

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**Schedule TO/A**

Amendment No. 3 to

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934

**THE INTERPUBLIC GROUP OF COMPANIES, INC. (Issuer)**  
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

**5¼% Series B Cumulative Convertible Perpetual Preferred Stock**  
(Title of Class of Securities)

**460690 407 and 460690 803**  
(CUSIP Number of Class of Securities)

**Nicholas J. Camera, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**The Interpublic Group of Companies, Inc.**  
**1114 Avenue of the Americas**  
**New York, New York 10036**  
**(212) 704-1200**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

**Copies to:**

**David Lopez, Esq.**  
**Cleary Gottlieb Steen & Hamilton LLP**  
**One Liberty Plaza**  
**New York, New York 10006**  
**(212) 225-2000**

CALCULATION OF FILING FEE

<u>Transaction Valuation *</u>	<u>Amount of Filing Fee **</u>
\$400,000,000	\$28,520

\* Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that the Company purchases the maximum number of shares possible at a purchase price per share equal to the maximum price, in each case calculated pursuant to the tender offer.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #5 for Fiscal Year 2010 issued by the Securities and Exchange Commission, equals \$71.30 per \$1 million of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$28,520

Filing Party: The Interpublic Group of Companies, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: April 29, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO-I filed by The Interpublic Group of Companies, Inc., a Delaware corporation (the "Company," "we," "us" or "our"), with the Securities and Exchange Commission (the "Commission") on April 29, 2010, as amended and supplemented by Amendment No. 1 and Amendment No. 2 thereto filed with the Commission on May 10, 2010 and May 25, 2010 respectively (the "Schedule TO"), relating to the offer (the "Tender Offer") by the Company to purchase up to 370,000 shares of its outstanding 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (liquidation preference of \$1,000 per share) (the "Preferred Shares") at the Purchase Price (as defined in the Offer to Purchase (defined below)). The Tender Offer is made upon the terms and subject to the conditions contained in the Offer to Purchase, dated April 29, 2010 (as amended or supplemented on May 10, 2010, the "Offer to Purchase") and the accompanying Letter of Transmittal (as amended or supplemented, the "Letter of Transmittal", and together with the Offer to Purchase, the "Offer Documents"). A copy of the Offer to Purchase and the Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B) respectively.

The information in the Offer Documents, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 4. Additional Information.**

*(a) Material Terms.*

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following:

The Tender Offer expired at midnight, New York City time, on May 26, 2010 (the "Expiration Time"). Based on the count by the Global Bondholder Services Corporation (the "Depositary"), 303,526 Preferred Shares were validly tendered in the Tender Offer. The Company has accepted for payment 303,526 Preferred Shares at a purchase price of \$869.86 per share (the "Purchase Price"), for a total cost of approximately \$265,884,228, including accrued and unpaid dividends. The number of Preferred Shares that the Company has purchased represents approximately 57.8% of the Preferred Shares outstanding. On May 27, 2010, the Company issued a press release announcing the preliminary results of the Tender Offer and subsequently a press release announcing the final results of the Tender Offer. A copy of each press release is filed as Exhibit (a)(8) and Exhibit (a)(9) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits, which are filed herewith:

- |        |  |
|--------|--|
| (a)(8) | Press Release Announcing Preliminary Results dated May 27, 2010. |
| (a)(9) | Press Release Announcing Final Results dated May 27, 2010.       |

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: /s/ Nicholas J. Camera  
Name: Nicholas J. Camera  
Title: Senior Vice President, General Counsel & Secretary

Dated: May 27, 2010

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## EXHIBIT INDEX

The Exhibit Index is hereby amended and supplemented to add the following exhibits, which are filed herewith:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
(a)(8)	Press Release Announcing Preliminary Results dated May 27, 2010.
(a)(9)	Press Release Announcing Final Results dated May 27, 2010.



**FOR IMMEDIATE RELEASE**

**IPG ANNOUNCES PRELIMINARY RESULTS OF ITS TENDER OFFER FOR UP TO 370,000  
SHARES OF ITS 5¼% SERIES B CUMULATIVE CONVERTIBLE PERPETUAL PREFERRED STOCK  
(CUSIP NOS. 460690 803 AND 460690 407)**

New York, NY – May 27, 2010 – The Interpublic Group of Companies, Inc. (“IPG”) (NYSE:IPG) announced today the preliminary results of its offer to purchase for cash up to 370,000 shares of its outstanding 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (the “Preferred Shares”) at a purchase price of \$869.86 per share (the “Purchase Price”). The tender offer commenced on April 29, 2010 and expired at midnight on May 26, 2010 (the “Expiration Time”).

In addition to the Purchase Price, Holders that validly tendered their Preferred Shares at or prior to the Expiration Time will also be paid accrued and unpaid dividends to, but not including, the payment date on such Preferred Shares that are accepted for purchase by IPG.

Based on the count by Global Bondholder Services Corporation, the Depository for the tender offer, 303,526 Preferred Shares were validly tendered in the tender offer. Pending confirmation of these preliminary results, IPG expects to accept 303,526 Preferred Shares for a total cost of approximately \$265,884,228 including accrued and unpaid dividends. The number of Preferred Shares that IPG expects to purchase represents approximately 57.8% of the Preferred Shares outstanding.

The number of Preferred Shares that IPG expects to purchase as described above is preliminary. Final results will be determined subject to confirmation by the

Depository of the proper delivery of the Preferred Shares validly tendered and not withdrawn. The actual number of Preferred Shares to be purchased will be announced following the completion of the confirmation process. Payment for the Preferred Shares accepted for purchase will occur promptly thereafter.

Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc. served as dealer managers for the tender offer, and Global Bondholder Service Corporation served as the information agent and the depository. Questions regarding the tender offer may be directed to: Morgan Stanley & Co. Incorporated at (800) 624-1808 (toll-free) or (212) 761-8663 (collect) or Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or (212) 723-7367 (collect).

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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 Drafftcb, FutureBrand, GolinHarris International, Initiative, Jack Morton Worldwide, Lowe Worldwide, Magna, McCann Erickson, Momentum, MRM Worldwide, Octagon, R/GA, UM and Weber Shandwick. Leading domestic brands include Campbell-Ewald; Campbell Mithun; Carmichael Lynch; Deutsch, a Lowe & Partners Company; Hill Holliday; ID Media; Mullen and The Martin Agency. For more information, please visit [www.interpublic.com](http://www.interpublic.com).

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#### Contact Information

Philippe Krakowsky  
(212) 704-1328

Jerry Leshne  
(Analysts, Investors)  
(212) 704-1439

## **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.

**FOR IMMEDIATE RELEASE****IPG ANNOUNCES FINAL RESULTS OF ITS TENDER OFFER FOR UP TO 370,000 SHARES  
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Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc. served as dealer managers for the tender offer, and Global Bondholder Service Corporation served as the information agent and the depository. Questions regarding the tender offer may be directed to: Morgan Stanley & Co. Incorporated at (800) 624-1808 (toll-free) or (212) 761-8663 (collect) or Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or (212) 723-7367 (collect).

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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:

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- 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;
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- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

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