

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

**FORM 8-K**

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

**Date of report (Date of earliest event reported): March 26, 2020**

**The Interpublic Group of Companies, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-6686**  
(Commission  
File Number)

**13-1024020**  
(IRS Employer  
Identification No.)

**909 Third Avenue, New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.10 per share</b>	<b>IPG</b>	<b>The New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

**Item 7.01. Regulation FD Disclosure.**

On March 26, 2020, The Interpublic Group of Companies, Inc. (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, providing an update related to the outbreak of the novel coronavirus (“COVID-19”).

The information in this Item 7.01 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission.

**Item 8.01. Other Events.**

The Company is filing this Item 8.01 on this Current Report on Form 8-K to supplement the risk factors described in Item 1A of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019. The following risk factor should be read in conjunction with the risk factors described in the Annual Report on Form 10-K.

***The extent to which the novel coronavirus (“COVID-19”) outbreak will adversely impact our business, financial condition and results of operations is highly uncertain and cannot be predicted.***

The global spread of COVID-19 has created significant worldwide operational volatility, uncertainty and disruption. The extent to which COVID-19 will adversely impact our business, financial condition and results of operations will depend on numerous evolving factors, which are highly uncertain, rapidly changing and cannot be predicted, including:

- the duration and scope of the outbreak;
- governmental, business and individual actions that have been and continue to be taken in response to the outbreak, including travel restrictions, quarantines, social distancing, work-at-home, stay-at-home and shelter-in-place orders and shut-downs;
- the impact of the outbreak on the financial markets and economic activity generally;
- the effect of the outbreak on our clients and other business partners;
- our ability to access usual sources of liquidity on reasonable terms;
- our ability to comply with the financial covenant in our Credit Agreement if a material economic downturn results in increased indebtedness or substantially lower EBITDA;
- our ability during the outbreak to provide our services, including the health and wellbeing of our employees; and
- the ability of our clients to pay for our services during and following the outbreak.

The COVID-19 outbreak has significantly increased financial and economic volatility and uncertainty. A continued slowdown or downturn in the economy has begun to have, and we expect will continue to have, a negative impact on many of our clients. In the past, some clients have responded to weak economic and financial conditions by reducing their marketing budgets, thereby decreasing the market and demand for our services. All of the foregoing will likely impact our business, financial condition, results of operations and forward-looking expectations.

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

Exhibit 99.1: [Press release dated March 26, 2020 \(furnished pursuant to Item 7.01\).](#)

Exhibit 104: Cover Page Interactive Data File - the cover page XBRL tags are embedded within the inline XBRL document (included as Exhibit 101).

**SIGNATURES**

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

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: March 26, 2020

By: /s/ Andrew Bonzani

Andrew Bonzani

Executive Vice President, General Counsel  
and Secretary



**FOR IMMEDIATE RELEASE**

**Interpublic Group Issues COVID-19 Update**

New York, NY – March 26, 2020 – Interpublic Group (NYSE: IPG) said today that, in light of significant macroeconomic uncertainty resulting from the severity of the COVID-19 crisis, and the unknown magnitude and duration of its impact, it is appropriate to withdraw the company’s previously issued financial performance targets for full-year 2020.

“The impact of COVID-19 has continued in recent weeks to grow around the world in human tragedy and macroeconomic cost,” said Michael Roth, Chairman and CEO of IPG. “We remain focused on protecting the health and safety of our employees around the world, serving our clients, and supporting our communities.”

“Our strategic strengths continue through this challenging period,” Mr. Roth continued, “notably our best-in-class talent, client-centric culture, differentiated go-to-market strategy, industry-leading data management capabilities, and deep relevance of our offerings. Nonetheless, in the current environment, visibility into marketing and media spend is extremely challenging. Our company’s balance sheet and liquidity are strong, and consistent with past practices we will look for opportunities to further enhance our financial condition. Our company has a long track record of navigating successfully through uncertain economic periods due to the strength of our talent and operating disciplines that are in full force, servicing our clients and rigorously managing our flexible cost base. We have multiple cost levers to align expenses with changes in revenue and our operators are executing as appropriate on both the revenue and expense sides.”

Interpublic Group 909 Third Avenue New York, NY 10022 212-704-1200

The company anticipates providing additional commentary at the time of its first quarter earnings release, which is scheduled towards the end of April.

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#### About Interpublic

Interpublic is values-based, data-fueled, and creatively-driven. Major global brands include Acxiom, Craft, FCB (Foote, Cone & Belding), FutureBrand, Golin, Huge, Initiative, Jack Morton, Kinesso, MAGNA, McCann, Mediahub, Momentum, MRM, MullenLowe Group, Octagon, R/GA, UM and Weber Shandwick. Other leading brands include Avrett Free Ginsberg, Campbell Ewald, Carmichael Lynch, Deutsch, Hill Holliday, ID Media and The Martin Agency. For more information, please visit [www.interpublic.com](http://www.interpublic.com).

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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, and our other filings with the Securities and Exchange Commission ("SEC"). 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;
- the outbreak of the novel coronavirus ("COVID-19") and measures to reduce its spread;
- 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;
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world; and
- failure to realize the anticipated benefits on the acquisition of the Acxiom business.

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, and our other SEC filings.

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