

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

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FORM 8-K

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

Date of report (Date of earliest event reported): July 19, 2013

The Interpublic Group of Companies, Inc.

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(Exact Name of Registrant as Specified in Charter)

Delaware	1-6686	13-1024020
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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1114 Avenue of the Americas, New York, New York	10036
(Address of Principal Executive Offices)	(Zip Code)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On July 19, 2013, The Interpublic Group of Companies, Inc. (i) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing its results for the second quarter and first half of 2013, (ii) held a conference call to discuss the foregoing results and (iii) posted an investor presentation, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein, on its website in connection with the conference call.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1: Press release dated July 19, 2013 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated July 19, 2013 (furnished pursuant to Item 2.02)

**SIGNATURES**

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

Date: April 19, 2013

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By:       /s/ Andrew Bonzani      

Name: Andrew Bonzani

Title: Senior Vice President, General Counsel and  
Secretary



## INTERPUBLIC ANNOUNCES SECOND QUARTER AND FIRST HALF 2013 RESULTS

- *Second quarter organic revenue increase of 2.2% and reported revenue increase of 2.4%*
- *Second quarter operating income of \$174.8 million, an operating margin of 10.0%*
- *Strong new business performance continued in second quarter*
- *Management affirms full year 2013 financial targets*

### Summary

#### **Revenue**

- Second quarter 2013 revenue was \$1.76 billion, compared to \$1.72 billion in the second quarter of 2012, with an organic revenue increase of 2.2% compared to the prior-year period. This was comprised of an organic revenue increase of 3.3% in the U.S. and 0.8% internationally.
- First half 2013 revenue was \$3.30 billion, compared to \$3.22 billion in the first half of 2012, with an organic revenue increase of 2.3% compared to the prior-year period. This was comprised of an organic revenue increase of 2.0% in the U.S. and 2.7% internationally.

#### **Operating Results**

- Operating income in the second quarter of 2013 was \$174.8 million, compared to operating income of \$176.4 million in 2012. Operating margin was 10.0% for the second quarter of 2013, compared to 10.3% in 2012.
- For the first half of 2013, operating income was \$132.4 million, compared to operating income of \$137.0 million in 2012. Operating margin was 4.0% for the first half of 2013, compared to 4.3% for the first half of 2012.

#### **Net Results**

- Second quarter 2013 income before taxes was \$147.9 million and the provision for income taxes was \$62.0 million, compared with income before taxes of \$155.1 million and a provision for taxes of \$50.1 million a year ago. The effective tax rate was 41.9% in the second quarter 2013 compared with 32.3% a year ago, due to differences in profitability by region and the benefit of discrete tax items a year ago.

- Second quarter 2013 net income available to IPG common stockholders was \$79.9 million, resulting in earnings of \$0.19 per basic and \$0.18 per diluted share. This compares to net income available to IPG common stockholders a year ago of \$99.0 million, or \$0.23 per basic and \$0.22 per diluted share.
- First half 2013 income before taxes was \$76.9 million, and the provision for income taxes was \$49.6 million, compared with income before taxes of \$89.8 million and a provision for taxes of \$30.9 million a year ago. Effective tax rate was 64.5% in the first half of 2013 compared with 34.4% a year ago, due to changes in profitability by region and the benefit of discrete items a year ago.
- First half 2013 net income available to IPG common stockholders was \$20.7 million, resulting in earnings of \$0.05 per basic and diluted share. This compares to net income available to IPG common stockholders a year ago of \$53.1 million, resulting in earnings of \$0.12 per basic and diluted share.

“We are well positioned to support marketers in today's complex media and consumer landscape, which is reflected in our continued positive new business momentum. Our digital capabilities across the portfolio are strong, as is our presence in high-growth emerging markets at all our major networks,” said Michael I. Roth, Interpublic's Chairman and CEO. “These are the factors that are driving solid organic revenue growth. Our primary focus for the balance of the year will be on controlling costs and delivering a high level of revenue conversion. We remain committed to our full year 2013 financial objectives of 2-3% organic revenue growth and 50 basis points of margin improvement. The significant deleveraging that we have achieved and the strength of our balance sheet provide additional, powerful levers that allow us to support the strategic needs of our business and also return capital to our owners. This combination will drive enhanced shareholder value going forward.”

## **Operating Results**

### **Revenue**

Revenue of \$1.76 billion in the second quarter of 2013 increased 2.4% compared with the same period in 2012. During the quarter, the effect of foreign currency translation was negative 1.0%, the impact of net acquisitions was positive 1.2%, and the resulting organic revenue increase was 2.2%.

Revenue of \$3.30 billion in the first half of 2013 increased 2.4% compared with the first half of 2012. During the first half of 2013, the effect of foreign currency translation was negative 0.9%, the impact of net acquisitions was positive 1.0%, and the resulting organic revenue increase was 2.3%.

### **Operating Expenses**

During the second quarter of 2013, salaries and related expenses were \$1.12 billion, an increase of 2.9% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 2.8% organically.

During the first half of 2013, salaries and related expenses were \$2.25 billion, an increase of 2.7% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, salaries and related expenses increased 2.5% organically.

Staff cost ratio, which is total salaries and related expenses as a percentage of total revenue, was 63.8% in the second quarter of 2013 compared to 63.5% in the same period in 2012, and was 68.3% in the first half of 2013 compared to 68.1% in the same period in 2012.

During the second quarter of 2013, office and general expenses were \$461.2 million, an increase of 2.4% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, office and general expenses increased 2.8% organically.

During the first half of 2013, office and general expenses were \$914.5 million, an increase of 2.6% compared to the same period in 2012. After adjusting for currency effects and the impact of net acquisitions, office and general expenses increased 3.1% organically.

### **Non-Operating Results and Tax**

Net interest expense of \$31.7 million increased by \$5.7 million in the second quarter of 2013 compared to the same period in 2012. For the first half of 2013, net interest expense of \$62.1 million increased by \$11.5 million compared to the same period in 2012.

Other income, net was \$4.8 million and \$6.6 million for the second quarter and the first half of 2013, respectively.

The income tax provision in the second quarter of 2013 was \$62.0 million on income before income taxes of \$147.9 million, compared to a provision of \$50.1 million on income before income taxes of \$155.1 million in the same period in 2012. The income tax provision in the first half of 2013 was \$49.6 million on income before income taxes of \$76.9 million, compared to a provision of \$30.9 million on income before income taxes of \$89.8 million in the same period in 2012. The effective income tax rate for the second quarter of 2013 was 41.9%, compared to 32.3% for the same period in 2012. The effective income tax rate for the first half of 2013 was 64.5%, compared to 34.4% for the same period in 2012.

### **Balance Sheet**

At June 30, 2013, cash, cash equivalents and marketable securities totaled \$1.62 billion, compared to \$2.59 billion at December 31, 2012 and \$1.51 billion at June 30, 2012. Total debt was \$2.26 billion at June 30, 2013, compared to \$2.45 billion at December 31, 2012.

On July 15, 2013, the company redeemed all \$600.0 million in aggregate principal amount of its 10.00% Senior Notes due 2017.

### **Share Repurchase Program and Common Stock Dividend**

During the second quarter of 2013, the company repurchased 7.5 million shares of its common stock at an aggregate cost of \$104.8 million and an average price of \$14.09 per share. During the first half of 2013, the company repurchased 13.7 million shares of its common stock at an aggregate cost of \$180.6 million and an average price of 13.22 per share. During the second quarter of 2013, the company declared and paid a common stock cash dividend of \$0.075 per share, for a total of \$31.7 million.

For more information concerning the company's financial results, please refer to the accompanying slide presentation available on our website, [www.interpublic.com](http://www.interpublic.com).

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### **About Interpublic**

Interpublic is one of the world's leading organizations of advertising agencies and marketing services companies. Major global brands include Draftfcb, FutureBrand, GolinHarris International, Huge, Initiative, Jack Morton Worldwide, Lowe and Partners, MAGNAGLOBAL, McCann, Momentum, MRM Worldwide, Octagon, R/GA, UM and Weber Shandwick. Leading domestic brands include Campbell Mithun, Carmichael Lynch, Deutsch, Gotham Inc., Hill Holliday, ID Media, Lowe Campbell Ewald, Mullen and The Martin Agency.

For more information, please visit [www.interpublic.com](http://www.interpublic.com).

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### **Contact Information**

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### **Cautionary Statement**

This release contains forward-looking statements. Statements in this release that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined under Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- potential effects of a challenging economy, for example, on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a weakened economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail under Item 1A, *Risk Factors*, in our most recent Annual Report on Form 10-K.



THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED SUMMARY OF EARNINGS  
SECOND QUARTER REPORT 2013 AND 2012  
(Amounts in Millions except Per Share Data)  
(UNAUDITED)

	Three months ended June 30,		
	2013	2012	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 996.6	\$ 950.9	4.8 %
International	759.6	764.8	(0.7)%
Total Revenue	<u>1,756.2</u>	<u>1,715.7</u>	<u>2.4 %</u>
Operating Expenses:			
Salaries and Related Expenses	1,120.2	1,088.9	(2.9)%
Office and General Expenses	461.2	450.4	(2.4)%
Total Operating Expenses	<u>1,581.4</u>	<u>1,539.3</u>	<u>(2.7)%</u>
Operating Income	<u>174.8</u>	<u>176.4</u>	<u>(0.9)%</u>
Operating Margin %	10.0%	10.3%	
Expenses and Other Income:			
Interest Expense	(37.5)	(32.7)	
Interest Income	5.8	6.7	
Other Income, Net	4.8	4.7	
Total (Expenses) and Other Income	<u>(26.9)</u>	<u>(21.3)</u>	
Income before Income Taxes	147.9	155.1	
Provision for Income Taxes	62.0	50.1	
Income of Consolidated Companies	<u>85.9</u>	<u>105.0</u>	
Equity in Net Income of Unconsolidated Affiliates	0.2	0.5	
Net Income	<u>86.1</u>	<u>105.5</u>	
Net Income Attributable to Noncontrolling Interests	(3.3)	(3.6)	
Net Income Attributable to IPG	<u>82.8</u>	<u>101.9</u>	
Dividends on Preferred Stock	(2.9)	(2.9)	
Net Income Available to IPG Common Stockholders	<u>\$ 79.9</u>	<u>\$ 99.0</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 0.19	\$ 0.23	
Diluted	\$ 0.18	\$ 0.22	
Weighted-Average Number of Common Shares Outstanding:			
Basic	425.1	437.4	
Diluted	448.3	477.7	
Dividends Declared Per Common Share	\$ 0.075	\$ 0.060	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED SUMMARY OF EARNINGS  
SECOND QUARTER REPORT 2013 AND 2012  
(Amounts in Millions except Per Share Data)  
(UNAUDITED)

	Six months ended June 30,		
	2013	2012	Fav. (Unfav.) % Variance
Revenue:			
United States	\$ 1,891.0	\$ 1,830.6	3.3 %
International	1,408.2	1,391.9	1.2 %
Total Revenue	<u>3,299.2</u>	<u>3,222.5</u>	<u>2.4 %</u>
Operating Expenses:			
Salaries and Related Expenses	2,252.3	2,193.8	(2.7)%
Office and General Expenses	914.5	891.7	(2.6)%
Total Operating Expenses	<u>3,166.8</u>	<u>3,085.5</u>	<u>(2.6)%</u>
Operating Income	<u>132.4</u>	<u>137.0</u>	<u>(3.4)%</u>
Operating Margin %	4.0%	4.3%	
Expenses and Other Income:			
Interest Expense	(74.3)	(65.3)	
Interest Income	12.2	14.7	
Other Income, Net	6.6	3.4	
Total (Expenses) and Other Income	<u>(55.5)</u>	<u>(47.2)</u>	
Income before Income Taxes	76.9	89.8	
Provision for Income Taxes	49.6	30.9	
Income of Consolidated Companies	<u>27.3</u>	<u>58.9</u>	
Equity in Net Income of Unconsolidated Affiliates	0.3	0.9	
Net Income	<u>27.6</u>	<u>59.8</u>	
Net Income Attributable to Noncontrolling Interests	(1.1)	(0.9)	
Net Income Attributable to IPG	<u>26.5</u>	<u>58.9</u>	
Dividends on Preferred Stock	(5.8)	(5.8)	
Net Income Available to IPG Common Stockholders	<u>\$ 20.7</u>	<u>\$ 53.1</u>	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	\$ 0.05	\$ 0.12	
Diluted	\$ 0.05	\$ 0.12	
Weighted-Average Number of Common Shares Outstanding:			
Basic	419.7	437.5	
Diluted	425.1	459.7	
Dividends Declared Per Common Share	\$ 0.15	\$ 0.12	



Interpublic Group

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# **SECOND QUARTER 2013 EARNINGS CONFERENCE CALL**

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July 19, 2013

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## Overview – Second Quarter 2013

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- Revenue increased 2.4% from Q2-12, 2.2% on an organic basis
  - U.S. organic growth was 3.3%
  - International organic growth was 0.8%
  - Net acquisitions added 1.2%
  - Foreign currency changes decreased revenue by 1.0%
- Strong new business record continued
- Q2 operating income was \$175 million, operating margin was 10.0%
- Diluted EPS was \$0.18 compared with \$0.22 a year ago
  - Higher Q2 effective tax rate compared with Q2-12
- Average diluted shares decreased 6.2% from Q2-12

# Operating Performance

	Three Months Ended June 30,	
	2013	2012
<b>Revenue</b>	\$ 1,756.2	\$ 1,715.7
Salaries and Related Expenses	1,120.2	1,088.9
Office and General Expenses	461.2	450.4
<b>Operating Income</b>	174.8	176.4
Interest Expense	(37.5)	(32.7)
Interest Income	5.8	6.7
Other Income, net	4.8	4.7
<b>Income Before Income Taxes</b>	147.9	155.1
Provision for Income Taxes	62.0	50.1
Equity in Net Income of Unconsolidated Affiliates	0.2	0.5
<b>Net Income</b>	86.1	105.5
Net Income Attributable to Noncontrolling Interests	(3.3)	(3.6)
<b>Net Income Attributable to IPG</b>	82.8	101.9
Dividends on Preferred Stock	(2.9)	(2.9)
<b>Net Income Available to IPG Common Stockholders</b>	\$ 79.9	\$ 99.0
<b>Earnings per Share Available to IPG Common Stockholders:</b>		
Basic	\$ 0.19	\$ 0.23
Diluted	\$ 0.18	\$ 0.22
<b>Weighted-Average Number of Common Shares Outstanding:</b>		
Basic	425.1	437.4
Diluted	448.3	477.7
<b>Dividends Declared per Common Share</b>	\$ 0.075	\$ 0.060

# Revenue

	Three Months Ended		Six Months Ended	
	\$	% Change	\$	% Change
<b>June 30, 2012</b>	<b>\$ 1,715.7</b>		<b>\$ 3,222.5</b>	
Total change	40.5	2.4%	76.7	2.4%
Foreign currency	(17.4)	(1.0%)	(29.6)	(0.9%)
Net acquisitions/(divestitures)	19.9	1.2%	33.2	1.0%
Organic	38.0	2.2%	73.1	2.3%
<b>June 30, 2013</b>	<b>\$ 1,756.2</b>		<b>\$ 3,299.2</b>	

	Three Months Ended June 30,				Six Months Ended June 30,			
			Change				Change	
	2013	2012	Total	Organic	2013	2012	Total	Organic
<b>IAN</b>	\$ 1,435.7	\$ 1,423.3	0.9%	0.8%	\$ 2,676.8	\$ 2,667.2	0.4%	0.3%
<b>CMG</b>	\$ 320.5	\$ 292.4	9.6%	9.3%	\$ 622.4	\$ 555.3	12.1%	11.5%

Integrated Agency Networks ("IAN"): McCann Worldgroup, Drafftcb, Lowe & Partners, IPG Mediabrands and our domestic integrated agencies  
 Constituency Management Group ("CMG"): Weber Shandwick, GolinHarris, Jack Morton, FutureBrand, Octagon and our other marketing service specialists

Page 4 See reconciliations of segment organic revenue change on pages 17 and 18.

(\$ in Millions)



# Geographic Revenue Change

	Three Months Ended June 30, 2013		Six Months Ended June 30, 2013	
	Total	Organic	Total	Organic
United States	4.8%	3.3%	3.3%	2.0%
International	(0.7%)	0.8%	1.2%	2.7%
United Kingdom	(5.8%)	(1.3%)	2.3%	4.4%
Continental Europe	(6.8%)	(8.0%)	(5.9%)	(7.0%)
Asia Pacific	4.7%	4.5%	3.9%	4.5%
Latin America	11.4%	16.1%	10.3%	16.1%
All Other Markets	(5.3%)	(1.8%)	(0.9%)	2.9%
<b>Worldwide</b>	<b>2.4%</b>	<b>2.2%</b>	<b>2.4%</b>	<b>2.3%</b>

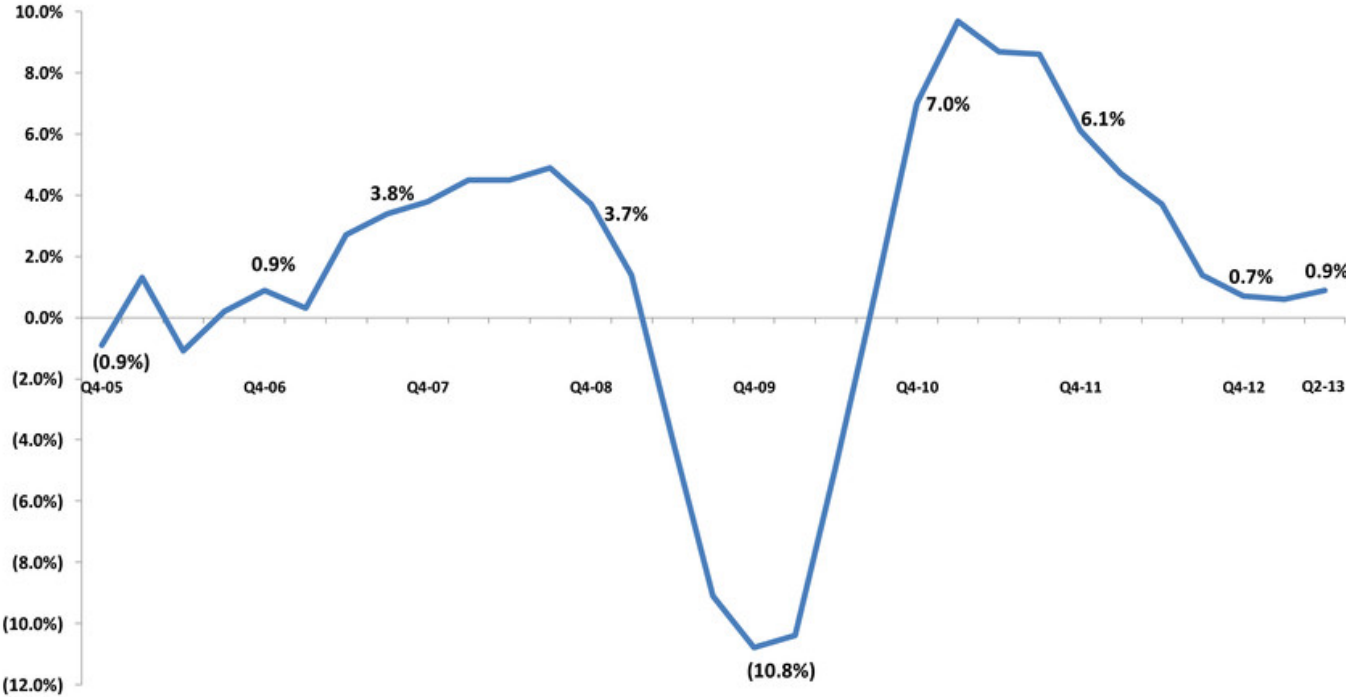
"All Other Markets" includes Canada, Africa and the Middle East.

Page 5 See reconciliations of organic revenue change on pages 17 and 18.



# Organic Revenue Growth

## Trailing Twelve Months





# Expenses

## Salaries & Related

	2013		2012		Change	
	\$	% of Revenue	\$	% of Revenue	\$	%
Three Months Ended June 30,	\$ 1,120.2	63.6%	\$ 1,088.9	63.5%	\$ 31.3	2.9%
<i>% of Revenue</i>						2.8%
Three months severance	\$ 22.9	1.3%	\$ 20.6	1.2%	\$ 2.3	11.2%
<i>% of Revenue</i>						
Six Months Ended June 30,	\$ 2,252.3	68.3%	\$ 2,193.8	68.1%	\$ 58.5	2.7%
<i>% of Revenue</i>						2.5%
Six months severance	\$ 49.0	1.5%	\$ 42.0	1.3%	\$ 7.0	16.7%
<i>% of Revenue</i>						

## Office & General

	2013		2012		Change	
	\$	% of Revenue	\$	% of Revenue	\$	%
Three Months Ended June 30,	\$ 461.2	26.3%	\$ 450.4	26.3%	\$ 10.8	2.4%
<i>% of Revenue</i>						2.8%
Three months occupancy expense (ex-D&A)	\$ 124.1	7.1%	\$ 120.9	7.0%	\$ 3.2	2.6%
<i>% of Revenue</i>						
Six Months Ended June 30,	\$ 914.5	27.7%	\$ 891.7	27.7%	\$ 22.8	2.6%
<i>% of Revenue</i>						3.1%
Six months occupancy expense (ex-D&A)	\$ 246.7	7.5%	\$ 242.8	7.5%	\$ 3.9	1.6%
<i>% of Revenue</i>						

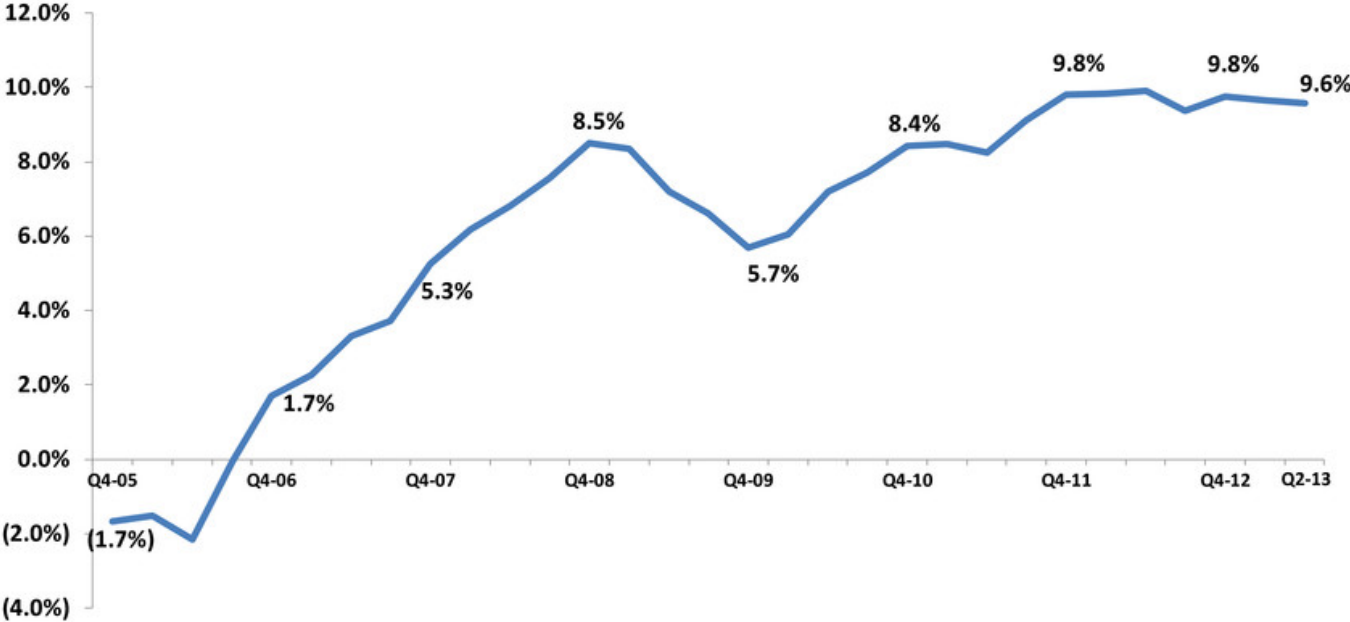
Page 7 See reconciliations of organic measures on pages 17 and 18.

(\$ in Millions)



# Operating Margin

## Trailing Twelve Months



# Balance Sheet – Current Portion

	June 30, 2013	December 31, 2012	June 30, 2012
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents <sup>(1)</sup>	\$ 1,613.9	\$ 2,574.8	\$ 1,502.0
Marketable securities	4.6	16.0	12.7
Restricted marketable securities <sup>(2)</sup>	0.0	0.0	136.0
Accounts receivable, net	4,047.8	4,496.6	3,741.3
Expenditures billable to clients	1,545.9	1,318.8	1,504.1
Other current assets	391.9	332.1	341.2
<b>Total current assets</b>	<b>\$ 7,604.1</b>	<b>\$ 8,738.3</b>	<b>\$ 7,237.3</b>
<b>CURRENT LIABILITIES:</b>			
Accounts payable	\$ 5,891.0	\$ 6,584.8	\$ 6,026.6
Accrued liabilities	548.6	728.2	593.9
Short-term borrowings	186.0	172.1	177.0
Current portion of long-term debt <sup>(1)</sup>	594.8	216.6	217.7
<b>Total current liabilities</b>	<b>\$ 7,220.4</b>	<b>\$ 7,701.7</b>	<b>\$ 7,015.2</b>

<sup>(1)</sup> On July 15, 2013, we paid \$630 to redeem \$600 aggregate principal amount of our 10.00% Senior Unsecured Notes at 105%.

<sup>(2)</sup> In the second quarter of 2012, Facebook completed an initial public offering and as a result, our Facebook investment was reclassified to restricted marketable securities and adjusted to market value through stockholders' equity on our balance sheet. In the fourth quarter of 2012, we sold our Facebook investment.

# Cash Flow

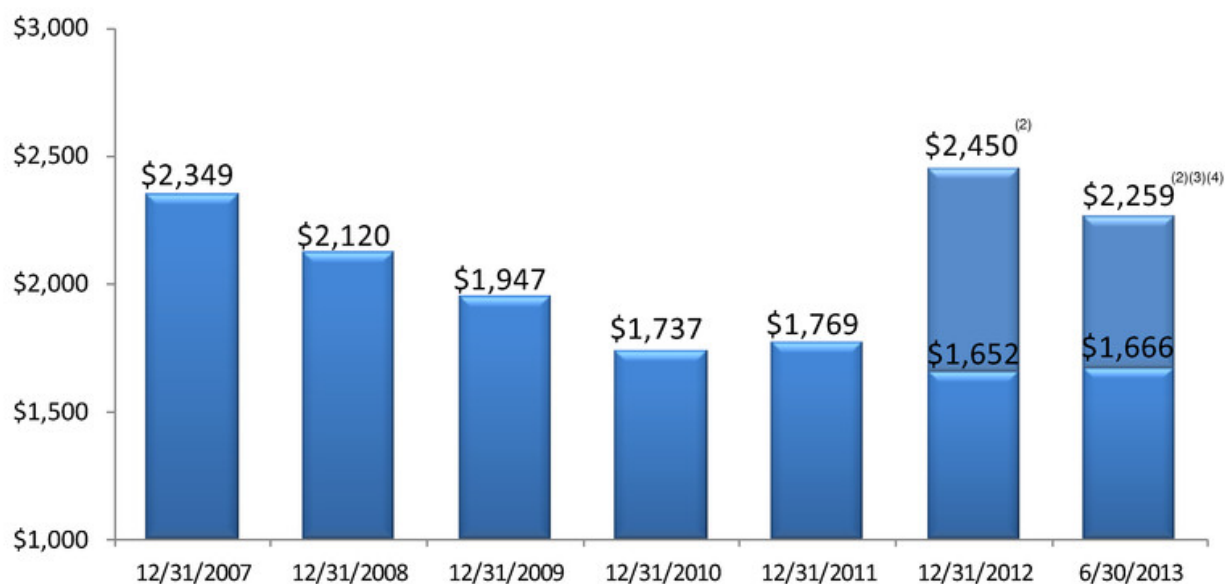
	Three Months Ended June 30,	
	2013	2012
<b>NET INCOME</b>	\$ 87	\$ 106
<b>OPERATING ACTIVITIES</b>		
Depreciation & amortization	51	50
Deferred taxes	36	9
Other non-cash items	(9)	(1)
Change in working capital, net	17	(16)
Other non-current assets & liabilities	2	9
<b>Net cash provided by Operating Activities</b>	<b>184</b>	<b>157</b>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(29)	(36)
Acquisitions & deferred payments, net	(13)	(50)
Business & investment purchases/sales, net <sup>(1)</sup>	(1)	9
<b>Net cash used in Investing Activities</b>	<b>(43)</b>	<b>(77)</b>
<b>FINANCING ACTIVITIES</b>		
Repurchase of common stock	(105)	(65)
Common stock dividends	(32)	(26)
Net increase in short-term bank borrowings	30	25
Acquisition-related payments	(26)	(35)
Exercise of stock options	14	3
Distributions to noncontrolling interests	(6)	(7)
Preferred stock dividends	(3)	(3)
Other financing activities	6	(4)
<b>Net cash used in Financing Activities</b>	<b>(122)</b>	<b>(112)</b>
Currency Effect	(51)	(40)
<b>Decrease in Cash &amp; S/T Marketable Securities</b>	<b>\$ (32)</b>	<b>\$ (72)</b>

Page 10 (1) Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 20.

(\$ in Millions)



# Total Debt (1)



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

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

(3) In March 2013, we retired \$200 aggregate principal amount of our 4.75% Convertible Senior Notes, primarily through conversion into IPG common stock.

(4) On July 15, 2013, we redeemed \$600 aggregate principal amount of our 10.00% Notes.

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# Summary

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- Improved US growth together with mixed international performance by market
- Strong record of new business
- Continued expense focus while making revenue-associated investments
- Driving further value creation through capital returns



Interpublic Group

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# Appendix

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# Operating Performance

	Six Months Ended June 30,	
	2013	2012
<i>Revenue</i>	\$ 3,299.2	\$ 3,222.5
Salaries and Related Expenses	2,252.3	2,193.8
Office and General Expenses	914.5	891.7
<i>Operating Income</i>	132.4	137.0
Interest Expense	(74.3)	(65.3)
Interest Income	12.2	14.7
Other Income, net	6.6	3.4
<i>Income Before Income Taxes</i>	76.9	89.8
Provision for Income Taxes	49.6	30.9
Equity in Net Income of Unconsolidated Affiliates	0.3	0.9
<i>Net Income</i>	27.6	59.8
Net Income Attributable to Noncontrolling Interests	(1.1)	(0.9)
<i>Net Income Attributable to IPG</i>	26.5	58.9
Dividends on Preferred Stock	(5.8)	(5.8)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 20.7	\$ 53.1
<i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.05	\$ 0.12
Diluted	\$ 0.05	\$ 0.12
<i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	419.7	437.5
Diluted	425.1	459.7
<i>Dividends Declared per Common Share</i>	\$ 0.15	\$ 0.12



# Cash Flow

	Six Months Ended June 30,	
	2013	2012
<b>NET INCOME</b>	\$ 28	\$ 60
<b>OPERATING ACTIVITIES</b>		
Depreciation & amortization	106	100
Deferred taxes	(14)	(43)
Other non-cash items	(4)	17
Change in working capital, net	(705)	(461)
Other non-current assets & liabilities	(2)	(14)
<b>Net cash used in Operating Activities</b>	<b>(591)</b>	<b>(341)</b>
<b>INVESTING ACTIVITIES</b>		
Acquisitions & deferred payments, net	(48)	(52)
Capital expenditures	(47)	(58)
Business & investment purchases/sales, net	1	12
<b>Net cash used in Investing Activities <sup>(1)</sup></b>	<b>(94)</b>	<b>(98)</b>
<b>FINANCING ACTIVITIES</b>		
Purchase of long-term debt	(1)	(401)
Proceeds from issuance of long-term debt	-	247
Repurchase of common stock	(181)	(118)
Common stock dividends	(63)	(52)
Net increase in short-term bank borrowings	19	29
Exercise of stock options	32	8
Acquisition-related payments	(27)	(35)
Distributions to noncontrolling interests	(7)	(9)
Preferred stock dividends	(6)	(6)
Other financing activities	8	(4)
<b>Net cash used in Financing Activities</b>	<b>(226)</b>	<b>(341)</b>
Currency Effect	(61)	(21)
<b>Decrease in Cash &amp; S/T Marketable Securities</b>	<b>\$ (972)</b>	<b>\$ (801)</b>

Page 15 <sup>(1)</sup> Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 20.

(\$ in Millions)



# Depreciation and Amortization

	2013			
	Q1	Q2	YTD 2013	
Depreciation and amortization of fixed assets and intangible assets	\$ 38.2	\$ 39.2	\$ 77.4	
Amortization of restricted stock and other non-cash compensation	15.5	9.4	24.9	
Net amortization of bond discounts and deferred financing costs	1.4	2.6	4.0	

	2012				
	Q1	Q2	Q3	Q4	FY 2012
Depreciation and amortization of fixed assets and intangible assets	\$ 34.6	\$ 36.8	\$ 37.4	\$ 38.9	\$ 147.7
Amortization of restricted stock and other non-cash compensation	16.7	12.7	8.3	6.8	44.5
Net amortization of bond (premiums) discounts and deferred financing costs	(1.7)	1.0	1.0	1.5	1.8

# Reconciliation of Organic Measures

	Three Months Ended June 30, 2012	Components of Change			Three Months Ended June 30, 2013	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
<b>Segment Revenue</b>							
IAN	\$ 1,423.3	\$ (15.7)	\$ 17.2	\$ 10.9	\$ 1,435.7	0.8%	0.9%
CMG	292.4	(1.7)	2.7	27.1	320.5	9.3%	9.6%
<b>Total</b>	<b>\$ 1,715.7</b>	<b>\$ (17.4)</b>	<b>\$ 19.9</b>	<b>\$ 38.0</b>	<b>\$ 1,756.2</b>	<b>2.2%</b>	<b>2.4%</b>
<b>Geographic</b>							
<b>United States</b>	\$ 950.9	\$ -	\$ 14.1	\$ 31.6	\$ 996.6	3.3%	4.8%
<b>International</b>	<b>764.8</b>	<b>(17.4)</b>	<b>5.8</b>	<b>6.4</b>	<b>759.6</b>	<b>0.8%</b>	<b>(0.7%)</b>
United Kingdom	126.7	(4.3)	(1.3)	(1.7)	119.4	(1.3%)	(5.8%)
Continental Europe	210.7	2.4	-	(16.8)	196.3	(8.0%)	(6.8%)
Asia Pacific	211.0	(6.5)	6.9	9.6	221.0	4.5%	4.7%
Latin America	107.5	(5.2)	0.2	17.3	119.8	16.1%	11.4%
All Other Markets	108.9	(3.8)	-	(2.0)	103.1	(1.8%)	(5.3%)
<b>Worldwide</b>	<b>\$ 1,715.7</b>	<b>\$ (17.4)</b>	<b>\$ 19.9</b>	<b>\$ 38.0</b>	<b>\$ 1,756.2</b>	<b>2.2%</b>	<b>2.4%</b>
<b>Expenses</b>							
Salaries & Related	\$ 1,088.9	\$ (9.4)	\$ 10.3	\$ 30.4	\$ 1,120.2	2.8%	2.9%
Office & General	450.4	(5.0)	3.4	12.4	461.2	2.8%	2.4%
<b>Total</b>	<b>\$ 1,539.3</b>	<b>\$ (14.4)</b>	<b>\$ 13.7</b>	<b>\$ 42.8</b>	<b>\$ 1,581.4</b>	<b>2.8%</b>	<b>2.7%</b>

# Reconciliation of Organic Measures

	Six Months Ended June 30, 2012	Components of Change			Six Months Ended June 30, 2013	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
<b>Segment Revenue</b>							
IAN	\$ 2,667.2	\$ (27.0)	\$ 27.5	\$ 9.1	\$ 2,676.8	0.3%	0.4%
CMG	555.3	(2.6)	5.7	64.0	622.4	11.5%	12.1%
<b>Total</b>	<b>\$ 3,222.5</b>	<b>\$ (29.6)</b>	<b>\$ 33.2</b>	<b>\$ 73.1</b>	<b>\$ 3,299.2</b>	<b>2.3%</b>	<b>2.4%</b>
<b>Geographic</b>							
<b>United States</b>	\$ 1,830.6	\$ -	\$ 24.6	\$ 35.8	\$ 1,891.0	2.0%	3.3%
<b>International</b>	1,391.9	(29.6)	8.6	37.3	1,408.2	2.7%	1.2%
United Kingdom	251.9	(4.9)	(0.2)	11.0	257.8	4.4%	2.3%
Continental Europe	378.0	4.8	(0.5)	(26.5)	355.8	(7.0%)	(5.9%)
Asia Pacific	381.9	(11.0)	9.0	17.0	396.9	4.5%	3.9%
Latin America	186.8	(11.1)	0.3	30.1	206.1	16.1%	10.3%
All Other Markets	193.3	(7.4)	-	5.7	191.6	2.9%	(0.9%)
<b>Worldwide</b>	<b>\$ 3,222.5</b>	<b>\$ (29.6)</b>	<b>\$ 33.2</b>	<b>\$ 73.1</b>	<b>\$ 3,299.2</b>	<b>2.3%</b>	<b>2.4%</b>
<b>Expenses</b>							
Salaries & Related	\$ 2,193.8	\$ (16.6)	\$ 20.1	\$ 55.0	\$ 2,252.3	2.5%	2.7%
Office & General	891.7	(10.1)	5.4	27.5	914.5	3.1%	2.6%
<b>Total</b>	<b>\$ 3,085.5</b>	<b>\$ (26.7)</b>	<b>\$ 25.5</b>	<b>\$ 82.5</b>	<b>\$ 3,166.8</b>	<b>2.7%</b>	<b>2.6%</b>

# Reconciliation of Organic Revenue Growth

Last Twelve Months Ending	Beginning of Period Revenue	Components of Change During the Period			End of Period Revenue
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic	
12/31/05	\$ 6,387.0	\$ 40.4	\$ (107.4)	\$ (56.2)	\$ 6,263.8
3/31/06	6,323.8	(10.9)	(132.6)	81.5	6,261.8
6/30/06	6,418.4	(8.8)	(157.5)	(68.5)	6,183.6
9/30/06	6,335.9	(13.9)	(140.4)	15.6	6,197.2
12/31/06	6,263.8	20.7	(165.5)	57.8	6,176.8
3/31/07	6,261.8	78.4	(147.2)	16.0	6,209.0
6/30/07	6,183.6	102.4	(124.7)	166.6	6,327.9
9/30/07	6,197.2	137.3	(110.9)	209.2	6,432.8
12/31/07	6,176.8	197.5	(70.7)	233.1	6,536.7
3/31/08	6,209.0	217.8	(45.9)	280.6	6,661.5
6/30/08	6,327.9	244.8	(12.6)	282.4	6,842.5
9/30/08	6,432.8	237.4	32.8	317.2	7,020.2
12/31/08	6,536.7	71.5	87.6	243.0	6,938.8
3/31/09	6,661.5	(88.3)	114.7	91.9	6,779.8
6/30/09	6,842.5	(286.2)	139.2	(275.3)	6,420.2
9/30/09	7,020.2	(390.1)	115.2	(636.4)	6,108.9
12/31/09	6,938.8	(251.6)	69.1	(748.9)	6,007.4
3/31/10	6,779.8	(88.2)	36.0	(705.4)	6,022.2
6/30/10	6,420.2	59.1	2.0	(316.9)	6,164.4
9/30/10	6,108.9	117.7	9.6	60.1	6,296.3
12/31/10	6,007.4	63.3	17.0	419.6	6,507.3
3/31/11	6,022.2	21.0	18.2	583.7	6,645.1
6/30/11	6,164.4	61.5	12.4	535.8	6,774.1
9/30/11	6,296.3	119.1	(7.7)	539.5	6,947.2
12/31/11	6,507.3	122.2	(8.6)	393.7	7,014.6
3/31/12	6,645.1	92.9	(1.4)	310.0	7,046.6
6/30/12	6,774.1	(14.3)	14.5	247.3	7,021.6
9/30/12	6,947.2	(117.2)	39.7	95.8	6,965.5
12/31/12	7,014.6	(147.6)	41.8	47.4	6,956.2
3/31/13	7,046.6	(143.7)	48.2	41.3	6,992.4
6/30/13	7,021.6	(111.4)	56.9	65.8	7,032.9

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(\$ in Millions)



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# Reconciliation of Investing Cash Flow

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>INVESTING ACTIVITIES</b>				
Cash used in Investing Activities per presentation	\$ (43)	\$ (77)	\$ (94)	\$ (98)
Purchase, sale and maturities of short-term marketable securities, net	1	-	12	-
<b>Cash used in Investing Activities as reported</b>	<b>\$ (42)</b>	<b>\$ (77)</b>	<b>\$ (82)</b>	<b>\$ (98)</b>



Interpublic Group

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# Metrics Update

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# Metrics Update

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<b>Category</b>	<b>Metric</b>
SALARIES & RELATED (% of revenue)	Trailing Twelve Months Base, Benefits & Tax Incentive Expense Severance Expense Temporary Help
OFFICE & GENERAL (% of revenue)	Trailing Twelve Months Professional Fees Occupancy Expense (ex-D&A) T&E, Office Supplies & Telecom All Other O&G
FINANCIAL	Available Liquidity \$1.0 Billion 5-Year Credit Facility Covenants

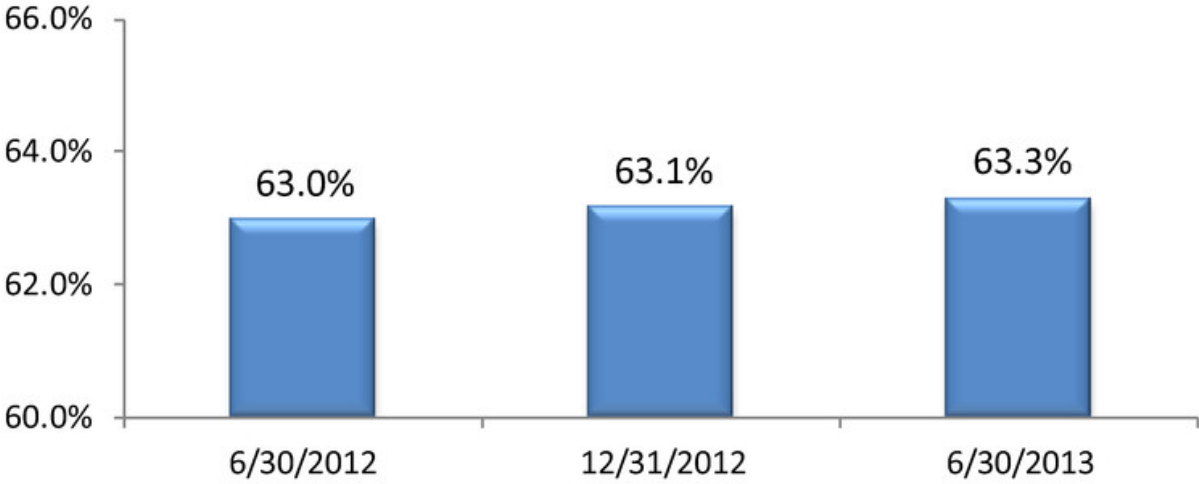


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# Salaries & Related Expenses

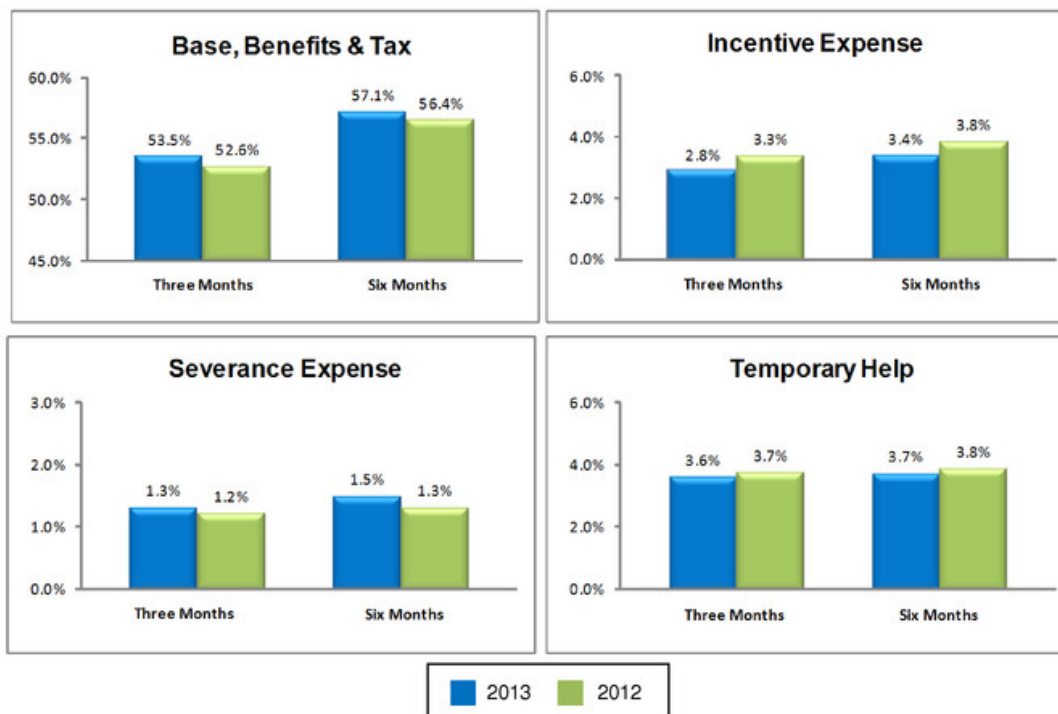
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**% of Revenue, Trailing Twelve Months**



# Salaries & Related Expenses (% of Revenue)

## Three and Six Months Ended June 30



Page 24 "All Other Salaries & Related," not shown, was 2.6% and 2.7% for the three months ended June 30, 2013 and 2012, respectively, and 2.6% and 2.8% for the six months ended June 30, 2013 and 2012, respectively.

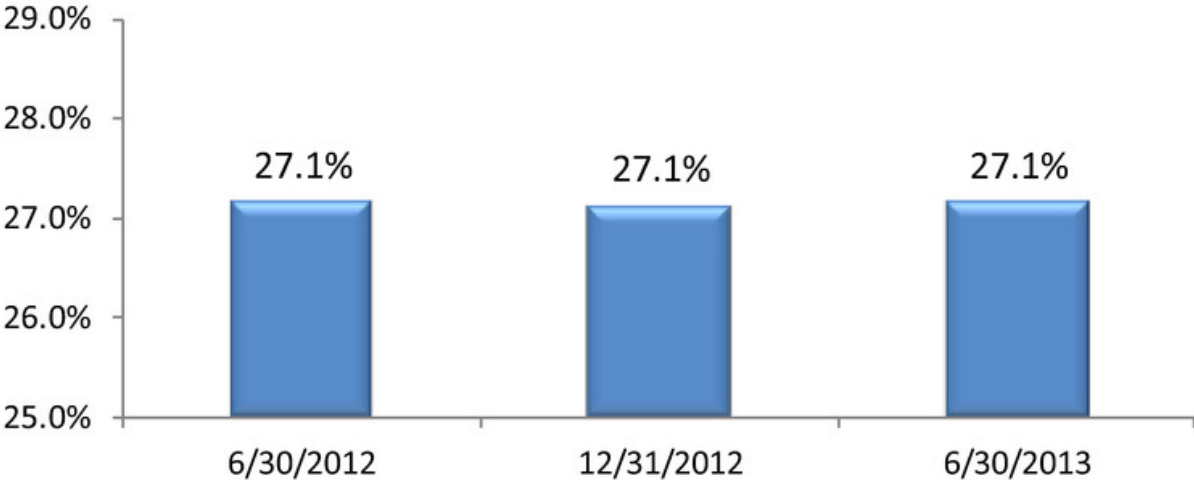


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# Office & General Expenses

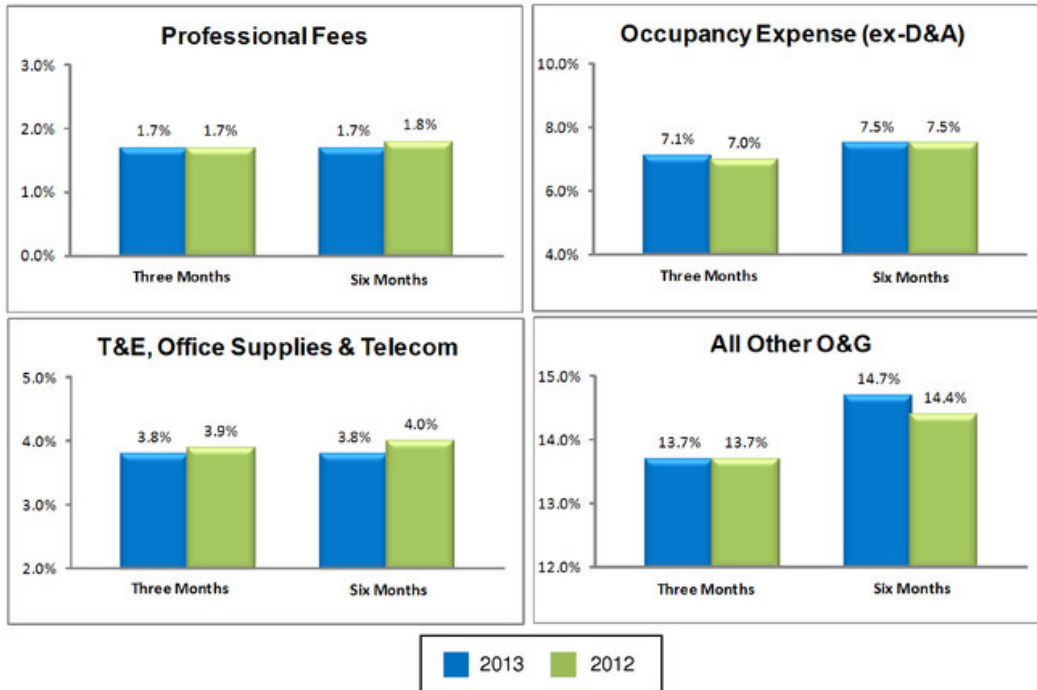
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**% of Revenue, Trailing Twelve Months**



# Office & General Expenses (% of Revenue)

Three and Six Months Ended June 30

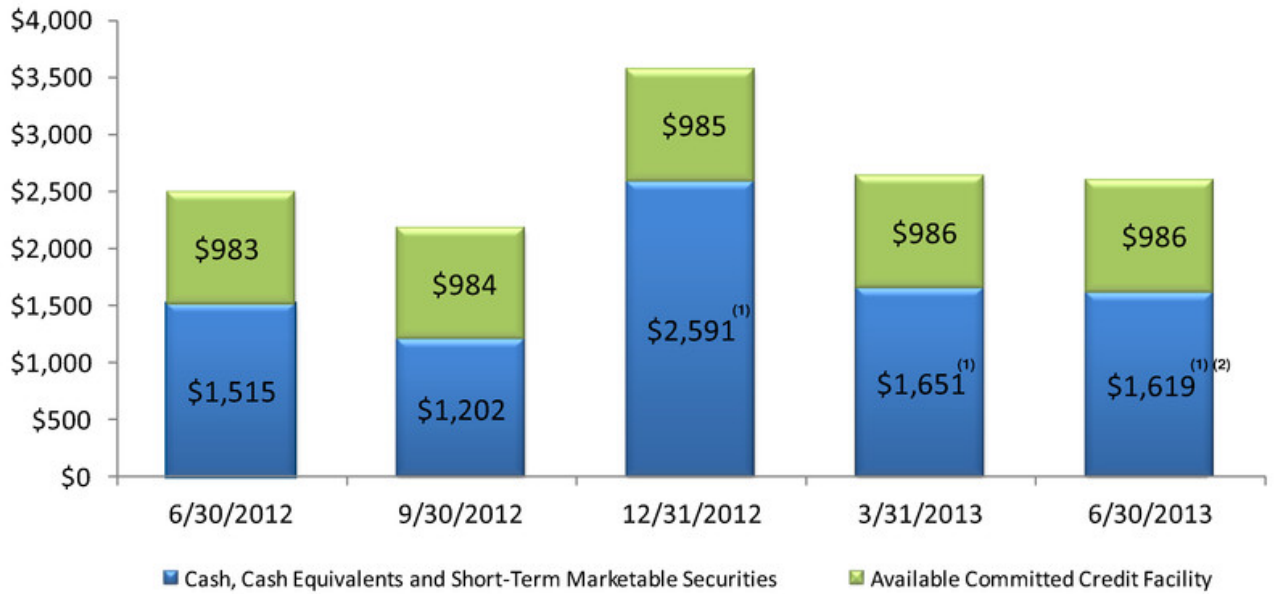


Page 26 "All Other O&G" includes production expenses, depreciation and amortization, bad debt expense, contingent acquisition obligations, foreign currency gains (losses), restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.



# Available Liquidity

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



<sup>(1)</sup> Includes net proceeds from our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to address our capital structure in 2013.

<sup>(2)</sup> On July 15, 2013, we paid \$630 to redeem \$600 aggregate principal amount of our 10.00% Notes at 105%.

# \$1.0 Billion 5-Year Credit Facility Covenants

<u>Covenants</u>	<u>Last Twelve Months Ending June 30, 2013</u>
I. Interest Coverage Ratio (not less than):	5.00x
Actual Interest Coverage Ratio:	7.79x <sup>(1)</sup>
II. Leverage Ratio (not greater than):	2.75x
Actual Leverage Ratio:	1.91x <sup>(1)</sup>
<u>Interest Coverage Ratio - Interest Expense Reconciliation</u>	<u>Last Twelve Months Ending June 30, 2013</u>
Interest Expense:	\$142.5
- Interest income	27.0
- Other	15.7
+ Preferred stock dividends	11.6
Net interest expense as defined:	<u>\$111.4<sup>(1)</sup></u>
<u>EBITDA Reconciliation</u>	<u>Last Twelve Months Ending June 30, 2013</u>
Operating Income:	\$673.9
+ Depreciation and amortization	193.6
+ Other non-cash charges	0.5
EBITDA as defined:	<u>\$868.0</u>

<sup>(1)</sup> In November 2012, we entered into an amendment to our Credit Agreement that modified the definition of debt for our financial covenants. As a result of this amendment, the Senior Notes we issued in November 2012 do not have an impact on our financial covenants until August 15, 2013, unless and to the extent the 4.75% Notes or the 10.00% Notes are retired prior to that date. We retired our 4.75% Notes in the first quarter of 2013 and on July 15, 2013, we redeemed \$600 aggregate principal amount of our 10.00% Notes at 105%.

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# Cautionary Statement

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This investor presentation contains forward-looking statements. Statements in this investor presentation that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- potential effects of a challenging economy, for example, on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a weakened economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors.

