended March 31, 2017	Organic	Total
<b>Consolidated</b>	\$ 340.4	\$ (7.3)	\$ (2.3)	\$ 15.5	\$ 346.3	4.6 %	1.7 %
<b>Domestic</b>	225.8	0.0	(2.1)	16.6	240.3	7.4 %	6.4 %
<b>International</b>	114.6	(7.3)	(0.2)	(1.1)	106.0	(1.0)%	(7.5)%

During the first quarter of 2017, CMG revenue increased by \$5.9 compared to the first quarter of 2016, due to an organic revenue increase of \$15.5, partially offset by an adverse foreign currency rate impact of \$7.3 and the effect of net divestitures of \$2.3. The organic revenue increase in our domestic market was driven by growth across nearly all disciplines, most notably at our events businesses, with additional solid organic growth at our public relations and sports marketing businesses. Organic revenue decreased slightly in our international markets primarily driven by our events businesses in the United Kingdom as a result of certain contracts where we no longer act as principal. All other major disciplines increased organically in our international markets.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**SEGMENT OPERATING INCOME**

	Three months ended March 31,		Change
	2017	2016	
<b>Segment operating income</b>	\$ 23.4	\$ 20.4	14.7%
<b>Operating margin</b>	6.8%	6.0%	

Operating income increased during the first quarter of 2017 when compared to the first quarter of 2016, due to an increase in revenue of \$5.9, partially offset by an increase in salaries and related expenses of \$0.1 and an increase in office and general expenses of \$2.8, primarily due to higher production expenses related to pass-through costs, which are also reflected in revenue.

**CORPORATE AND OTHER**

Certain corporate and other charges are reported as separate line items 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. 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 decreased during the first quarter of 2017 by \$1.7 to \$37.5 compared to the first quarter of 2016.

**LIQUIDITY AND CAPITAL RESOURCES**

**CASH FLOW OVERVIEW**

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

<b>Cash Flow Data</b>	Three months ended March 31,	
	2017	2016
Net income, adjusted to reconcile net income to net cash used in operating activities <sup>1</sup>	\$ 88.1	\$ 82.1
Net cash used in working capital <sup>2</sup>	(438.7)	(694.7)
Changes in other non-current assets and liabilities using cash	(21.2)	(41.0)
Net cash used in operating activities	\$ (371.8)	\$ (653.6)
Net cash used in investing activities	(33.2)	(59.5)
Net cash provided by (used in) financing activities	64.4	(154.3)

<sup>1</sup> Reflects net income adjusted primarily for depreciation and amortization of fixed assets and intangible assets, amortization of restricted stock and other non-cash compensation, (gains) losses on sales of businesses and deferred income taxes.

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

*Operating Activities*

Net cash used in operating activities during the first quarter of 2017 was \$371.8, which was an improvement of \$281.8 as compared to the first quarter of 2016. Due to the seasonality of our business, we typically use cash from working capital in the first half of a year and generate cash from working capital in the second half of a year, with the largest impacts generally in the first and fourth quarters. The working capital use in the first quarter of 2017 was primarily attributable to 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



**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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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 2017 primarily consists of payments for capital expenditures of \$24.8, related mostly to leasehold improvements and computer hardware and software.

#### *Financing Activities*

Net cash provided by financing activities during the first quarter of 2017 is primarily driven by an increase in short-term borrowings of \$224.8, partially offset by the payment of dividends of \$70.9 and the repurchase of 2.3 shares of our common stock for an aggregate cost of \$55.0, including fees.

#### *Foreign Exchange Rate Changes*

The effect of foreign exchange rate changes on cash, cash equivalents and restricted cash included in the unaudited Consolidated Statements of Cash Flows resulted in a net increase of \$20.0 during the first quarter of 2017, primarily a result of the U.S. Dollar weakening against several foreign currencies, primarily the Australian Dollar and Indian Rupee, as of March 31, 2017 as compared to December 31, 2016.

<b>Balance Sheet Data</b>	<b>March 31, 2017</b>	<b>December 31, 2016</b>	<b>March 31, 2016</b>
Cash, cash equivalents and marketable securities	\$ 778.1	\$ 1,100.6	\$ 680.3
Short-term borrowings	\$ 310.8	\$ 85.7	\$ 119.4
Current portion of long-term debt	324.1	323.9	2.0
Long-term debt	1,281.9	1,280.7	1,609.9
Total debt	<u>\$ 1,916.8</u>	<u>\$ 1,690.3</u>	<u>\$ 1,731.3</u>

#### **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 as well as uncommitted lines of credit 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 funds 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. There can be no guarantee that we would be able to access new sources of liquidity on commercially reasonable terms, or at all.

#### *Funding Requirements*

Our most significant funding requirements include our operations, non-cancelable operating lease obligations, capital expenditures, acquisitions, common stock dividends, taxes and debt service. 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 - We currently have short-term borrowings of \$310.8 from our uncommitted lines of credit used primarily to fund seasonal working capital needs. Our 2.25% Senior Notes in aggregate principal amount of \$300.0 mature on November 15, 2017, and a \$22.6 note classified within our Other notes payable is due on June 30, 2017. We expect to refinance the outstanding 2.25% Senior Notes upon maturity. The remainder of our debt is primarily long-term, with maturities scheduled through 2024.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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- Acquisitions – We paid cash of \$2.5, net of cash acquired of \$0.2, for acquisitions completed in the first quarter of 2017. We also paid \$0.8 in upfront payments and \$5.1 in deferred payments for prior acquisitions as well as ownership increases in our consolidated subsidiaries. In addition to potential cash expenditures for new acquisitions, we expect to pay approximately \$90.0 over the next twelve months related to prior acquisitions. We may also be required to pay approximately \$28.0 related to put options held by minority shareholders if exercised over the next twelve months. We will continue to evaluate strategic opportunities to grow and continue to strengthen our market 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 2017, we paid a cash dividend of \$0.18 per share on our common stock, which corresponded to a dividend payment of \$70.9. Assuming we continue to pay a quarterly dividend of \$0.18 per share, and there is no significant change in the number of outstanding shares as of March 31, 2017, we would expect to pay approximately \$285.0 over the next twelve months.

*Share Repurchase Program*

In February 2017, 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, which was in addition to the remaining amount available to be repurchased from the \$300.0 authorization made by the Board in February 2016. As of March 31, 2017, \$400.4, excluding fees, remains available for repurchase under the share repurchase programs. The share repurchase programs have no expiration date.

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 other funding requirements.

**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, including at the holding company level. Below is a summary of our sources of liquidity.

	<b>March 31, 2017</b>			
	<b>Total Facility</b>	<b>Amount Outstanding</b>	<b>Letters of Credit<sup>1</sup></b>	<b>Total Available</b>
Cash, cash equivalents and marketable securities				\$ 778.1
Committed corporate credit facility	\$ 1,000.0	\$ 0.0	\$ 8.4	\$ 991.6
Uncommitted lines of credit	\$ 880.8	\$ 310.8	\$ 0.7	\$ 569.3

<sup>1</sup> 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, which has been amended and restated from time to time (the "Credit Agreement"). The Credit Agreement is a revolving facility, expiring in October 2020, 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 Company has the ability to increase the commitments under the Credit Agreement from time to time by an additional amount of up to \$250.0, provided the Company receives commitments for such increases and satisfies certain other conditions. 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. We use our Credit Agreement to provide letters of credit primarily to support obligations of our subsidiaries. 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, 2017. 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.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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The table below sets forth the financial covenants in effect as of March 31, 2017.

Financial Covenants	Four Quarters Ended	EBITDA Reconciliation	Four Quarters Ended
	March 31, 2017		March 31, 2017
Interest coverage ratio (not less than) <sup>1</sup>	5.00x	Operating income	\$ 947.7
Actual interest coverage ratio	18.89x	Add:	
Leverage ratio (not greater than) <sup>1</sup>	3.50x	Depreciation and amortization	255.4
Actual leverage ratio	1.59x	EBITDA <sup>1</sup>	\$ 1,203.1

<sup>1</sup> The interest coverage ratio is defined as EBITDA, as defined in the Credit Agreement, to net interest expense for the four quarters then ended. The leverage ratio is defined as debt as of the last day of such fiscal quarter to EBITDA for the four quarters then ended.

We also have uncommitted lines of credit with various banks that permit borrowings at variable interest rates. As of March 31, 2017, there were borrowings under some of the uncommitted lines of credit to fund working capital needs. 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, 2017, the weighted-average interest rate on outstanding balances of our international operations under the uncommitted lines of credit was approximately 4%.

*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 that 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, 2017, the amount netted was \$1,466.3.

**DEBT CREDIT RATINGS**

Our long-term debt credit ratings as of April 14, 2017, are listed below.

Rating	Moody's Investors Service	S&P Global Ratings	Fitch Ratings
	Rating	Baa2	BBB
Outlook	Stable	Stable	Positive

We are rated investment-grade by Moody's Investors Service, S&P Global Ratings and Fitch Ratings. The most recent update to our credit ratings occurred in April 2017 when S&P Global Ratings upgraded our rating from BBB- to BBB with a Stable outlook. 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, because, among other things, 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, 2016, included in our 2016 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, 2016. Actual results may differ from these estimates under different assumptions or conditions.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**RECENT ACCOUNTING STANDARDS**

See Note 12 to the unaudited Consolidated Financial Statements for further information on certain accounting standards that have been recently adopted 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 first quarter of 2017. 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, 2017, and December 31, 2016, approximately 83% and 93%, respectively, of our debt obligations bore fixed interest rates. We have, from time to time, 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, 2017. For further discussion of our exposure to market risk, refer to Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, in our 2016 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, 2017, 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, 2017, 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 11 to the unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

**Item 1A. Risk Factors**

In the first quarter of 2017, there have been no material changes in the risk factors we have previously disclosed in Item 1A, *Risk Factors*, in our 2016 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, 2017 to March 31, 2017:

	Total Number of Shares (or Units) Purchased <sup>1</sup>	Average Price Paid per Share (or Unit) <sup>2</sup>	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs <sup>3</sup>	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs <sup>3</sup>
January 1 - 31	1,257,085	\$ 23.61	1,249,970	\$ 125,854,739
February 1 - 28	1,571,445	\$ 24.30	27,500	\$ 425,180,832
March 1 - 31	1,026,959	\$ 24.11	1,026,421	\$ 400,438,531
Total	3,855,489	\$ 24.03	2,303,891	

<sup>1</sup> Included 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 7,115 Withheld Shares in January 2017, 1,543,945 Withheld Shares in February 2017 and 538 Withheld Shares in March 2017, for a total of 1,551,598 Withheld Shares during the three-month period.

<sup>2</sup> 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 and the aggregate amount we paid for shares acquired under our share repurchase programs, described in Note 4 to the unaudited Consolidated Financial Statements, by (b) the sum of the number of Withheld Shares and the number of shares acquired in our share repurchase programs.

<sup>3</sup> On February 10, 2017, we announced that our Board of Directors 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. There is no expiration date associated with the share repurchase programs.

**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 21, 2017

By /s/ Christopher F. Carroll

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

Date: April 21, 2017

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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, 2017.



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

	Three months ended March 31,	Years ended December 31,				
	2017	2016	2015	2014	2013	2012
<b>Earnings</b> <sup>1</sup>						
Income from continuing operations before income taxes	\$ 14.8	\$ 830.2	\$ 762.2	\$ 720.7	\$ 468.0	\$ 674.8
<b>Fixed charges</b> <sup>2</sup>						
Interest expense	20.9	90.6	85.8	84.9	122.7	133.5
Interest factor of net operating rents <sup>3</sup>	43.1	170.4	162.4	170.0	173.3	169.0
Total fixed charges	<u>64.0</u>	<u>261.0</u>	<u>248.2</u>	<u>254.9</u>	<u>296.0</u>	<u>302.5</u>
<b>Earnings, as adjusted</b>	<u>\$ 78.8</u>	<u>\$ 1,091.2</u>	<u>\$ 1,010.4</u>	<u>\$ 975.6</u>	<u>\$ 764.0</u>	<u>\$ 977.3</u>
<b>Ratio of earnings to fixed charges</b>	1.2	4.2	4.1	3.8	2.6	3.2

1 Earnings consist of income from continuing operations before income taxes, equity in net income of unconsolidated affiliates and adjustments for net loss attributable to noncontrolling interests.

2 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).

3 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.

## 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*

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Michael I. Roth  
Chairman and Chief Executive Officer

Date: April 21, 2017

## 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*

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Frank Mergenthaler

Executive Vice President and Chief Financial Officer

Date: April 21, 2017

## 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, 2017 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*

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Michael I. Roth  
Chairman and Chief Executive Officer

Dated: April 21, 2017

*/s/ Frank Mergenthaler*

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Frank Mergenthaler  
Executive Vice President and Chief Financial Officer

Dated: April 21, 2017

