

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-4  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

THE INTERPUBLIC GROUP OF COMPANIES, INC.  
 (Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	7311 (Primary Standard Industrial Classification Code Number)	13-1024020 (I.R.S. Employer Identification Number)
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1271 Avenue of the Americas  
 New York, New York 10020  
 (212) 399-8000

(Address, including zip code, and telephone number, including area  
 code, of Registrant's principal executive offices)

Nicholas J. Camera, Senior Vice President,  
 General Counsel & Secretary  
 The Interpublic Group of Companies, Inc.  
 1271 Avenue of the Americas  
 New York, New York 10020  
 (212) 399-8000

(Name, address, including zip code, and telephone number, including  
 area code, of agent for service) Copies to:

Barry M. Fox, Esq. Cleary, Gottlieb, Steen & Hamilton One Liberty Plaza New York, New York 10006 (212) 225-2000	James M. Dubin, Esq. Paul, Weiss, Rifkind, Wharton & Garrison 1285 Avenue of the Americas New York, New York 10019 (212) 373-3000
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Approximate date of commencement of proposed sale to the  
 public: As soon as practicable after the effective date of this Registration  
 Statement which relates to the issuance of common stock of The Interpublic Group  
 of Companies, Inc. in the merger of NFO Worldwide, Inc. with a wholly owned  
 subsidiary of The Interpublic Group of Companies, Inc. pursuant to the Agreement  
 and Plan of Merger, dated December 20, 1999, as amended.

If the securities being registered on this Form are being  
 offered in connection with the formation of a holding company and there is  
 compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an  
 offering pursuant to Rule 462(b) under the Securities Act, check the following  
 box and list the Securities Act registration statement number of the earlier  
 effective registration statement for the same offering:  333-31436

If this Form is a post-effective amendment filed pursuant to  
 Rule 462(d) under the Securities Act, check the following box and list the  
 Securities Act registration statement number of the earlier effective  
 registration statement for the same offering:

CALCULATION OF REGISTRATION FEE

Securities to be Registered Title of Each Class of	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$.01 par value .....	692,258	N/A	\$30,898,765.31	\$8157.27

(1) The Registrant, The Interpublic Group of Companies, Inc. ("IPG"),  
 previously filed a registration statement on Form S-4 (Commission File No.  
 333-31436) to cover 14,042,025 shares (the "Initial Shares") of IPG's  
 common stock, \$.01 par value ("IPG Common Stock"), issuable in connection  
 with the merger of a wholly owned subsidiary of IPG with and into NFO  
 Worldwide, Inc. ("NFO"). IPG is filing this registration statement on Form  
 S-4 pursuant to Rule 462(b) with respect to an additional 692,258 shares of  
 IPG Common Stock issuable in connection with the merger based on an

increase in the maximum exchange ratio contemplated by the merger agreement from 0.5274 to 0.5503.

- (2) At the maximum exchange ratio of 0.5503, 1,257,965 shares of NFO common stock would be cancelled in the transaction in exchange for the additional 692,258 shares of IPG Common Stock registered hereby. The Proposed Maximum Aggregate Offering Price and the Amount of Registration Fee are based on this number of shares of NFO Common Stock and, pursuant to Rules 457(f) and 457(c) under the Securities Act of 1933, as amended, the average of the high and low sale prices of NFO common stock, as reported by the New York Stock Exchange, Inc. on April 12, 2000. IPG previously paid a registration fee of \$127,400.63 in connection with the registration of the Initial Shares. In accordance with Rule 457(a), the shares of NFO common stock that would be cancelled in the transaction in exchange for the Initial Shares have been excluded from the calculation of the amount of the registration fee payable in connection with this registration statement.

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#### Explanatory Note and Incorporation of Information by Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and relates to the offering of shares of Common Stock of The Interpublic Group of Companies, Inc. ("IPG") in connection with its acquisition of NFO Worldwide, Inc. as described in the registration statement on Form S-4, Registration No. 333-31436, as amended (the "Prior Registration Statement"). This Registration Statement is being filed to register an additional 692,258 shares of Common Stock of IPG for issuance in connection with that acquisition. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference.

#### Exhibits

- 5.1 Opinion of Nicholas J. Camera, Esq. as to the legality of the issuance of the shares of common stock offered hereby
- 8.1 Opinion of Paul, Weiss, Rifkind, Wharton & Garrison as to U.S. tax matters
- 8.2 Opinion of Cleary, Gottlieb, Steen & Hamilton as to U.S. tax matters
- 23.1 Consent of PricewaterhouseCoopers LLP (relating to financial statements of The Interpublic Group of Companies, Inc.)
- 23.2 Consent of Arthur Andersen LLP (relating to financial statements of NFO Worldwide, Inc.)
- 23.3 Consent of Soteriou Banerji (relating to financial statements of The MBL Group plc included in the financial statements of NFO Worldwide, Inc.)
- 23.4 Consent of Haarmann, Hemmelrath & Partner GmbH (relating to financial statements of Infratest Burke Aktiengesellschaft Holding, a subsidiary of NFO Worldwide, Inc.)
- 23.5 Consent of Ernst & Young LLP (relating to financial statements of Hill, Holliday, Connors, Cosmopolos, Inc. included in the financial statements of The Interpublic Group of Companies, Inc.)
- 23.6 Consent of Ernst & Young (relating to financial statements of International Public Relations plc included in the financial statements of The Interpublic Group of Companies, Inc.)
- 24.1 Powers of Attorney (Incorporated by reference to The Interpublic Group of Companies, Inc.'s Registration Statement on Form S-4, File No. 333-31436)
- 99.5 Consent of Greenhill & Co., LLC

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 13, 2000.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: /s/ Nicholas J. Camera  
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Name: Nicholas J. Camera  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- Philip H. Geier, Jr.	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) and Director	April 13, 2000
* ----- Sean F. Orr	Executive Vice President, Chief Financial Officer (Principal Financial Officer) and Director	April 13, 2000
* ----- Frederick Molz	Vice President and Controller (Principal Accounting Officer)	April 13, 2000
* ----- Frank J. Borelli	Director	April 13, 2000
* ----- Reginald K. Brack	Director	April 13, 2000
* ----- Jim M. Considine	Director	April 13, 2000
* ----- John J. Dooner, Jr.	Director	April 13, 2000
* ----- Frank B. Lowe	Director	April 13, 2000
* ----- Michael A. Miles	Director	April 13, 2000
* ----- Lief H. Olsen	Director	April 13, 2000
* ----- Allen Questrom	Director	April 13, 2000
* ----- J. Phillip Samper	Director	April 13, 2000

\* By: /s/ Nicholas J. Camera  
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Name: Nicholas J. Camera  
Title: Attorney-in-Fact

#### EXHIBIT INDEX

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April 11, 2000

The Interpublic Group of Companies, Inc.,  
1271 Avenue of the Americas  
New York, New York 10020

Re: The Interpublic Group of Companies, Inc.  
Registration Statement on Form S-4

Ladies and Gentlemen:

I am General Counsel of The Interpublic Group of Companies, Inc., a Delaware corporation (the "Corporation"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), of the above-captioned Registration Statement on Form S-4 (the "Registration Statement"), relating to the registration of 692,258 shares of the Corporation's Common Stock, \$.10 par value (the "Shares").

In arriving at the opinions expressed below, I have examined and relied on the originals or copies certified or otherwise identified to my satisfaction of all such corporate records of the Corporation and such other instruments and other certificates or public officials, officers and representatives of the Corporation and such other persons, and I have made such investigation of law, as I have deemed appropriate as a basis for the opinions expressed below. In rendering the opinions expressed below, I have assumed and have not verified that the signatures on all documents that I have examined are genuine.

Based on the foregoing, it is my opinion that:

1. The Corporation is validly existing as a corporation in good standing under the laws of the State of Delaware.
2. The Shares have been duly authorized by all necessary corporate action of the Corporation, and are legally issued, fully paid and non-assessable.

Insofar as the foregoing opinions relate to the validity, binding effect or enforceability of any agreement or obligations of the Company, (a) I have assumed that each other party to such agreement or obligation has satisfied those legal requirements that are applicable and it to the extent necessary to make such agreement or obligation enforceable against it, and (b) such opinions are subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principals of equity.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to my name in the Registration Statement. By giving such consent, I do not admit that I am an "expert" within the meaning of the Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this exhibit.

Very truly yours,

/s/ Nicholas J. Camera

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Nicholas J. Camera

April 12, 2000

NFO Worldwide, Inc.  
2 Pickwick Plaza, Suite 400  
Greenwich, CT 06830-5530

Ladies and Gentlemen:

You have requested our opinion as to whether the proposed merger of Merger Sub, a to-be-formed Delaware corporation wholly owned by The Interpublic Group of Companies, Inc., a Delaware corporation ("Parent"), with and into NFO Worldwide, a Delaware corporation (the "Company"), with the Company being the surviving corporation (the "Merger") should be treated for United States federal income tax purposes as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

In reaching the opinions expressed below, we have reviewed and relied on (i) the Agreement and Plan of Merger ("the Merger Agreement"), dated as of December 20, 1999, as amended on April 3, 2000, by and among Parent and the Company, (ii) the representation letters addressed to us in connection with the opinion set forth below from Parent and the Company, (iii) the Registration Statement on Form S-4 (the "Registration Statement") to be filed by Parent with the Securities and Exchange Commission on April 12, 2000, and (v) such other information and materials as we have deemed appropriate.

We have assumed, without any independent investigation, that the Merger Agreement has been duly authorized, executed and delivered by the parties to it and constitutes the valid and legally binding obligation of the parties, that the Merger Agreement has not been and will not be further amended or modified, that the representations and warranties in the Merger Agreement are and will continue to be accurate, that parties to the Merger Agreement will act in accordance with it, and that there are and will be no other agreements or understandings among the parties in connection with the subject matter of the Merger Agreement.

We have examined those corporate records, certificates and other documents as we have considered necessary or appropriate for the purposes of this opinion. In this examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies, and the legal capacity of all individuals who have executed any of the documents reviewed by us. In rendering our opinion set forth below, we have relied as to factual matters upon information obtained from Parent and the Company, their officers and representatives and public officials.

Based upon and subject to the foregoing, it is our opinion that the Merger will qualify for United States federal income tax purposes as a reorganization under the provisions of Section 368(a) of the Code.

We express no opinion concerning any United States, state, local or foreign tax matter relating to the Merger or other matter, except as expressly set forth above.

The above opinion is based on the current provisions of the Code and the regulations under it, and on current interpretations of the Code and the regulations. The Code, the regulations and the interpretations described above are subject to change at any time, possibly with retroactive effect. Any change could affect the continuing validity of the opinion set forth above. We assume no responsibility to advise you of any subsequent changes in existing law or facts, nor do we assume any responsibility to update this opinion with respect to any matters expressly set forth and no opinions are to be implied or may be inferred beyond the matters expressly so stated. No ruling has been (or will be) sought from the Internal Revenue Service (the "IRS") as to the federal income tax consequences of any aspect of the Merger, and there can be no assurance that the IRS or any court of competent jurisdiction will not disagree with the opinions expressed herein.

This letter is furnished by us solely for your benefit and the benefit of holders of outstanding Company stock and may not be relied on in any manner or for any purpose by any other person or entity without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,



Writer's Direct Dial: (212) 225-2480

April 12, 2000

The Interpublic Group of Companies, Inc.  
1271 Avenue of the Americas  
New York, NY 10020

Ladies and Gentlemen:

We have acted as counsel to The Interpublic Group of Companies, Inc., a Delaware corporation ("Parent") in connection with the transactions contemplated by the Agreement and Plan of Merger dated as of December 20, 1999 and amended as of April 3, 2000 (the "Agreement") by and between NFO Worldwide, Inc., a Delaware corporation (the "Company") and Parent (such transactions, the "Merger"). At your request, in connection with the filing of a registration statement on Form S-4 (the "S-4") on the date hereof with the SEC in connection with the Merger, we are rendering our opinion with regard to certain United States federal income tax consequences of the Merger. All capitalized items used but not defined herein shall have the same meanings as in the Agreement.

In arriving at the opinion expressed below, we have examined and relied upon the accuracy and completeness of the facts, information, covenants and representations contained in originals, or copies certified or otherwise identified to our satisfaction, of: the Agreement, the S-4, certificates and representations of officers and representatives of Parent and the Company and such other persons as we have deemed necessary or appropriate, and such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

Without limiting the generality of the foregoing, in arriving at the opinion expressed below, we have also examined and relied, without independent verification of the statements contained therein, on letters from each of Parent and the Company regarding certain tax matters, and we have assumed the accuracy of the representations and statements made in each of the foregoing.

In arriving at the opinion expressed below, we have assumed, without making any independent investigation, that all such documents as furnished to us are complete and authentic, that the signatures on all documents are genuine, and that all such documents have been, or in the case of drafts, will be, duly authorized, executed and delivered. We have further assumed that the transactions will be consummated and the parties will act in accordance with these documents.

The opinion expressed below is based on the Internal Revenue Code of 1986, as amended, (the "Code"), and applicable regulations, rulings and decisions, in each case as in effect on the date hereof, and may be affected by amendments to the Code or to the regulations thereunder or by subsequent judicial or administrative interpretations thereof. We express no opinion herein other than as to the federal income tax laws of the United States.

Based on and subject to the foregoing, it is our opinion that the Merger will constitute a reorganization within the meaning of section 368(a) of the Code.

We hereby consent to the use of our name and the making of statements with respect to us in the Proxy Statement under the heading "THE MERGER - U.S. Federal Income Tax Consequences of the Merger." In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

CLEARY, GOTTlieb, STEEN & HAMILTON

By: /s/ Edward D. Kleinbard

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Edward D. Kleinbard, a Partner



CONSENT OF INDEPENDENT ACCOUNTANTS

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We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of The Interpublic Group of Companies (the "Company") of our report dated February 22, 2000 relating to the financial statements, which appears in the 1999 Annual Report to the Stockholders of the Company, which is incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 1999. We also consent to the incorporation by reference of our report dated February 22, 2000 relating to the Financial Statement Schedule, which appears in such Annual Report on Form 10-K. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PRICEWATERHOUSECOOPERS LLP

New York, New York  
April 12, 2000

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report dated February 25, 2000, on the consolidated financial statements of NFO Worldwide, Inc. and subsidiaries as of December 31, 1999 and 1998, and for each of the years in the three year period ended December 31, 1999, included in or made a part of this registration statement and to all references to our firm included in this registration statement.

ARTHUR ANDERSEN LLP

New York, New York,  
April 10, 2000.

CONSENT OF REGISTERED AUDITORS AND CHARTERED ACCOUNTANTS

As registered auditors and chartered accountants, we hereby consent to the use of our report dated February 23, 1998, on the financial statements of The MBL Group Plc for the year ended December 31, 1997, included in or made a part of this registration statement and to all references to our firm included in this registration statement.

SOTERIOU BANERJI

London, England,  
April 12, 2000

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report dated January 15, 1999, on the consolidated financial statements of Infratest Burke Aktiengesellschaft Holding and subsidiaries as of September 30, 1998, 1997 and 1996, and for each of the years in the three year period ended September 30, 1998, included in or made a part of this registration statement and to all references to our firm included in this registration statement.

Munich / Germany, April 12, 2000

Haarmann, Hemmelrath & Partner GmbH  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation in the Registration Statement (Form S-4) of The Interpublic Group of Companies, Inc. for the registration of shares of its common stock of our report dated March 13, 1998, with respect to the consolidated financial statements of Hill, Holliday, Connors, Cosmopolos, Inc. for the twelve month period ended December 31, 1997, which statements are included in the consolidated financial statements of IPG for the year ended December 31, 1997 incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

April 12, 2000  
Boston, Massachusetts

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm in the Registration Statement (Form S-4) and related Prospectus of NFO Worldwide, Inc. for the registration of shares of common stock of The Interpublic Group of Companies, Inc. and to the incorporation by reference therein of our report dated February 3, 1999, with respect to the consolidated financial statements of International Public Relations plc which is included in the Annual Report (Form 10-K) of The Interpublic Group of Companies, Inc. for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

Ernst & Young

April 12, 2000  
London, England

CONSENT OF  
GREENHILL & CO., LLC

April 12, 2000

NFO Worldwide, Inc.  
2 Pickwick Plaza  
Greenwich, CT 06830

Dear Sirs:

We refer to the Registration Statement (the "Registration Statement") of The Interpublic Group of Companies, Inc. ("Interpublic") on Form S-4, with respect to the shares of common stock, par value \$.10 per share, of Interpublic to be issued to stockholders of NFO Worldwide, Inc. ("NFO") in connection with the merger of a subsidiary of Interpublic with NFO.

We hereby consent to the inclusion of our opinion letter dated December 19, 1999 to the Board of Directors of NFO appearing as Annex C to the Registration Statement, and to the references of our firm name therein. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations adopted by the Securities and Exchange Commission thereunder, nor do we thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

GREENHILL & CO. LLC

By: /s/ Robert F. Greenhill  
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Name: Robert F. Greenhill  
Title: Chairman