

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): October 15, 2013

The Interpublic Group of Companies, Inc.

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(Exact Name of Registrant as Specified in Charter)

Delaware

1-6686

13-1024020

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(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

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(Address of Principal Executive Offices)

(Zip Code)

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 3.02. Unregistered Sales of Equity Securities.**

On October 15, 2013, The Interpublic Group of Companies, Inc. (the "Company") announced that it was exercising its option to force conversion of all 221,474 outstanding shares of its 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (the "Series B Preferred Stock") into common stock, par value \$0.10 per share, of the Company. The conversion will be effective October 17, 2013 (the "Forced Conversion Date"). The Company is acting pursuant to Section 5 of the Certificate of Designations governing its Series B Preferred Stock. On the Forced Conversion Date, holders of the Series B Preferred Stock will receive 77.8966 shares of common stock per share of Series B Preferred Stock. The holders will also receive cash in lieu of fractional shares.

The shares of Series B Preferred Stock were previously included as eligible dilutive securities in the Company's calculation of diluted share count, and the approximately 17.3 million newly issued common shares will now be included in the Company's basic share count.

The Company originally distributed the Series B Preferred Stock in a private offering in October 2005 in reliance on Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 144A thereunder. The forced conversions are exempt from registration under Section 3(a)(9) of the Securities Act because the conversions constitute exchanges by the Company with existing holders of the Company's securities, and no commission or other remuneration has been or will be paid by the Company, directly or indirectly, for soliciting the exchange.

**Item 8.01. Other Events and Regulation FD Disclosure.**

On October 15, 2013, the Company issued a press release announcing the forced conversion of the Series B Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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

Exhibit 99.1: Press Release, dated October 15, 2013 (filed pursuant to Item 8.01).

## 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: October 15, 2013

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By:           /s/ ANDREW BONZANI          

Andrew Bonzani  
Senior Vice President, General Counsel  
and Secretary



**FOR IMMEDIATE RELEASE**

**Interpublic Announces Conversion of Series B Preferred Stock**  
***Latest Step to Improve Capital Structure is Cash-Flow Accretive***

New York, NY - October 15, 2013 - [The Interpublic Group of Companies, Inc.](#) (NYSE: IPG) today announced that it is exercising its option to force conversion of all outstanding shares of its 5¼% Series B Cumulative Convertible Perpetual Preferred Stock (the "Series B Preferred Stock") into common stock of the Company. The conversion will be effective October 17, 2013 (the "Forced Conversion Date"). The Company is acting pursuant to Section 5 of the Certificate of Designations governing its Series B Preferred Stock.

Dividends on the Series B Preferred Stock, in aggregate \$2.9 million quarterly or \$11.6 million annually, will cease to accumulate on the Forced Conversion Date. On the Forced Conversion Date holders of the Series B Preferred Stock will receive 77.8966 shares of common stock per share of Series B Preferred Stock. Currently 221,474 shares of Series B Preferred Stock are outstanding. The holders will also receive cash in lieu of fractional shares.

Following the Forced Conversion Date, no shares of Series B Preferred Stock will remain outstanding and all rights of the holders with respect to the Series B Preferred Stock will terminate, except the right to receive the whole shares of common stock issuable upon conversion and cash in lieu of any fractional shares.

As previously announced, holders of record at the close of business on October 1, 2013 will receive a dividend of \$13.125 per share of Series B Preferred Stock on October 15, 2013. No other payment or adjustment will be made upon conversion of the Series B Preferred Stock, either for accumulated and unpaid dividends with respect to the Series B Preferred Stock or for dividends with respect to the common stock to be issued upon conversion.

The shares of Series B Preferred Stock were previously included as eligible dilutive securities in the Company's calculation of diluted share count, and the newly issued common shares will now be included in its basic share count.

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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 BPN, Drafftcb, FutureBrand, GolinHarris International, Huge, Initiative, Jack Morton Worldwide, Lowe and Partners, MAGNA GLOBAL, McCann, Momentum, MRM, 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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