

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 10-K

**ANNUAL REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2017

Commission file number: 1-6686



### THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**13-1024020**

(I.R.S. Employer Identification No.)

**909 Third Avenue, New York, New York 10022**

(Address of principal executive offices) (Zip Code)

**(212) 704-1200**

(Registrant's telephone number, including area code)

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

**Title of each class**

Common Stock, \$0.10 par value

**Name of each exchange on which registered**

New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2017, the aggregate market value of the shares of the registrant's common stock held by non-affiliates was approximately \$9.7 billion. The number of shares of the registrant's common stock outstanding as of February 14, 2018 was 384,469,632.

#### DOCUMENTS INCORPORATED BY REFERENCE

The following sections of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 24, 2018 are incorporated by reference in Part III: "Election of Directors," "Director Selection Process," "Code of Conduct," "Committees of the Board of Directors," "Audit Committee," "Section 16(a) Beneficial Ownership Reporting Compliance," "Executive Compensation," "Non-Management Director Compensation," "Compensation Discussion and Analysis," "Compensation and Leadership Talent Committee Report," "Outstanding Shares and Ownership of Common Stock," "Transactions with Related Persons," "Director Independence" and "Appointment of Registered Public Accounting Firm."

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## STATEMENT REGARDING FORWARD-LOOKING DISCLOSURE

This annual report on Form 10-K contains forward-looking statements. Statements in this report that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue" or comparable terminology are intended to identify 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 this report. 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 this report.

## PART I

### Item 1. *Business*

The Interpublic Group of Companies, Inc. ("Interpublic," the "Company," "IPG," "we," "us" or "our") was incorporated in Delaware in September 1930 under the name of McCann-Erickson Incorporated as the successor to the advertising agency businesses founded in 1902 by A.W. Erickson and in 1911 by Harrison K. McCann. The Company has operated under the Interpublic name since January 1961.

#### **About Us**

We are one of the world's premier global advertising and marketing services companies. Through our 50,200 employees in all major world markets, our companies specialize in consumer advertising, digital marketing, communications planning and media buying, public relations and specialized communications disciplines. Our agencies create customized marketing programs for clients that range in scale from large global marketers to regional and local clients. Comprehensive global services are critical to effectively serve our multinational and local clients in markets throughout the world as they seek to build brands, increase sales of their products and services, and gain market share.

The work we produce for our clients is specific to their unique needs. Our solutions vary from project-based activity involving one agency to long-term, fully integrated campaigns created by multiple IPG agencies working together. With offices in over 100 countries, we can operate in a single region or deliver global integrated programs.

The role of our holding company is to provide resources and support to ensure that our agencies can best meet clients' needs. Based in New York City, our holding company sets company-wide financial objectives and corporate strategy, establishes financial management and operational controls, guides personnel policy, directs collaborative inter-agency programs, conducts investor relations, manages corporate social responsibility programs, provides enterprise risk management and oversees mergers and acquisitions. In addition, we provide certain centralized functional services that offer our companies operational efficiencies, including accounting and finance, executive compensation management and recruitment assistance, employee benefits, marketing information retrieval and analysis, internal audit, legal services, real estate expertise and travel services.

#### **Our Brands**

Interpublic is home to some of the world's best-known and most innovative communications specialists. We have three global networks: McCann Worldgroup, Foote, Cone & Belding ("FCB") and MullenLowe Group, which provide integrated, large-scale advertising and marketing solutions for clients. Our global media services companies include UM and Initiative, which operate under the IPG Mediabrands umbrella. We also have a range of best-in-class global specialized communications assets as well as premier domestic integrated and digital agencies that are industry leaders.

- McCann Worldgroup is a leading global marketing solutions network united across 100+ countries by a single vision: to help brands play a meaningful role in people's lives. The network is comprised of agencies that emphasize creativity, innovation and performance. The global components of McCann Worldgroup are McCann, one of the world's largest advertising agency networks; MRM//McCann, a digital marketing and relationship management agency; Momentum Worldwide, a brand experience agency; McCann Health, a professional and direct-to-consumer health communications network; ChaseDesign, a shopper marketing specialist; PMK-BNC, the talent, entertainment and brand agency; and CRAFT, the network's global adaptation and production arm. UM (media management), Weber Shandwick (public relations) and FutureBrand (consulting/design) align with McCann Worldgroup to deliver fully integrated solutions.
- FCB is a global marketing communications company. Based on an understanding of diversified markets and cultures, FCB focuses on creating "Never Finished" ideas for clients that reflect each brand's past and anticipate its future. FCB also offers a range of best-in-class, integrated and specialist marketing capabilities: FCB Health, one of the world's most awarded healthcare marketing networks; shopper-first agency FCB/RED; design agency Chute Gerdeman; experiential agency FCBX; production studios Lord + Thomas and FuelContent; CRM agency FCB/SIX; and digital agencies New Honor Society and HelloComputer.
- MullenLowe Group is a creatively-driven integrated marketing communications network with a strong entrepreneurial heritage and challenger mentality. A global creative boutique of distinctive agencies, MullenLowe Group is rich in local culture and scale, present in more than 65 markets with over 90 agencies. With a hyperbundled operating model, global specialisms include expertise in brand strategy, through-the-line advertising with MullenLowe; digital transformation with MullenLowe Profero; media and communications planning and buying with MullenLowe Mediahub; customer experience activation with MullenLowe Open; and consumer and corporate PR with MullenLowe PR and MullenLowe Salt. The group is focused on delivering an "Unfair Share of Attention" for clients and is consistently ranked among the

most awarded creative and effective agency networks in the world, having topped the Effie Index as the most effective global network in terms of points per dollar of revenue for the past seven consecutive years.

- IPG Mediabrands manages IPG's global media-related assets and oversees marketing investment for many of the world's most iconic brands. The agency group delivers business results for clients by providing strategic counsel and advisory services to navigate the fast-evolving consumer and media landscape. These solutions are developed and executed through integrated, data-driven marketing strategies. IPG Mediabrands' expansive network of agencies includes UM, Initiative, Cadreon, Orion Worldwide and Reprise as well as specialty business units including Healix, Identity, IPG Media Lab, MAGNA and Rapport. The specialist agencies focus on media innovation, forecasting, product development, branded content, emerging technology, mobile, search and social, out-of-home and more.
- We also have exceptional global marketing specialists across a range of disciplines. Our industry-leading public relations agencies such as Weber Shandwick, Golin, DeVries Global, Creation and Current Marketing have expertise in every significant area of communication management. Jack Morton is a global brand experience agency, and FutureBrand is a leading brand consultancy. Octagon is a global sports, entertainment and lifestyle marketing agency. Our digital specialist agencies, led by R/GA, Huge and MRM//McCann, are among the industry's most award-winning digital agencies. Our premier healthcare communications specialists reside within our global creative networks.
- Our domestic integrated independent agencies include some of advertising's most recognizable and storied agency brands, including Carmichael Lynch, Deutsch, Hill Holliday and The Martin Agency. The marketing programs created by these agencies incorporate all media channels, CRM, public relations and other marketing activities and have helped build some of the most powerful brands in the U.S., across all sectors and industries.

We list approximately 100 of our companies on our website under the "Our Agencies" section, with descriptions, case studies, social media channels and office locations for each. To learn more about our broad range of capabilities, visit our website at [www.interpublic.com](http://www.interpublic.com). Information on our website is not part of this report.

## Market Strategy

We operate in a media landscape that continues to evolve at a rapid pace. Media channels continue to fragment, and clients face an increasingly complex consumer environment. To stay ahead of these challenges and to achieve our objectives, we have made and continue to make investments in creative and strategic talent in areas including fast-growth digital marketing channels, high-growth geographic regions and strategic world markets. In addition, we consistently review opportunities within our Company to enhance our operations through acquisitions and strategic alliances and internal programs that encourage intra-company collaboration. As appropriate, we also develop relationships with technology and emerging media companies that are building leading-edge marketing tools that complement our agencies' skill sets and capabilities.

In recent years, we have taken several major strategic steps to position our agencies as leaders in the global advertising and communications market. These include:

- **Investment in senior talent:** Our continued ability to attract and develop top talent and to be the industry's employer of choice for an increasingly diverse workforce have been key differentiators for IPG. We continue to acquire and develop top strategic, creative and digital talent from a range of backgrounds.
- **Growing digital capabilities:** Our investments in talent and technology - organically growing digital capabilities such as search, social, user experience (UX), content creation, data and analytics, and mobile across the portfolio - promise to drive further growth in this dynamic sector of our business. We continue to internationalize our powerful digital specialist agencies.
- **Investment in emerging and strategic markets:** We strengthened our position in emerging markets by driving organic growth as well as completing strategic acquisitions in Asia, Europe, Latin America, North America and Russia.
- **Integrated marketing solutions:** A differentiating aspect of our business is our utilization of "open architecture" solutions that integrate the best talent from throughout the organization to fulfill the needs of our leading clients.

Together, these steps have built a culture of strategic creativity and high performance across IPG, resulting in IPG posting strong organic growth, as well as increased honors and awards for our Company.

In 2017, at both the Cannes Festival of Creativity and the Global Effie Awards, IPG performed better than any other holding group in terms of awards per dollar of revenue. At Cannes, IPG agencies took home seven Grand Prix awards, the top award given out at the Festival, more than any other holding company; the tally included the Grand Prix for Good at the Health Lions and the Titanium Lion, the Festival's top creative honor. The IPG agencies that won top prizes at Cannes span the spectrum of marketing disciplines and geographies and included Area 23, Deutsch, FCB, Fitzgerald & Co, FP7, Huge, McCann, McCann Health, MRM//McCann, MullenLowe, MullenLowe Mediahub, R/GA, The Martin Agency and Weber Shandwick.

In the U.S. market, IPG once again excelled in *Advertising Age's* annual "A-List," a ranking of the industry's ten most innovative and creative agencies. McCann and R/GA were named #2 and #3, respectively, making IPG the only holding company to have multiple agencies on the prestigious list. Additionally, MullenLowe Group, Momentum and Weber Shandwick were all named Agency A-List "Standouts," and The Martin Agency and McCann New York were named "Creativity Innovators." Additional IPG agencies recognized by *Ad Age* include Hill Holliday, named an "Agency to Watch," and Deutsch LA, honored as a "Creativity Innovator Standout."

Additionally, IPG agencies swept the 2017 PRWeek Awards, with Weber Shandwick, Carmichael Lynch Relate, Golin, DeVries and MullenLowe all receiving top honors.

### *Digital Growth*

Demand for our digital marketing services continues to evolve rapidly. In order to meet this need and provide high-value resources to clients, we have focused on embedding digital talent and technology throughout the organization. This reflects our belief that digital marketing should be integrated within all of our companies. This structure mirrors the way in which consumers incorporate digital media into their other media habits and, ultimately, their daily lives. We continue to invest in recruiting and developing digital expertise at all our agencies and in all marketing disciplines.

To meet the changing needs of the marketplace, we have been active in making new acquisitions and minority investments in specialty digital assets. In addition, we have consistently invested in existing assets such as Cadreon (audience management platform), the IPG Media Lab, Huge, MRM//McCann and R/GA. These companies have unique capabilities and service their own client rosters, while also serving as key digital partners to many of the agencies within IPG.

### *Fast-Growth and Strategic Regions*

We continue to invest and expand our presence in high-growth and strategic geographic regions. In recent years, we have made significant investments in Russia, Brazil, India and China, further strengthening our position in these important developing markets. Our operations in India are best-in-class, and we will continue to invest in partnerships and talent in this key market. We also hold a majority stake in the Middle East Communication Networks ("MCN"), among the region's premier marketing services companies. MCN is headquartered in Dubai, with 75 offices across 13 countries. In China, where we operate with all of our global networks and across the full spectrum of marketing services, we continue to invest organically in the talent of our agency brands and opportunistically acquire specialty offerings. Additional areas of investment include key strategic markets in North America, Asia Pacific, Latin America and Africa.

### *Diversity and Inclusion*

IPG and our agencies are committed to diversity and inclusion, and we reinforce these values through a comprehensive set of award-winning programs. These include business resource groups that develop career building programs, as well as training around topics like unconscious bias. We seek to ensure accountability by tying executive compensation directly to the ability of our leaders to hire, promote and retain diverse talent, and we regularly measure the inclusiveness of our culture with a company-wide climate for inclusion survey.

We began our formal programs over a decade ago. Since then, IPG has seen dramatic improvements in the diversity of our workforce. In the U.S., IPG exceeded the ad industry's representation rates for women and minorities for both professional-level and management positions in the most recent filings. An environment that encourages respect and trust is key to a creative business like ours, and IPG believes a competitive advantage comes with having a variety of perspectives and beliefs in its workforce.

### *Acquisition Strategy*

A disciplined acquisition strategy, focused on high-growth capabilities and regions of the world, is one component of growing our services in today's rapidly-changing marketing services and media landscape. When an outstanding resource or a strong tactical fit becomes available, we have been opportunistic in making tuck-in, niche acquisitions that enhance our service offerings. We will continue to focus on digital and marketing services agencies throughout the world and on key international growth markets.

In recent years, IPG has acquired agencies across the marketing spectrum, including firms specializing in digital, mobile marketing, social media, healthcare communications and public relations, as well as agencies with full-service capabilities. These acquired agencies have been integrated into one of our global networks or specialist agencies. In 2017, IPG's acquisitions included a digital marketing agency based in the U.S., a data science and business intelligence firm based in the U.S. with operations in China, an advertising and consulting company based in Indonesia, a strategic communications agency based in the U.K., an independent creative agency based in the U.K., a retail branding and design firm based in the U.S., a content creation and marketing agency based in the Netherlands, an independent media agency and digital consultancy based in Finland, and an integrated marketing communications agency based in Canada.

## Financial Objectives

Our financial goals include competitive organic revenue growth and operating margin expansion, which we expect will further strengthen our balance sheet and total liquidity and increase value to our shareholders. Accordingly, we remain focused on meeting the evolving needs of our clients while concurrently managing our cost structure. We continually seek greater efficiency in the delivery of our services, focusing on more effective resource utilization, including the productivity of our employees, real estate, information technology and shared services, such as finance, human resources and legal. The improvements we have made and continue to make in our financial reporting and business information systems in recent years allow us more timely and actionable insights from our global operations. Our disciplined approach to our balance sheet and liquidity provides us with a solid financial foundation and financial flexibility to manage and grow our business. We believe that our strategy and execution position us to meet our financial goals and deliver long-term shareholder value.

## Financial Reporting Segments

We have two reportable segments, which are Integrated Agency Networks (“IAN”) and Constituency Management Group (“CMG”). IAN is comprised of McCann Worldgroup, FCB, MullenLowe Group, IPG Mediabrands, our digital specialist agencies and our domestic integrated agencies. CMG is comprised of a number of our specialist marketing services offerings. We also report results for the “Corporate and other” group. See Note 12 to the Consolidated Financial Statements for further information.

## Principal Markets

Our agencies are located in over 100 countries, including every significant world market. Our geographic revenue breakdown is listed below.

	% of Total Revenue		
	2017	2016	2015
Domestic	59.8%	59.7%	58.8%
United Kingdom	8.6%	8.9%	9.0%
Continental Europe	9.1%	8.9%	9.2%
Asia Pacific	11.6%	11.8%	12.0%
Latin America	4.5%	4.7%	5.0%
Other	6.4%	6.0%	6.0%

For further information on a geographical basis regarding revenues for each of the last three years and long-lived assets for each of the last two years, see Note 12 to the Consolidated Financial Statements.

## Sources of Revenue

Our revenues are primarily derived from the planning and execution of multi-channel advertising, marketing and communications programs around the world. Our revenues are directly dependent upon the advertising, marketing and corporate communications requirements of our existing clients and our ability to win new clients. Most of our client contracts are individually negotiated, and, accordingly, the terms of client engagements and the bases on which we earn commissions and fees vary significantly. As is customary in the industry, our contracts generally provide for termination by either party on relatively short notice, usually 90 days.

Revenues for the creation, planning and placement of advertising are determined primarily on a negotiated fee basis and, to a lesser extent, on a commission basis. Fees are usually calculated to reflect hourly rates plus proportional overhead and a mark-up. Many clients include an incentive compensation component in their total compensation package. This provides added revenue based on achieving mutually agreed-upon qualitative or quantitative metrics within specified time periods. Commissions are earned based on services provided and are usually derived from a percentage or fee over the total cost to complete the assignment. Commissions can also be derived when clients pay us the gross rate billed by media and we pay for media at a lower net rate; the difference is the commission that we earn, which we either retain in full or share with the client depending on the nature of the applicable services agreement.

We also generate revenue in negotiated fees from our public relations, sales promotion, event marketing, sports and entertainment marketing, and corporate and brand identity services.

In most of our businesses, our agencies enter into commitments to pay production and media costs on behalf of clients, as is customary in the advertising and marketing industries. To the extent possible, we pay production and media charges after we have received funds from our clients, and in some instances we agree with the provider that we will only be liable to pay the production and media costs after the client has paid us for the charges. Generally, we act as the client’s agent rather than the primary obligor.

Our revenue is typically lowest in the first quarter and highest in the fourth quarter. This reflects the seasonal spending of our clients, incentives earned at year end on various contracts and project work that is typically completed during the fourth quarter. Fee revenue recognized on a completed-contract basis also contributes to the higher seasonal revenues experienced in the fourth quarter because the majority of our contracts end at December 31.

(Amounts in Millions)	Consolidated Revenues for the Three Months Ended					
	2017		2016		2015	
		% of Total		% of Total		% of Total
March 31	\$ 1,753.9	22.3%	\$ 1,742.0	22.2%	\$ 1,676.0	22.0%
June 30	1,884.9	23.9%	1,917.9	24.4%	1,876.1	24.7%
September 30	1,902.6	24.1%	1,922.2	24.5%	1,865.5	24.5%
December 31	2,341.0	29.7%	2,264.5	28.9%	2,196.2	28.8%
	<u>\$ 7,882.4</u>		<u>\$ 7,846.6</u>		<u>\$ 7,613.8</u>	

See Note 1 to the Consolidated Financial Statements for further information on our revenue recognition accounting policies.

## Clients

Our large and diverse client base includes many of the most recognizable companies and brands throughout the world. Our holding company structure allows us to maintain a diversified client base across and within a full range of industry sectors. In the aggregate, our top ten clients based on revenue accounted for approximately 20% of revenue in both 2017 and 2016. Our largest client accounted for approximately 4% of revenue for both 2017 and 2016. Based on revenue for the year ended December 31, 2017, our largest client sectors (in alphabetical order) were auto and transportation, healthcare and technology and telecom. We represent several different clients, brands or divisions within each of these sectors in a number of geographic markets, as well as provide services across multiple advertising and marketing disciplines, in each case through more than one of our agency brands. Representation of a client rarely means that we handle advertising for all brands or product lines of the client in all geographical locations. Any client may transfer its business from one of our agencies to another one of our agencies or to a competing agency, and a client may reduce its marketing budget at any time.

We operate in a highly competitive advertising and marketing communications industry. Our operating companies compete against other large multinational advertising and marketing communications companies as well as numerous independent and niche agencies and new forms of market participants to win new clients and maintain existing client relationships.

## Regulatory Environment

The advertising and marketing services that our agencies provide are subject to governmental regulation and other action in all of the jurisdictions in which the Company operates. While these governmental regulations and other actions can impact the Company's operations, the specific marketing regulations we may face in a given market do not as a general matter significantly impact the Company's overall service offerings or the nature in which we provide these services.

Governments, government agencies and industry self-regulatory bodies have adopted laws, regulations and standards, and judicial bodies have issued rulings, that directly or indirectly affect the form and content of advertising, public relations and other marketing activities we produce or conduct on behalf of our clients. These laws, regulations and other actions include content-related rules with respect to specific products and services, restrictions on media scheduling and placement, and labeling or warning requirements with respect to certain products, for example pharmaceuticals, alcoholic beverages, cigarettes and other tobacco products, and food and nutritional supplements. We are also subject to rules related to marketing directed to certain groups, such as children.

Digital marketing services are a dynamic and growing sector of our business. Our service offerings in this area are covered by laws and regulations concerning user privacy, use of personal information, data protection and online tracking technologies. Existing and proposed laws and regulations in this area, such as the General Data Protection Regulation ("GDPR") coming into effect in the European Union, can impact the development, efficacy and profitability of internet-based and other digital marketing. Limitations on the scheduling, content or delivery of direct marketing activities can likewise impact the activities of our agencies offering those services.

With agencies and clients located in over 100 countries worldwide, we are also subject to laws governing our international operations. These include broad anti-corruption laws such as the U.S. Foreign Corrupt Practices Act ("FCPA") and the U.K. Bribery Act (2010), which generally prohibit the making or offering of improper payments to government officials and political figures. Export controls and economic sanctions regimes, such as those maintained by the U.S. government and comparable ones by the member states of the European Union, impose limitations on the Company's ability to operate in certain geographic regions or to

seek or service certain potential clients. Likewise, our Treasury operations must comply with exchange controls, restrictions on currency repatriation and the control requirements of applicable anti-money-laundering statutes.

### **Personnel**

As of December 31, 2017, we employed approximately 50,200 people, of whom approximately 20,100 were employed in the United States. Because of the service character of the advertising and marketing communications business, the quality of personnel is of crucial importance to our continuing success. We conduct extensive employee training and development throughout our agencies and benchmark our compensation programs against those of our industry for their competitiveness and effectiveness in recruitment and retention. There is keen competition for qualified employees.

### **Available Information**

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to these reports are available, free of charge, on our website at [www.interpublic.com](http://www.interpublic.com) under the "Investor Relations" section, as soon as reasonably practicable after we electronically file such reports with, or furnish them to, the U.S. Securities and Exchange Commission ("SEC") at [www.sec.gov](http://www.sec.gov). The public may also read and copy materials we file with the SEC at the SEC's Public Reference Room, which is located at 100 F Street, NE, Room 1580, Washington, DC 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

Our Corporate Governance Guidelines, Interpublic Group Code of Conduct and the charters for each of the Audit Committee, Compensation and Leadership Talent Committee, and Corporate Governance Committee are available, free of charge, on our website at [www.interpublic.com](http://www.interpublic.com) in the "Corporate Governance" subsection of the "About" section, or by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, New York 10022, Attention: Secretary. Information on our website is not part of this report.

## Executive Officers of IPG

<u>Name</u>	<u>Age</u>	<u>Office</u>
Michael I. Roth <sup>1</sup>	72	Chairman of the Board and Chief Executive Officer
Andrew Bonzani	54	Senior Vice President, General Counsel and Secretary
Christopher F. Carroll	51	Senior Vice President, Controller and Chief Accounting Officer
Julie M. Connors	46	Senior Vice President, Audit and Chief Risk Officer
Ellen Johnson	52	Senior Vice President of Finance and Treasurer
Philippe Krakowsky	55	Executive Vice President, Chief Strategy and Talent Officer
Frank Mergenthaler	57	Executive Vice President and Chief Financial Officer

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<sup>1</sup> Also a Director

There is no family relationship among any of the executive officers.

*Mr. Roth* became our Chairman of the Board and Chief Executive Officer in January 2005. Prior to that time, Mr. Roth served as our Chairman of the Board from July 2004 to January 2005. Mr. Roth served as Chairman and Chief Executive Officer of The MONY Group Inc. from February 1994 to June 2004. Mr. Roth has been a member of the Board of Directors of IPG since February 2002. He is also non-executive chairman of the board of Pitney Bowes Inc. and a director of Ryman Hospitality Properties.

*Mr. Bonzani* was hired as Senior Vice President, General Counsel and Secretary in April 2012. Prior to joining IPG, Mr. Bonzani worked at IBM for 18 years, holding a number of positions in the legal department, most recently as Vice President, Assistant General Counsel and Secretary from July 2008 to March 2012.

*Mr. Carroll* was named Senior Vice President, Controller and Chief Accounting Officer in April 2006. In 2017, Mr. Carroll assumed additional responsibilities as Chief Financial Officer for the Constituency Management Group (CMG). Mr. Carroll served as Senior Vice President and Controller of McCann Worldgroup from November 2005 to March 2006. Prior to joining us, Mr. Carroll served as Chief Accounting Officer and Controller at Eyetech Pharmaceuticals and MIM Corporation. Prior to that time, he served as a Financial Vice President at Lucent Technologies, Inc. and began his professional career at PricewaterhouseCoopers from October 1991 to September 2000. Mr. Carroll has been a director of the T. Howard Foundation since 2015.

*Ms. Connors* was hired in February 2010 as Senior Vice President, Audit and Chief Risk Officer. Prior to joining us, she served as a partner at Deloitte & Touche, LLP from September 2003 to January 2010.

*Ms. Johnson* was hired as Assistant Treasurer, International in February 2000. In May 2004, Ms. Johnson was appointed Executive Vice President, Chief Financial Officer of The Partnership, a division of Interpublic which included Lowe Worldwide and Draft. She was elected Senior Vice President and Treasurer in October 2004 and in February 2013 was elected to Senior Vice President of Finance and Treasurer.

*Mr. Krakowsky* was hired in January 2002 as Senior Vice President, Director of Corporate Communications. He was elected Executive Vice President, Strategy and Corporate Relations in December 2005 and in February 2011 was elected Executive Vice President, Chief Strategy and Talent Officer. Prior to joining us, he served as Senior Vice President, Communications Director for Young & Rubicam from August 1996 to December 2000.

*Mr. Mergenthaler* was hired in August 2005 as Executive Vice President and Chief Financial Officer. Prior to joining us, he served as Executive Vice President and Chief Financial Officer for Columbia House Company from July 2002 to July 2005. Mr. Mergenthaler served as Senior Vice President and Deputy Chief Financial Officer for Vivendi Universal from December 2001 to March 2002. Prior to that time, Mr. Mergenthaler was an executive at Seagram Company Ltd. from November 1996 to December 2001. Mr. Mergenthaler is a director of Express Scripts, Inc.

## **Item 1A. Risk Factors**

We are subject to a variety of possible risks that could adversely impact our revenues, results of operations or financial condition. Some of these risks relate to general economic and financial conditions, while others are more specific to us and the industry in which we operate. The following factors set out potential risks we have identified that could adversely affect us. The risks described below may not be the only risks we face. Additional risks that we do not yet know of, or that we currently think are immaterial, could also have a negative impact on our business operations or financial condition. See also *Statement Regarding Forward-Looking Disclosure*.

- ***We operate in a highly competitive industry.***

The advertising and marketing communications business is highly competitive. Our agencies and media services compete with other agencies and other providers of creative, marketing or media services to maintain existing client relationships and to win new business. Our competitors include not only other large multinational advertising and marketing communications companies, but also smaller entities that operate in local or regional markets as well as new forms of market participants. Competitive challenges also arise from rapidly-evolving and new technologies in the marketing and advertising space, creating opportunities for new and existing competitors and a need for continued significant investment in tools, technologies and process improvements.

The client's perception of the quality of our agencies' creative work and its relationships with key personnel at the Company or our agencies are important factors that affect our competitive position. An agency's ability to serve clients, particularly large international clients, on a broad geographic basis and across a range of services may also be an important competitive consideration. On the other hand, because an agency's principal asset is its people, freedom of entry into the industry is almost unlimited, and a small agency is, on occasion, able to take all or some portion of a client's account from a much larger competitor.

- ***Clients may terminate or reduce their relationships with us on short notice.***

Many companies put their advertising and marketing communications business up for competitive review from time to time, and we have won and lost client accounts in the past as a result of such periodic competitions. Our clients may choose to terminate their contracts, or reduce their relationships with us, on a relatively short time frame and for any reason. A relatively small number of clients contribute a significant portion of our revenue. In the aggregate, our top ten clients based on revenue accounted for approximately 20% of revenue in 2017. A substantial decline in a large client's advertising and marketing spending, or the loss of a significant part of its business, could have a material adverse effect upon our business and results of operations.

Our ability to attract new clients and to retain existing clients may also, in some cases, be limited by clients' policies or perceptions about conflicts of interest, or our own exclusivity arrangements with certain clients. These policies can, in some cases, prevent one agency, or even different agencies under our ownership, from performing similar services for competing products or companies.

- ***Our results of operations are highly susceptible to unfavorable economic conditions.***

We are exposed to risks associated with weak regional or global economic conditions and increased disruption in the financial markets. The global economy continues to be challenging in some parts of the world. Uncertainty about the strength of the global economy generally, or economic conditions in certain regions, and a degree of caution on the part of some marketers, continue to have an effect on the demand for advertising and marketing communication services. Our industry can be affected more severely than other sectors by an economic downturn and can recover more slowly than the economy in general. In the past, some clients have responded to weak economic and financial conditions by reducing their marketing budgets, which include discretionary components that are easier to reduce in the short term than other operating expenses. This pattern may recur in the future. Furthermore, unexpected revenue shortfalls can result in misalignments of costs and revenues, resulting in a negative impact to our operating margins. If our business is significantly adversely affected by unfavorable economic conditions, the negative impact on our revenue could pose a challenge to our operating income and cash generation from operations.

- ***We may lose or fail to attract and retain key employees and management personnel.***

Our employees, including creative, digital, research, media and account specialists, and their skills and relationships with clients, are among our most valuable assets. An important aspect of our competitiveness is our ability to identify and develop the appropriate talent and to attract and retain key employees and management personnel. Our ability to do so is influenced by a variety of factors, including the compensation we award and other factors which may be beyond our control. Changes to U.S. or other immigration policies that restrain the flow of professional talent may inhibit our ability to staff our offices or projects. In addition, the advertising and marketing services industry is characterized by a high degree of employee mobility. If we were to fail to attract key personnel or lose them to competitors or clients, our business and results of operations could be adversely affected.

- ***If our clients experience financial distress, or seek to change or delay payment terms, it could negatively affect our own financial position and results.***

We have a large and diverse client base, and at any given time, one or more of our clients may experience financial difficulty, file for bankruptcy protection or go out of business. Unfavorable economic and financial conditions could result in an increase in client financial difficulties that affect us. The direct impact on us could include reduced revenues and write-offs of accounts receivable and expenditures billable to clients, and if these effects were severe, the indirect impact could include impairments of intangible assets, credit facility covenant violations and reduced liquidity.

Furthermore, in most of our businesses, our agencies enter into commitments to pay production and media costs on behalf of clients. The amounts involved substantially exceed our revenues and primarily affect the level of accounts receivable, expenditures billable to clients, accounts payable and accrued liabilities. To the extent possible, we pay production and media charges only after we have received funds from our clients. However, if clients are unable to pay for commitments that we have entered into on their behalf, or if clients seek to significantly delay or otherwise alter payment terms, there could be an adverse effect on our working capital, which would negatively impact our operating cash flow.

- ***International business risks could adversely affect our operations.***

We are a global business, with agencies located in over 100 countries, including every significant world market. Operations outside the United States represent a significant portion of our revenues, approximately 40% in 2017. These operations are exposed to risks that include local legislation, currency variation, exchange control restrictions, local labor and employment laws that hinder workforce flexibility, and difficult social, political or economic conditions. We also must comply with applicable U.S., local and other international anti-corruption laws, including the FCPA and the U.K. Anti-Bribery Act (2010), which can be comprehensive, complex and stringent, in all jurisdictions where we operate. Export controls and economic sanctions, such as those maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury, can impose limitations on our ability to operate in certain geographic regions or to seek or service certain potential clients. These restrictions can place us at a competitive disadvantage with respect to those competitors who may not be subject to comparable restrictions. Failure to comply or to implement business practices that sufficiently prevent corruption or violation of sanctions laws could result in significant remediation expense and expose us to significant civil and criminal penalties and reputational harm.

Given our substantial operations in the United Kingdom and Continental Europe, we face uncertainty surrounding the implementation and effects of the U.K.'s June 2016 referendum in which voters approved the United Kingdom's exit from the European Union, commonly referred to as "Brexit." It is possible that Brexit and changes resulting from Brexit will cause increased regulatory and legal complexities and create uncertainty surrounding our business, including our relationships with existing and future clients, suppliers and employees, and the potential impact of increased restrictions on the free movement of labor, capital, goods and services between the United Kingdom and the remaining members of the European Union, which could have an adverse effect on our business, financial results and operations.

In developing countries or regions, we may face further risks, such as slower receipt of payments, nationalization, social and economic instability, currency repatriation restrictions and undeveloped or inconsistently enforced commercial laws. These risks may limit our ability to grow our business and effectively manage our operations in those countries.

In addition, because a significant portion of our business is denominated in currencies other than the U.S. Dollar, such as the Australian Dollar, Brazilian Real, British Pound Sterling, Canadian Dollar, Chinese Yuan Renminbi, Euro and Indian Rupee, fluctuations in exchange rates between the U.S. Dollar and such currencies, including the persistent strength of the U.S. Dollar in recent periods, may adversely affect our financial results. In particular, Brexit has caused, and may continue to cause, significant volatility in currency exchange rates, especially between the U.S. Dollar and the British Pound Sterling.

- ***We are subject to industry regulations and other legal or reputational risks that could restrict our activities or negatively impact our performance or financial condition.***

Our industry is subject to government regulation and other governmental action, both domestic and foreign. Advertisers and consumer groups may challenge advertising through legislation, regulation, judicial actions or otherwise, for example on the grounds that the advertising is false and deceptive or injurious to public welfare. Our business is also subject to specific rules, prohibitions, media restrictions, labeling disclosures and warning requirements applicable to advertising for certain products. Existing and proposed laws and regulations, in particular in the European Union and the United States, concerning user privacy, use of personal information and on-line tracking technologies could affect the efficacy and profitability of internet-based and digital marketing. The costs of compliance with these laws may increase in the future as a result of the implementation of new laws or regulations, such as the GDPR, or changes in interpretations of current ones. Any failure on our part to comply with these legal requirements, or their application in an unanticipated manner, could harm our business and result in penalties or significant legal liability. Legislators, agencies and other governmental units may also continue to initiate proposals to ban the advertising of specific products, such as alcohol or tobacco, and to impose taxes on or deny deductions for advertising, which, if successful, may

hinder our ability to accomplish our clients' goals and have an adverse effect on advertising expenditures and, consequently, on our revenues. Governmental action, including judicial rulings, on the relative responsibilities of clients and their marketing agencies for the content of their marketing can also impact our operations. Furthermore, we could suffer reputational risk as a result of governmental or legal action or from undertaking work that may be challenged by consumer groups or considered controversial.

- ***We face risks associated with our acquisitions and other investments.***

We regularly undertake acquisitions and other investments that we believe will enhance our service offerings to our clients. These transactions can involve significant challenges and risks, including that the transaction does not advance our business strategy or fails to produce a satisfactory return on our investment. While our evaluation of any potential acquisition includes business, legal and financial due diligence with the goal of identifying and evaluating the material risks involved, we may be unsuccessful in ascertaining or evaluating all such risks. Though we typically structure our acquisitions to provide for future contingent purchase payments that are based on the future performance of the acquired entity, our forecasts of the investment's future performance also factor into the initial consideration. When actual financial results differ, our returns on the investment could be adversely affected.

We may also experience difficulty integrating new employees, businesses, assets or systems into our organization, including with respect to our internal policies and required controls. We may face reputational and legal risks in situations where we have a significant minority investment but limited control over the investment's operations. Furthermore, it may take longer than anticipated to realize the expected benefits from these transactions, or those benefits may ultimately be smaller than anticipated or may not be realized at all. Talent is among our most valuable assets, and we also may not realize the intended benefits of a transaction if we fail to retain targeted personnel. Acquisition and integration activity may also divert management's attention and other corporate resources from other business needs. If we fail to realize the intended advantages of any given investment or acquisition, or if we do not identify or correctly measure the associated risks and liabilities, our results of operations and financial position could be adversely affected.

- ***We rely extensively on information technology systems and could face cybersecurity risks.***

We rely extensively and increasingly on information technologies and infrastructure to manage our business, including digital storage of marketing strategies and client information, developing new business opportunities and digital products, and processing business transactions. The incidence of malicious technology-related events, such as cyberattacks, computer hacking, computer viruses, worms or other destructive or disruptive software, denial of service attacks or other malicious activities is on the rise worldwide. Power outages, equipment failure, natural disasters (including extreme weather), terrorist activities or human error may also affect our systems and result in disruption of our services or loss or improper disclosure of personal data, business information, including intellectual property, or other confidential information. We operate in many respects on a decentralized basis, with a large number of agencies and legal entities, and the resulting size, diversity and disparity of our technology systems and complications in implementing standardized technologies and procedures could increase our potential vulnerability to such breakdowns, malicious intrusions or attacks.

Likewise, data privacy breaches, as well as improper use of social media, by employees and others may pose a risk that sensitive data, such as personally identifiable information, strategic plans and trade secrets, could be exposed to third parties or to the general public. We operate worldwide, and the legal rules governing data transfers are often complex, conflicting, unclear or ever-changing. We also utilize third parties, including third-party "cloud" computing services, to store, transfer or process data, and system failures or network disruptions or breaches in the systems of such third parties could adversely affect our reputation or business.

Any such breaches or breakdowns could expose us to legal liability, be expensive to remedy, result in a loss of our or our clients' or vendors' proprietary information and damage our reputation. Efforts to develop, implement and maintain security measures are costly, may not be successful in preventing these events from occurring and require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated.

- ***Our earnings would be adversely affected if we were required to recognize asset impairment charges or increase our deferred tax valuation allowances.***

We evaluate all of our long-lived assets (including goodwill, other intangible assets and fixed assets), investments and deferred tax assets for possible impairment or realizability annually or whenever there is an indication that they are impaired or not realizable. If certain criteria are met, we are required to record an impairment charge or valuation allowance.

As of December 31, 2017, we have substantial amounts of long-lived assets, deferred tax assets and investments on our Consolidated Balance Sheet, including approximately \$3.8 billion of goodwill. Future events, including our financial performance, market valuation of us or market multiples of comparable companies, loss of a significant client's business or strategic decisions, could cause us to conclude that impairment indicators exist and that the asset values associated with long-lived assets, deferred tax assets and investments may have become impaired. Any significant impairment loss would have an adverse impact on our

reported earnings in the period in which the charge is recognized. For further discussion of goodwill and other intangible assets, as well as our sensitivity analysis of our valuation of these assets, see “Critical Accounting Estimates” in Part II, Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

- ***We may not be able to meet our performance targets and milestones.***

From time to time, we communicate to the public certain targets and milestones for our financial and operating performance that are intended to provide metrics against which to evaluate our performance. They should not be understood as predictions or guidance about our expected performance. Our ability to meet any target or milestone is subject to inherent risks and uncertainties, and we caution investors against placing undue reliance on them. See *Statement Regarding Forward-Looking Disclosure*.

- ***Our financial condition could be adversely affected if our available liquidity is insufficient.***

We maintain a \$1.5 billion committed corporate credit facility (the “Credit Agreement”) to increase our financial flexibility. We also maintain a commercial paper program under which we are authorized to issue short-term debt up to an aggregate amount outstanding at any time of \$1.5 billion, which we use for working capital and general corporate purposes. Borrowings under the commercial paper program are supported by the Credit Agreement. If credit under the Credit Agreement or our ability to access the commercial paper market were unavailable or insufficient, our liquidity could be adversely affected. The Credit Agreement contains financial covenants, and events like a material economic downturn could adversely affect our ability to comply with them. For example, compliance with the financial covenants would be more difficult to achieve if we were to experience substantially lower revenues, a substantial increase in client defaults or sizable asset impairment charges. If we were unable to comply with any of the financial covenants contained in the Credit Agreement, we could be required to seek an amendment or waiver from our lenders, and our costs under the Credit Agreement could increase. If we were unable to obtain a necessary amendment or waiver, the Credit Agreement could be terminated, and any outstanding amounts could be subject to acceleration.

Furthermore, if our business or financial needs lead us to seek new or additional sources of liquidity, there can be no guarantee that we would be able to access any new sources of liquidity on commercially reasonable terms or at all. For further discussion of our liquidity profile and outlook, see “Liquidity and Capital Resources” in Part II, Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

- ***Downgrades of our credit ratings could adversely affect us.***

Because ratings are an important factor influencing our ability to access capital and the terms of any new indebtedness, including covenants and interest rates, we could be adversely affected if our credit ratings were downgraded or if they were significantly weaker than those of our competitors. Our access to the commercial paper market is contingent on our maintenance of sufficient short-term debt ratings, and any downgrades to those ratings could reduce the market capacity for, or our ability to issue, commercial paper. Our clients and vendors may also consider our credit profile when negotiating contract terms, and if they were to change the terms on which they deal with us, it could have an adverse effect on our liquidity.

- ***The costs of compliance with sustainability or other social responsibility laws, regulations or policies, including client-driven policies and standards, could adversely affect our business.***

Although as a non-manufacturing service business we generally are not directly impacted by current laws and regulations with respect to climate change and other sustainability concerns, we could incur related costs indirectly through our clients. Increasingly our clients request that we comply with their own social responsibility, sustainability or other business policies or standards, which may be more restrictive than current laws and regulations, before they commence, or continue, doing business with us. Our compliance with these policies and related certification requirements could be costly, and our failure to comply could adversely affect our business relationships or reputation. Further, if clients’ costs are adversely affected by climate change or related laws and regulations, this could negatively impact their spending on our advertising and marketing services. We could also face increased prices from our own suppliers that face climate change-related costs and that seek to pass on their increased costs to their customers.

**Item 1B.      *Unresolved Staff Comments***

None.

**Item 2.        *Properties***

Substantially all of our office space is leased from third parties. Certain leases are subject to rent reviews or contain escalation clauses, and certain of our leases require the payment of various operating expenses, which may also be subject to escalation. Physical properties include leasehold improvements, furniture, fixtures and equipment located in our offices. We believe that facilities leased or owned by us are adequate for the purposes for which they are currently used and are well maintained. See Note 13 to the Consolidated Financial Statements for further information on our lease commitments.

**Item 3.        *Legal Proceedings***

We are involved in various legal proceedings, and subject to investigations, inspections, audits, inquiries and similar actions by governmental authorities, arising in the normal course of our business. The types of allegations that arise in connection with such legal proceedings vary in nature, but can include claims related to contract, employment, tax and intellectual property matters. While any outcome related to litigation or such governmental proceedings in which we are involved cannot be predicted with certainty, we believe that the outcome of these matters, individually and in the aggregate, will not have a material adverse effect on our financial condition, results of operations or cash flows. See Note 13 to the Consolidated Financial Statements for further information relating to our legal matters.

**Item 4.        *Mine Safety Disclosures***

Not applicable.

## PART II

### Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

#### Price Range of Common Stock

Our common stock is listed and traded on the New York Stock Exchange ("NYSE") under the symbol "IPG." The following table provides the high and low closing sales prices per share for the periods shown below as reported on the NYSE. As of February 14, 2018, there were approximately 10,600 registered holders of our outstanding common stock.

Period	NYSE Sale Price	
	High	Low
<b>2017:</b>		
Fourth Quarter	\$ 21.34	\$ 18.45
Third Quarter	\$ 25.57	\$ 19.58
Second Quarter	\$ 25.21	\$ 23.57
First Quarter	\$ 24.74	\$ 22.97
<b>2016:</b>		
Fourth Quarter	\$ 24.59	\$ 21.83
Third Quarter	\$ 24.23	\$ 21.94
Second Quarter	\$ 24.60	\$ 22.26
First Quarter	\$ 23.26	\$ 20.30

During 2017, the following dividends were declared and paid:

Declaration Date	Per Share Dividend	Aggregate Dividend (\$ in millions)	Record Date	Payment Date
November 14, 2017	\$ 0.18	\$ 69.1	December 1, 2017	December 15, 2017
August 10, 2017	\$ 0.18	\$ 69.8	September 1, 2017	September 15, 2017
May 25, 2017	\$ 0.18	\$ 70.5	June 5, 2017	June 19, 2017
February 10, 2017	\$ 0.18	\$ 70.9	March 1, 2017	March 15, 2017

During 2016, the following dividends were declared and paid:

Declaration Date	Per Share Dividend	Aggregate Dividend (\$ in millions)	Record Date	Payment Date
November 8, 2016	\$ 0.15	\$ 58.8	December 1, 2016	December 15, 2016
August 10, 2016	\$ 0.15	\$ 59.5	September 1, 2016	September 15, 2016
May 19, 2016	\$ 0.15	\$ 60.2	June 1, 2016	June 15, 2016
February 12, 2016	\$ 0.15	\$ 59.9	March 1, 2016	March 15, 2016

On February 14, 2018, we announced that our Board of Directors (the "Board") had declared a common stock cash dividend of \$0.21 per share, payable on March 15, 2018 to holders of record as of the close of business on March 1, 2018. Although it is the Board's current intention to declare and pay future dividends, there can be no assurance that such additional dividends will in fact be declared and paid. Any and the amount of any such declaration is at the discretion of the Board and will depend upon factors such as our earnings, financial position and cash requirements.

#### Equity Compensation Plans

See Item 12 for information about our equity compensation plans.

### Transfer Agent and Registrar for Common Stock

The transfer agent and registrar for our common stock is:

Computershare Shareowner Services LLC  
480 Washington Boulevard  
29<sup>th</sup> Floor  
Jersey City, New Jersey 07310  
Telephone: (877) 363-6398

### Sales of Unregistered Securities

Not applicable.

### Repurchases of Equity Securities

The following table provides information regarding our purchases of our equity securities during the period from October 1, 2017 to December 31, 2017.

	Total Number of Shares (or Units) Purchased <sup>1</sup>	Average Price Paid per Share (or Unit) <sup>2</sup>	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs <sup>3</sup>	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs <sup>3</sup>
October 1 - 31	1,231,868	\$ 20.74	1,230,394	\$ 214,001,430
November 1 - 30	1,723,139	\$ 18.89	1,722,246	\$ 181,474,975
December 1 - 31	1,295,639	\$ 20.25	1,285,000	\$ 155,459,545
Total	4,250,646	\$ 19.84	4,237,640	

1 Included shares of our common stock, par value \$0.10 per share, withheld under the terms of grants under employee stock-based compensation plans to offset tax withholding obligations that occurred upon vesting and release of restricted shares (the "Withheld Shares"). We repurchased 1,474 Withheld Shares in October 2017, 893 Withheld Shares in November 2017 and 10,639 Withheld Shares in December 2017, for a total of 13,006 Withheld Shares during the three-month period.

2 The average price per share for each of the months in the fiscal quarter and for the three-month period was calculated by dividing the sum of the applicable period of the aggregate value of the tax withholding obligations and the aggregate amount we paid for shares acquired under our share repurchase program, described in Note 5 to the Consolidated Financial Statements, by the sum of the number of Withheld Shares and the number of shares acquired in our share repurchase program.

3 In February 2017, the Board authorized a share repurchase program to repurchase from time to time up to \$300.0 million, excluding fees, of our common stock (the "2017 Share Repurchase Program"). On February 14, 2018, we announced that our Board had approved a new share repurchase program to repurchase from time to time up to \$300.0 million, excluding fees, of our common stock. The new authorization is in addition to any amounts remaining for repurchase under the 2017 Share Repurchase Program. There is no expiration date associated with the share repurchase programs.

Item 6. Selected Financial Data

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES

Selected Financial Data

(Amounts in Millions, Except Per Share Amounts and Ratios)

<u>Years ended December 31,</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
<b>Statement of Operations Data</b>					
Revenue	\$ 7,882.4	\$ 7,846.6	\$ 7,613.8	\$ 7,537.1	\$ 7,122.3
Salaries and related expenses <sup>1</sup>	5,068.1	5,035.1	4,854.8	4,820.4	4,545.5
Office and general expenses <sup>2</sup>	1,840.7	1,870.5	1,884.2	1,928.3	1,978.5
Operating income	973.6	941.0	874.8	788.4	598.3
Provision for income taxes <sup>3</sup>	281.9	198.0	282.8	216.5	181.2
Net income <sup>4</sup>	595.0	632.5	480.5	505.4	288.9
Net income available to IPG common stockholders <sup>4</sup>	579.0	608.5	454.6	477.1	259.2
Earnings per share available to IPG common stockholders:					
Basic <sup>5</sup>	\$ 1.49	\$ 1.53	\$ 1.11	\$ 1.14	\$ 0.62
Diluted <sup>5</sup>	\$ 1.46	\$ 1.49	\$ 1.09	\$ 1.12	\$ 0.61
Weighted-average number of common shares outstanding:					
Basic	389.6	397.9	408.1	419.2	421.1
Diluted	397.3	408.0	415.7	425.4	429.6
Dividends declared per common share	\$ 0.72	\$ 0.60	\$ 0.48	\$ 0.38	\$ 0.30
<b>Other Financial Data</b>					
Net cash provided by operating activities <sup>6</sup>	\$ 881.8	\$ 512.8	\$ 688.5	\$ 696.5	\$ 635.1
Ratios of earnings to fixed charges	4.3	4.2	4.1	3.8	2.6
<u>As of December 31,</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
<b>Balance Sheet Data</b>					
Cash and cash equivalents and marketable securities	\$ 791.0	\$ 1,100.6	\$ 1,509.7	\$ 1,667.2	\$ 1,642.1
Total assets	12,695.2	12,485.2	12,585.1	12,736.6	12,896.9
Total debt	1,372.5	1,690.3	1,745.1	1,705.5	1,640.8
Total liabilities	10,207.3	10,175.7	10,331.4	10,328.0	10,397.0
Total stockholders' equity	2,235.8	2,056.7	2,001.8	2,151.2	2,250.8

<sup>1</sup> As part of the adoption of FASB ASU 2017-07, we have reclassified a portion of postretirement costs from salaries and related expenses to other expense, net. The amounts reclassified were \$9.6, \$3.0, and \$2.9 for the years ended December 31, 2017, 2016 and 2015, respectively.

<sup>2</sup> The year ended December 31, 2013 included a charge of \$60.6 from the effects of restructuring and related costs.

<sup>3</sup> The year ended December 31, 2017 included a benefit of \$36.0 related to the net effect of the Tax Cuts and Jobs Act. The year ended December 31, 2016 included a net reversal of valuation allowances of \$12.2, a benefit of \$23.4 related to the conclusion and settlement of a tax examination of previous years and a benefit of \$44.6 related to refunds to be claimed on future amended U.S. federal returns. The year ended December 31, 2014 included a net reversal of valuation allowances of \$67.6.

<sup>4</sup> The years ended December 31, 2017, 2016 and 2015 included losses of \$16.7, \$39.0 and \$47.1, respectively, net of tax, on sales of businesses. The years ended December 31, 2014 and 2013 included losses of \$6.6 and \$28.3, respectively, net of tax, related to our early extinguishment of debt. The year ended December 31, 2013 included a loss of \$50.9, net of tax, from the effects of restructuring and related costs.

<sup>5</sup> Refer to "Earnings Per Share" in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for further detail on the basic and diluted earnings per share impacts for the years ended December 31, 2017, 2016 and 2015. Basic and diluted earnings per share for the year ended December 31, 2014 included a positive impact of \$0.16 per share from the net reversal of valuation allowances on deferred tax assets in Continental Europe. Basic and diluted earnings per share for the year ended December 31, 2014 also included a negative impact of \$0.01 and \$0.02 per share, respectively, from a loss on early extinguishment of debt, net of tax. Basic and diluted earnings per share for the year ended December 31, 2013 included a negative impact of \$0.12 and \$0.11 per share, respectively, from the effects of restructuring and related costs, net of tax, as well as a negative impact of \$0.06 per share from a loss on early extinguishment of debt, net of tax.

<sup>6</sup> We have revised our prior-period Consolidated Statements of Cash Flows to reflect the adoption of FASB ASU 2016-18.

**Management's Discussion and Analysis of Financial Condition and Results of Operations**  
(Amounts in Millions, Except Per Share Amounts)

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help you understand The Interpublic Group of Companies, Inc. and its subsidiaries (the "Company," "IPG," "we," "us" or "our"). MD&A should be read in conjunction with our Consolidated Financial Statements and the accompanying notes included in this report. Our MD&A includes the following sections:

EXECUTIVE SUMMARY provides a discussion about our strategic outlook, factors influencing our business and an overview of our results of operations and liquidity.

RESULTS OF OPERATIONS provides an analysis of the consolidated and segment results of operations for 2017 compared to 2016 and 2016 compared to 2015.

LIQUIDITY AND CAPITAL RESOURCES provides an overview of our cash flows, funding requirements, contractual obligations, financing and sources of funds, and debt credit ratings.

CRITICAL ACCOUNTING ESTIMATES provides a discussion of our accounting policies that require critical judgment, assumptions and estimates.

RECENT ACCOUNTING STANDARDS, by reference to Note 14 to the Consolidated Financial Statements, provides a discussion of certain accounting standards that have been adopted during 2017 or that have not yet been required to be implemented and may be applicable to our future operations.

**EXECUTIVE SUMMARY**

Our organic revenue increase in 2017 was driven by growth throughout most of our geographic regions, which was primarily a result of growth with existing clients. The growth in our domestic market was primarily driven by our media and advertising disciplines. Our international organic increase was primarily driven by strong growth within our media discipline, with notable contributions from Continental Europe and our Other region, primarily in Canada. The Asia Pacific region weighed on our international growth, mainly due to a challenging and competitive market within our advertising discipline. We continued to have increased growth in demand for our full range of services, including media, creative and marketing services across most of our regional markets. We carefully managed our operating expenses, which reflected investments made in our agencies to support our new business portfolio, service our existing clients and grow our capabilities.

Overall demand for our services by clients remains solid, though our growth slowed in 2017 relative to its strong pace in recent years due to challenging comparable performance over the last three years, and to caution on the part of some large marketers that characterized our industry in 2017. We continue to derive substantial benefit from our diversified client base, our global footprint and the broad range and strength of our professional offerings. We continued to enhance our businesses during 2017 by making investments in creative and strategic talent that emphasize our growth priorities: fast-growth digital marketing channels, high-growth geographic regions, creative talent and strategic world markets. We believe our continued investment in tools, technology and process improvements will create efficiencies in the delivery of our services.

We continued to enhance value to our shareholders through common stock dividends, share repurchases and improvements in our balance sheet. Basic earnings per share available to IPG common stockholders for the years ended December 31, 2017, 2016 and 2015 were \$1.49, \$1.53 and \$1.11 per share, respectively. Diluted earnings per share for the years ended December 31, 2017, 2016 and 2015 were \$1.46, \$1.49 and \$1.09 per share, respectively. Basic and diluted earnings per share for the year ended December 31, 2017 included a net positive impact of \$0.09 per share as a result of the Tax Cuts and Jobs Act as discussed in further detail in the *Income Taxes* section of our MD&A. Basic and diluted earnings per share for the year ended December 31, 2017 included a negative impact of \$0.04 per share from net losses on sales of businesses due to completed dispositions and the classification of certain assets as held for sale. Basic and diluted earnings per share for the year ended December 31, 2016 included a net positive impact of \$0.20 per share from various tax items as discussed in further detail in the *Income Taxes* section of our MD&A. Basic and diluted earnings per share for the years ended December 31, 2016 and 2015 included negative impacts of \$0.10 and \$0.12 per share, respectively, from net losses on sales of businesses due to completed dispositions and the classification of certain assets as held for sale.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
(Amounts in Millions, Except Per Share Amounts)

The following tables present a summary of financial performance for the year ended December 31, 2017, as compared with the same periods in 2016 and 2015.

% Increase / (Decrease)	Years ended December 31,			
	2017		2016	
	Total	Organic	Total	Organic
<b>Revenue</b>	0.5 %	1.8%	3.1 %	5.0%
<b>Salaries and related expenses</b>	0.7 %	2.0%	3.7 %	5.7%
<b>Office and general expenses</b>	(1.6)%	0.5%	(0.7)%	2.0%

	Years ended December 31,		
	2017	2016	2015
	<b>Operating margin</b>	12.4%	12.0 %
<b>Expenses as % of revenue:</b>			
Salaries and related expenses	64.3%	64.2 %	63.8%
Office and general expenses	23.4%	23.8 %	24.7%

<b>Net income available to IPG common stockholders</b>	\$ 579.0	\$ 608.5	\$ 454.6
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**Earnings per share available to IPG common stockholders:**

Basic	\$ 1.49	\$ 1.53	\$ 1.11
Diluted	\$ 1.46	\$ 1.49	\$ 1.09

When we analyze period-to-period changes in our operating performance, we determine the portion of the change that is attributable to changes in foreign currency rates and the net effect of acquisitions and divestitures, and the remainder we call organic change, which indicates how our underlying business performed. The performance metrics that we use to evaluate our results include the organic change in revenue, salaries and related expenses, and office and general expenses, and the components of operating expenses expressed as a percentage of total consolidated revenue. Additionally, in certain of our discussions we analyze revenue by geographic region and also by business sector, in which we focus on our top 100 clients, which typically constitute approximately 55% to 60% of our annual consolidated revenues.

The change in our operating performance attributable to changes in foreign currency rates is determined by converting the prior-period reported results using the current-period exchange rates and comparing these prior-period adjusted amounts to the prior-period reported results. Although the U.S. Dollar is our reporting currency, a substantial portion of our revenues and expenses are generated in foreign currencies. Therefore, our reported results are affected by fluctuations in the currencies in which we conduct our international businesses. Our exposure is mitigated as the majority of our revenues and expenses in any given market are generally denominated in the same currency. Both positive and negative currency fluctuations against the U.S. Dollar affect our consolidated results of operations, and the magnitude of the foreign currency impact on us related to each geographic region depends on the significance and operating performance of the region. The foreign currency that most adversely impacted our results during 2017 was the British Pound Sterling, partially offset by the Brazilian Real and South African Rand.

For purposes of analyzing changes in our operating performance attributable to the net effect of acquisitions and divestitures, transactions are treated as if they occurred on the first day of the quarter during which the transaction occurred. During the past few years, we have acquired companies that we believe will enhance our offerings and disposed of businesses that are not consistent with our strategic plan. See Note 4 to the Consolidated Financial Statements for additional information on our acquisitions.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**RESULTS OF OPERATIONS**
**Consolidated Results of Operations**
**REVENUE**

Our revenue is directly impacted by the retention and spending levels of existing clients and by our ability to win new clients. Most of our expenses are recognized ratably throughout the year and are therefore less seasonal than revenue. Our revenue is typically lowest in the first quarter and highest in the fourth quarter. This reflects the seasonal spending of our clients, incentives earned at year end on various contracts and project work completed that is typically recognized during the fourth quarter. In the events marketing business, revenues can fluctuate due to the timing of completed projects, as revenue is typically recognized when the project is complete. When we act as principal for these projects, we record the gross amount billed to the client as revenue, and the related costs are incurred as pass-through costs in office and general expenses.

	Year ended December 31, 2016	Components of Change			Year ended December 31, 2017	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 7,846.6	\$ (2.8)	\$ (100.3)	\$ 138.9	\$ 7,882.4	1.8 %	0.5 %
<b>Domestic</b>	4,684.8	0.0	(71.4)	100.9	4,714.3	2.2 %	0.6 %
<b>International</b>	3,161.8	(2.8)	(28.9)	38.0	3,168.1	1.2 %	0.2 %
United Kingdom	695.7	(36.4)	14.9	7.6	681.8	1.1 %	(2.0)%
Continental Europe	699.8	9.5	(17.5)	24.3	716.1	3.5 %	2.3 %
Asia Pacific	923.0	3.0	2.5	(14.9)	913.6	(1.6)%	(1.0)%
Latin America	372.7	14.9	(31.4)	(0.3)	355.9	(0.1)%	(4.5)%
Other	470.6	6.2	2.6	21.3	500.7	4.5 %	6.4 %

During 2017, our revenue increased by \$35.8, or 0.5%, compared to 2016, comprised of an organic revenue increase of \$138.9, or 1.8%, partially offset by the effect of net divestitures of \$100.3 and an adverse foreign currency rate impact of \$2.8. Our organic revenue increase was primarily attributable to growth within the healthcare, auto, government and industrials sectors, partially offset by decreases in the technology and telecom and the consumer packaged goods sectors. The organic increase in our domestic market was mainly driven by strong growth at our media and advertising businesses, partially offset by weakness in our public relations and digital specialist agencies. In our international markets, the organic revenue increase was primarily driven by growth at our media businesses and public relations agencies across all regions and our advertising businesses in the United Kingdom, partially offset by decreases at our advertising businesses in the Asia Pacific and Latin America regions and our events business in the United Kingdom, primarily as a result of certain projects where we no longer act as principal.

	Year ended December 31, 2015	Components of Change			Year ended December 31, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 7,613.8	\$ (159.7)	\$ 15.3	\$ 377.2	\$ 7,846.6	5.0%	3.1 %
<b>Domestic</b>	4,475.5	0.0	14.2	195.1	4,684.8	4.4%	4.7 %
<b>International</b>	3,138.3	(159.7)	1.1	182.1	3,161.8	5.8%	0.7 %
United Kingdom	687.7	(77.8)	27.6	58.2	695.7	8.5%	1.2 %
Continental Europe	697.2	(8.1)	(29.2)	39.9	699.8	5.7%	0.4 %
Asia Pacific	916.9	(13.4)	3.8	15.7	923.0	1.7%	0.7 %
Latin America	383.5	(43.5)	(14.0)	46.7	372.7	12.2%	(2.8)%
Other	453.0	(16.9)	12.9	21.6	470.6	4.8%	3.9 %

During 2016, our revenue increased by \$232.8, or 3.1%, compared to 2015, comprised of an organic revenue increase of \$377.2, or 5.0%, and the effect of net acquisitions of \$15.3, partially offset by an adverse foreign currency rate impact of \$159.7. Our organic revenue increase was throughout all geographic regions, attributable to a combination of higher spending from existing clients and net client wins in most client sectors, notably in the healthcare and technology and telecom sectors. The organic increase in our domestic market was driven by growth across nearly all disciplines, most notably at our digital specialist agencies and advertising businesses. In our international markets, the organic revenue increase was driven by growth across all disciplines, most notably at our media businesses in all geographic regions, primarily in Continental Europe, led by Germany, as well as our events business, where we had an increase in the United Kingdom offset by a decrease in the Asia Pacific region. Also contributing to our international organic revenue increase were our digital specialist agencies, primarily in the Latin America

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region and the Other region, led by Canada, and our public relations agencies, primarily in the United Kingdom and the Asia Pacific region.

Refer to the segment discussion later in this MD&A for information on changes in revenue by segment.

**OPERATING EXPENSES**

	Years ended December 31,					
	2017		2016		2015	
	\$	% of Revenue	\$	% of Revenue	\$	% of Revenue
Salaries and related expenses	\$ 5,068.1	64.3%	\$ 5,035.1	64.2%	\$ 4,854.8	63.8%
Office and general expenses	1,840.7	23.4%	1,870.5	23.8%	1,884.2	24.7%
<b>Total operating expenses</b>	<b>\$ 6,908.8</b>		<b>\$ 6,905.6</b>		<b>\$ 6,739.0</b>	
Operating income	\$ 973.6	12.4%	\$ 941.0	12.0%	\$ 874.8	11.5%

In 2017, our operating margin expanded to 12.4% from 12.0% in 2016, mainly driven by an increase in revenue of 0.5%, partially offset by a slight increase in total operating expenses. In 2016, our change in revenue of 3.1% from 2015 outpaced an increase in total operating expenses of 2.5%, resulting in operating margin expansion to 12.0% from 11.5%. Our operating income grew 3.5% in 2017 to \$973.6, and 7.6% in 2016 to \$941.0.

**Salaries and Related Expenses**

Salaries and related expenses consist of payroll costs, employee performance incentives, including annual bonus and long-term incentive awards, costs for temporary workers, severance and other benefits associated with client service professional staff and administrative staff. Salaries and related expenses do not vary significantly with short-term changes in revenue levels; however, salaries may fluctuate due to the timing of the hiring of personnel, including freelancers, to support revenue growth and changes in the performance levels and types of employee incentive awards. Additionally, we may take severance actions in areas where we have or anticipate decreases in operating performance or to enhance our teams or leadership. Changes in our incentive awards mix can impact future-period expense, as annual bonus awards are expensed during the year in which they are earned, and long-term incentive awards are expensed over the performance period, generally three years. Factors impacting long-term incentive awards are the actual number of awards vesting, assumptions regarding forfeiture rates, the change in our stock price, actual results and changes to our projected results, which could impact the achievement of certain performance targets.

	Components of Change					Change		
	Prior Year Amount	Foreign Currency	Net Acquisitions/ (Divestitures)		Organic	Total Amount	Organic	Total
			\$	\$				
<b>2016 - 2017</b>	\$ 5,035.1	\$ (4.1)	\$ (65.2)	\$ 102.3	\$ 5,068.1	2.0%	0.7%	
<b>2015 - 2016</b>	4,854.8	(99.7)	2.2	277.8	5,035.1	5.7%	3.7%	

Salaries and related expenses in 2017 increased by \$33.0 compared to 2016, due to an organic increase of \$102.3, partially offset by the effect of net divestitures of \$65.2 and a favorable foreign currency rate impact of \$4.1. The organic increase was primarily attributable to an increase in base salaries, benefits and tax, partially offset by lower incentive expense and a decrease in acquisition-related contractual compensation, which is classified within all other salaries and related expenses in the table below. Our staff cost ratio, defined as salaries and related expenses as a percentage of total consolidated revenue, slightly increased in 2017 to 64.3% from 64.2% when compared to the prior year.

Salaries and related expenses in 2016 increased by \$180.3 compared to 2015, due to an organic increase of \$277.8 and the effect of net acquisitions of \$2.2, partially offset by a favorable foreign currency rate impact of \$99.7. The organic increase was primarily attributable to an increase in base salaries, benefits and tax as a result of increases in our workforce at businesses and in regions where we had revenue growth or new business wins over the last twelve months, and higher long-term incentive awards expense, as a result of improved financial performance. Our staff cost ratio increased in 2016 to 64.2% from 63.8% in 2015.

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The following table details our staff cost ratio.

	Years ended December 31,		
	2017	2016	2015
<b>Salaries and related expenses</b>	<b>64.3%</b>	<b>64.2%</b>	<b>63.8%</b>
Base salaries, benefits and tax	53.9%	52.6%	52.6%
Incentive expense	3.3%	4.0%	3.7%
Severance expense	0.9%	0.9%	0.9%
Temporary help	3.7%	3.7%	3.6%
All other salaries and related expenses	2.5%	3.0%	3.0%

**Office and General Expenses**

Office and general expenses primarily include rent expense, professional fees, certain expenses incurred by our staff in servicing our clients and depreciation and amortization costs. Office and general expenses also include costs directly attributable to client engagements, including production costs, out-of-pocket costs such as travel for client service staff and other direct costs that are rebilled to our clients. Production expenses can vary significantly between periods depending upon the timing of completion of certain projects where we act as principal, which could impact trends between various periods in the future.

	Components of Change				Change		
	Prior Year Amount	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	Total Amount	Organic	Total
<b>2016 - 2017</b>	\$ 1,870.5	\$ (2.5)	\$ (36.7)	\$ 9.4	\$ 1,840.7	0.5%	(1.6)%
<b>2015 - 2016</b>	1,884.2	(43.6)	(8.7)	38.6	1,870.5	2.0%	(0.7)%

Office and general expenses in 2017 decreased by \$29.8 compared to 2016, comprised of an organic increase of \$9.4, the effect of net divestitures of \$36.7 and a favorable foreign currency rate impact of \$2.5. The organic increase was primarily attributable to higher occupancy costs, partially offset by decreases in adjustments to contingent acquisition obligations as compared to the prior year and lower production expenses related to pass-through costs. Our office and general expense ratio, defined as office and general expenses as a percentage of total consolidated revenue, decreased in 2017 to 23.4% from 23.8% in 2016.

Office and general expenses in 2016 decreased by \$13.7 compared to 2015, comprised of an organic increase of \$38.6, a favorable foreign currency rate impact of \$43.6 and the effect of net divestitures of \$8.7. The organic increase was attributable to higher occupancy costs as well as increases in adjustments to contingent acquisition obligations, partially offset by lower production expenses related to pass-through costs, which are also reflected in revenue, for certain projects that decreased in size or did not recur during 2016. Our office and general expense ratio decreased in 2016 to 23.8% from 24.7% in 2015.

The following table details our office and general expense ratio. All other office and general expenses primarily include production expenses, and, to a lesser extent, depreciation and amortization, bad debt expense, adjustments to contingent acquisition obligations, foreign currency losses (gains), spending to support new business activity, net restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.

	Years ended December 31,		
	2017	2016	2015
<b>Office and general expenses</b>	<b>23.4%</b>	<b>23.8%</b>	<b>24.7%</b>
Professional fees	1.6%	1.5%	1.6%
Occupancy expense (excluding depreciation and amortization)	6.6%	6.5%	6.3%
Travel & entertainment, office supplies and telecommunications	2.9%	3.1%	3.3%
All other office and general expenses	12.3%	12.7%	13.5%

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**(Amounts in Millions, Except Per Share Amounts)**

**EXPENSES AND OTHER INCOME**

	Years ended December 31,		
	2017	2016	2015
Cash interest on debt obligations	\$ (81.9)	\$ (78.4)	\$ (74.6)
Non-cash interest	(8.9)	(12.2)	(11.2)
Interest expense	(90.8)	(90.6)	(85.8)
Interest income	19.4	20.1	22.8
Net interest expense	(71.4)	(70.5)	(63.0)
Other expense, net	(26.2)	(40.3)	(49.6)
Total (expenses) and other income	\$ (97.6)	\$ (110.8)	\$ (112.6)

**Net Interest Expense**

For 2017, net interest expense increased by \$0.9 as compared to 2016. For 2016, net interest expense increased by \$7.5 as compared to 2015, primarily due to increased cash interest expense from uncommitted credit lines in order to meet working capital needs.

**Other Expense, net**

Results of operations include certain items that are not directly associated with our revenue-producing operations.

	Years ended December 31,		
	2017	2016	2015
Net losses on sales of businesses	\$ (24.1)	\$ (41.4)	\$ (50.0)
Other	(2.1)	1.1	0.4
Total other expense, net	\$ (26.2)	\$ (40.3)	\$ (49.6)

*Net losses on sales of businesses* – During 2017, the amounts recognized were primarily related to sales of businesses and the classification of certain assets and liabilities, consisting primarily of cash, accounts receivable and accounts payable, as held for sale within our Integrated Agency Networks ("IAN") operating segment. The businesses held for sale as of year end primarily represent unprofitable, non-strategic agencies which are expected to be sold within the next twelve months. During 2016, the amounts recognized were related to sales of businesses and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, as held for sale within both our IAN and Constituency Management Group ("CMG") segments. During 2015, the amounts recognized were related to sales of businesses within both our IAN and CMG segments and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, as held for sale within our IAN segment.

**INCOME TAXES**

	Years ended December 31,		
	2017	2016	2015
Income before income taxes	\$ 876.0	\$ 830.2	\$ 762.2
Provision for income taxes	\$ 281.9	\$ 198.0	\$ 282.8
Effective income tax rate	32.2%	23.8%	37.1%

**The 2017 U.S. Tax Cuts and Jobs Act**

Our tax rates are affected by many factors, including our worldwide earnings from various countries, changes in legislation and tax characteristics of our income. Public Law 115-97, commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"), was enacted on December 22, 2017. The Tax Act legislated many new tax provisions which have impacted our operations, including the reduction of the U.S. federal income tax rate from 35.0% to 21.0%, effective in 2018, a current tax on the deemed repatriation of unremitted foreign earnings and a U.S tax exemption for future distributions of certain foreign earnings.

U.S. GAAP requires the income tax accounting effect of a change in tax law, including the effects on current and deferred income taxes, to be reflected in the period in which such law is enacted. The SEC issued Staff Accounting Bulletin No. 118 ("SAB 118") on December 22, 2017, which acknowledges that the information necessary to determine such income tax effects may not be sufficiently available, prepared or analyzed in reasonable detail to complete the accounting under U.S. GAAP. SAB 118 allows

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for the reporting of provisional amounts for those specific tax effects for which a reasonable estimate can be made, and for no amounts to be recorded where a reasonable estimate cannot be made. Any subsequent adjustments to reported amounts will be made over the measurement period, which begins in the reporting period that includes the Tax Act's enactment date and ends when an entity has obtained, prepared and analyzed the information that is needed in order to complete the accounting requirements under U.S. GAAP, not to exceed one year from the enactment date.

We have reasonably estimated the tax effect of re-measuring our deferred tax balances and reserves at year end to reflect the tax effect of the reversal of such deferred tax balances in future periods during which the U.S. federal income tax rate will be 21.0%. We have recorded a decrease related to deferred tax assets and deferred tax liabilities, with a corresponding provisional net benefit to our deferred income taxes of \$104.7. The Tax Act's various changes to the treatment of fixed assets and deferred compensation are sufficiently complex to conclude that an adjustment may be necessary.

The Tax Act also imposes a tax on certain unremitted foreign earnings at various tax rates. We have reasonably estimated the tax effect of this deemed repatriation of unremitted foreign earnings and have recorded tax expense of \$62.3 as a provisional amount due to the fact that necessary information could not be attained, prepared or analyzed on a timely basis to be able to complete the calculations. The complexity of the rules and the comprehensive data requirements will likely result in some adjustment to the provisional amount. The Company expects to pay this amount over the next eight years, as further detailed in the *Liquidity and Capital Resources* section of our Management's Discussion and Analysis of Financial Condition and Results of Operations.

Additionally, the Tax Act imposes a new tax on certain foreign earnings generated in 2018 and forward. We are continuing to evaluate these global intangible low-taxed income ("GILTI") tax rules, which are extremely complex. U.S. GAAP allows us to choose between an accounting policy which treats the U.S. tax under GILTI provisions as either a current expense, as incurred, or as a component of the Company's measurement of deferred taxes. We are not able to reasonably estimate the effect of the GILTI rules due to the significant complexity of the rules and the fact that the information necessary could not be attained, prepared or analyzed on a timely basis. Therefore, we have not made any adjustment related to the potential GILTI tax and have not made a policy decision regarding whether to record deferred taxes thereon.

Finally, as per interpretive guidance issued by the U.S. Treasury on February 13, 2018, a tax benefit of \$31.2, which was recorded during the third quarter of 2017, was reversed during the fourth quarter of 2017 due to the enactment of the Tax Act.

#### ***Effective Tax Rate***

In 2017, our effective income tax rate of 32.2% was positively impacted by a net benefit of \$36.0 as a result of the Tax Act, the primary impacts of which are discussed above, as well as excess tax benefits on employee share-based payments, partially offset by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances.

In 2016, our effective income tax rate of 23.8% was positively impacted by a benefit of \$44.6 related to refunds to be claimed on future amended U.S. federal returns for tax years 2014 and 2015 primarily related to foreign tax credits and, to a lesser extent, research and development credits based on the conclusion of multi-year studies; the settlement of 2011 and 2012 income tax audits, which included the recognition of certain previously unrecognized tax benefits of \$23.4; the reversal of valuation allowances of \$12.2 as a consequence of the disposition of certain businesses in Continental Europe; excess tax benefits on employee share-based payments; and various changes in state income tax laws as well as the recognition of previously unrecognized state tax benefits as a result of a lapse in statute of limitations. The positive impacts to our tax rates were partially offset by a revaluation of deferred tax assets as a result of a statutory tax rate change in Continental Europe, losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances and by losses on sales of businesses for which we did not receive a full tax benefit.

In 2015, our effective income tax rate of 37.1% was negatively impacted primarily by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances and from the losses on sales of businesses for which we did not receive a full tax benefit. The negative impacts to our tax rates were partially offset by the recognition of previously unrecognized tax benefits as a result of the reversal of valuation allowances in Continental Europe and the settlement of a 2010 income tax audit.

See Note 7 to the Consolidated Financial Statements for further information.

#### ***EARNINGS PER SHARE***

Basic earnings per share available to IPG common stockholders for the years ended December 31, 2017, 2016 and 2015 were \$1.49, \$1.53 and \$1.11 per share, respectively. Diluted earnings per share for the years ended December 31, 2017, 2016 and 2015 were \$1.46, \$1.49 and \$1.09 per share, respectively.

Basic and diluted earnings per share for the year ended December 31, 2017 included a negative impact of \$0.04 per share from losses on sales of businesses and the classification of certain assets as held for sale, offset by a net positive impact of \$0.09

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per share as a result of the Tax Act. Further information on the impacts of the Tax Act is included in the *Income Taxes* section of this MD&A and Note 7 of the Company's Consolidated Financial Statements. Basic and diluted earnings per share for the year ended December 31, 2016 included a net positive impact of \$0.20 per share from the various tax items previously quantified in the *Income Taxes* section of this MD&A, partially offset by a negative impact of \$0.10 per share from losses on sales of businesses due to completed dispositions and the classification of certain assets as held for sale. Basic and diluted earnings per share for the year ended December 31, 2015 included a negative impact of \$0.12 per share from losses on sales of businesses due to completed dispositions and the classification of certain assets as held for sale.

**Segment Results of Operations**

As discussed in Note 12 to the Consolidated Financial Statements, we have two reportable segments as of December 31, 2017: IAN and CMG. We also report results for the "Corporate and other" group.

**IAN**

**REVENUE**

	Year ended December 31, 2016	Components of Change			Year ended December 31, 2017	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 6,319.4	\$ 6.5	\$ (67.7)	\$ 139.1	\$ 6,397.3	2.2%	1.2%
<b>Domestic</b>	3,688.7	0.0	(50.4)	104.8	3,743.1	2.8%	1.5%
<b>International</b>	2,630.7	6.5	(17.3)	34.3	2,654.2	1.3%	0.9%

During 2017, IAN revenue increased by \$77.9 compared to 2016, comprised of an organic revenue increase of \$139.1 and a favorable foreign currency rate impact of \$6.5, partially offset by the effect of net divestitures of \$67.7. The organic revenue increase was primarily attributable to growth within the healthcare sector, partially offset by decreases in the financial services and technology and telecom sectors. The organic increase in our domestic market was mainly driven by strong growth at our media and advertising businesses, partially offset by a decline within our digital specialist agencies. In our international markets, the organic increase was primarily driven by strong growth at our media businesses across all regions, most notably in Canada within our Other region and in Germany, as well as our advertising businesses in the United Kingdom, partially offset by decreases at our advertising businesses in the Asia Pacific and Latin America regions. The organic growth in our media and advertising businesses was also positively impacted by the achievement of contractual performance-related incentives.

	Year ended December 31, 2015	Components of Change			Year ended December 31, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 6,145.4	\$ (128.8)	\$ (21.7)	\$ 324.5	\$ 6,319.4	5.3%	2.8%
<b>Domestic</b>	3,520.8	0.0	(7.7)	175.6	3,688.7	5.0%	4.8%
<b>International</b>	2,624.6	(128.8)	(14.0)	148.9	2,630.7	5.7%	0.2%

During 2016, IAN revenue increased by \$174.0 compared to 2015, comprised of an organic revenue increase of \$324.5, partially offset by an adverse foreign currency rate impact of \$128.8 and the effect of net divestitures of \$21.7. The organic revenue increase was primarily attributable to a combination of higher spending and net client wins in most client sectors, most notably in the healthcare sector. The organic revenue increase in our domestic market was driven by growth across all disciplines, most notably at our digital specialist agencies and advertising businesses. The international organic revenue increase was driven by growth across all disciplines, most notably at our media businesses in all geographic regions, primarily in Continental Europe, led by Germany, and our Other region, primarily in Canada, and our digital specialist agencies in the Latin America region and Canada.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**SEGMENT OPERATING INCOME**

	Years ended December 31,			Change	
	2017	2016	2015	2017 vs 2016	2016 vs 2015
<b>Segment operating income</b>	\$ 907.4	\$ 898.2	\$ 850.3	1.0%	5.6%
<b>Operating margin</b>	14.2%	14.2%	13.8%		

Operating income increased during 2017 when compared to 2016, due to an increase in revenue of \$77.9, as discussed above, and a decrease in office and general expenses of \$4.0, partially offset by an increase in salaries and related expenses of \$72.7. The increase in salaries and related expenses was primarily due to an increase in base salaries, benefits and tax, partially offset by lower incentive expense. The decrease in office and general expenses was attributable to lower production expenses related to pass-through costs, which are also reflected in revenue, and a gain on the sale of an asset, partially offset by higher occupancy costs.

Operating income increased during 2016 when compared to 2015 due to an increase in revenue of \$174.0, as discussed above, and a decrease in office and general expenses of \$2.7, partially offset by an increase in salaries and related expenses of \$128.8. The increase in salaries and related expenses was primarily due to an increase in base salaries, benefits and tax as well as temporary help, primarily attributable to increases in our workforce at businesses and in regions where we had revenue growth or new business wins over the last twelve months. The decrease in office and general expenses was attributable to lower charges for contingencies and lower professional consulting fees, partially offset by higher occupancy costs and increases in adjustments to contingent acquisition obligations as compared to the prior year.

**CMG**

**REVENUE**

	Year ended December 31, 2016	Components of Change			Year ended December 31, 2017	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 1,527.2	\$ (9.3)	\$ (32.6)	\$ (0.2)	\$ 1,485.1	0.0 %	(2.8)%
<b>Domestic</b>	996.1	0.0	(21.0)	(3.9)	971.2	(0.4)%	(2.5)%
<b>International</b>	531.1	(9.3)	(11.6)	3.7	513.9	0.7 %	(3.2)%

During 2017, CMG revenue decreased by \$42.1 compared to 2016, comprised of a slight decrease in organic revenue of \$0.2, the effect of net divestitures of \$32.6 and an adverse foreign currency rate impact of \$9.3. The organic revenue decrease in our domestic market was mainly driven by decreases in our public relations agencies and branding businesses, partially offset by growth at our sports marketing businesses. In our international markets, the organic increase was primarily driven by growth at our public relations and sports marketing businesses across all regions, partially offset by a decrease in pass-through revenue related to certain projects where we acted as principal that decreased in size or did not recur in our events business in 2017, most notably in the United Kingdom, the impact of which is also reflected as a comparable reduction in office and general expenses.

	Year ended December 31, 2015	Components of Change			Year ended December 31, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 1,468.4	\$ (30.9)	\$ 37.0	\$ 52.7	\$ 1,527.2	3.6%	4.0%
<b>Domestic</b>	954.7	0.0	21.9	19.5	996.1	2.0%	4.3%
<b>International</b>	513.7	(30.9)	15.1	33.2	531.1	6.5%	3.4%

During 2016, CMG revenue increased by \$58.8 compared to 2015, comprised of an organic revenue increase of \$52.7 and the effect of net acquisitions of \$37.0, largely offset by an adverse foreign currency rate impact of \$30.9. The organic revenue increase in our international markets was driven by our public relations businesses, primarily in the Asia Pacific region, as well as our events business, where we had an increase in the United Kingdom offset by a decrease in the Asia Pacific region. The domestic organic revenue increase was primarily attributable to an increase in our public relations businesses, primarily in the technology and telecom and healthcare sectors, offset by a decline in our events marketing business.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
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**SEGMENT OPERATING INCOME**

	Years ended December 31,			Change	
	2017	2016	2015	2017 vs 2016	2016 vs 2015
<b>Segment operating income</b>	\$ 192.8	\$ 190.0	\$ 166.3	1.5%	14.3%
<b>Operating margin</b>	13.0%	12.4%	11.3%		

Operating income increased during 2017 when compared to 2016, comprised of a decrease in revenue of \$42.1, as discussed above, a decrease in salaries and related expenses of \$28.0 and a decrease in office and general expenses of \$16.9. The decrease in salaries and related expenses was primarily due to lower discretionary bonuses and incentive expense as well as a decrease in base salaries, benefits and tax. The decrease in office and general expenses was primarily due to decreases in adjustments to contingent acquisition obligations, as compared to the prior year.

Operating income increased during 2016 when compared to 2015 due to an increase in revenue of \$58.8, as discussed above, and a decrease in office and general expenses of \$3.7, partially offset by an increase in salaries and related expenses of \$38.8. The increase in salaries and related expenses was attributable to an increase in base salaries, benefits and tax primarily due to increases in our workforce to support business growth over the last twelve months. The decrease in office and general expenses was primarily due to lower production expenses related to pass-through costs, which are also reflected in revenue, for certain projects in which we acted as principal that decreased in size or did not recur during the current year.

**CORPORATE AND OTHER**

Certain corporate and other charges are reported as a separate line item within total segment operating income and include corporate office expenses, as well as shared service center and certain other centrally managed expenses that are not fully allocated to operating divisions. Salaries and related expenses include salaries, long-term incentives, annual bonuses and other miscellaneous benefits for corporate office employees. Office and general expenses primarily include professional fees related to internal control compliance, financial statement audits and legal, information technology and other consulting services that are engaged and managed through the corporate office. Office and general expenses also include rental expense and depreciation of leasehold improvements for properties occupied by corporate office employees. A portion of centrally managed expenses are allocated to operating divisions based on a formula that uses the planned revenues of each of the operating units. Amounts allocated also include specific charges for information technology-related projects, which are allocated based on utilization.

Corporate and other expenses decreased during 2017 by \$20.6 to \$126.6 compared to 2016, primarily due to lower annual incentive expense. Corporate and other expenses increased during 2016 by \$5.4 to \$147.2 compared to 2015.

**LIQUIDITY AND CAPITAL RESOURCES**

**CASH FLOW OVERVIEW**

The following tables summarize key financial data relating to our liquidity, capital resources and uses of capital.

<b>Cash Flow Data</b>	Years ended December 31,		
	2017	2016	2015
Net income, adjusted to reconcile to net cash provided by operating activities <sup>1</sup>	\$ 887.3	\$ 1,023.2	\$ 848.8
Net cash used in working capital <sup>2</sup>	(29.9)	(414.9)	(99.9)
Changes in other non-current assets and liabilities	24.4	(95.5)	(60.4)
Net cash provided by operating activities	\$ 881.8	\$ 512.8	\$ 688.5
Net cash used in investing activities	(196.2)	(263.9)	(199.7)
Net cash used in financing activities	(1,004.9)	(666.4)	(490.9)

<sup>1</sup> Reflects net income adjusted primarily for depreciation and amortization of fixed assets and intangible assets, amortization of restricted stock and other non-cash compensation, net losses on sales of businesses and deferred income taxes.

<sup>2</sup> Reflects changes in accounts receivable, expenditures billable to clients, other current assets, accounts payable and accrued liabilities.

*Operating Activities*

Due to the seasonality of our business, we typically use cash from working capital in the first nine months of a year, with the largest impact in the first quarter, and generate cash from working capital in the fourth quarter, driven by the seasonally strong media spending by our clients. Quarterly and annual working capital results are impacted by the fluctuating annual media spending budgets of our clients as well as their changing media spending patterns throughout each year across various countries.

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The timing of media buying on behalf of our clients across various countries affects our working capital and operating cash flow and can be volatile. In most of our businesses, our agencies enter into commitments to pay production and media costs on behalf of clients. To the extent possible, we pay production and media charges after we have received funds from our clients. The amounts involved, which substantially exceed our revenues, primarily affect the level of accounts receivable, expenditures billable to clients, accounts payable and accrued liabilities. Our assets include both cash received and accounts receivable from clients for these pass-through arrangements, while our liabilities include amounts owed on behalf of clients to media and production suppliers. Our accrued liabilities are also affected by the timing of certain other payments. For example, while annual cash incentive awards are accrued throughout the year, they are generally paid during the first quarter of the subsequent year.

Net cash provided by operating activities during 2017 was \$881.8, which was an increase of \$369.0 as compared to 2016, primarily as a result of an improvement in working capital usage of \$385.0. Working capital in 2017 benefited from the spending patterns of our clients compared to 2016.

Net cash provided by operating activities during 2016 was \$512.8, which was a decrease of \$175.7 as compared to 2015, primarily as a result of an increase in working capital usage of \$315.0. Our net working capital usage in 2016 was primarily attributable to our media businesses and the shifting of several clients' media spending budgets into the third quarter from the fourth quarter in 2016, and the corresponding payments to media suppliers thereafter.

*Investing Activities*

Net cash used in investing activities during 2017 primarily consisted of payments for capital expenditures of \$155.9, related mostly to leasehold improvements and computer hardware and software.

Net cash used in investing activities during 2016 primarily consisted of payments for capital expenditures of \$200.7, related mostly to leasehold improvements and computer hardware and software, and payments for acquisitions of \$52.0, net of cash acquired.

*Financing Activities*

Net cash used in financing activities during 2017 was primarily driven by the redemption of all \$300.0 in aggregate principal amount of the 2.25% Senior Notes due 2017, the repurchase of 13.7 shares of our common stock for an aggregate cost of \$300.1, including fees, and the payment of dividends of \$280.3.

Net cash used in financing activities during 2016 was primarily driven by the repurchase of 13.3 shares of our common stock for an aggregate cost of \$303.3, including fees, and the payment of dividends of \$238.4.

*Foreign Exchange Rate Changes*

The effect of foreign exchange rate changes on cash, cash equivalents and restricted cash included in the Consolidated Statements of Cash Flows resulted in an increase of \$16.8 in 2017, primarily a result of the Australian Dollar strengthening against the U.S. Dollar as of December 31, 2017 compared to December 31, 2016.

The effect of foreign exchange rate changes on cash, cash equivalents and restricted cash included in the Consolidated Statements of Cash Flows resulted in an increase of \$11.6 in 2016, primarily a result of the Brazilian Real strengthening against the U.S. Dollar as of December 31, 2016 compared to December 31, 2015.

<b>Balance Sheet Data</b>	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Cash, cash equivalents and marketable securities	\$ 791.0	\$ 1,100.6
Short-term borrowings	\$ 84.9	\$ 85.7
Current portion of long-term debt	2.0	323.9
Long-term debt	1,285.6	1,280.7
Total debt	<u>\$ 1,372.5</u>	<u>\$ 1,690.3</u>

**LIQUIDITY OUTLOOK**

We expect our cash flow from operations and existing cash and cash equivalents to be sufficient to meet our anticipated operating requirements at a minimum for the next twelve months. We also have a committed corporate credit facility, uncommitted lines of credit and a commercial paper program available to support our operating needs. We continue to maintain a disciplined approach to managing liquidity, with flexibility over significant uses of cash, including our capital expenditures, cash used for new acquisitions, our common stock repurchase program and our common stock dividends.

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From time to time, we evaluate market conditions and financing alternatives for opportunities to raise additional funds or otherwise improve our liquidity profile, enhance our financial flexibility and manage market risk. Our ability to access the capital markets depends on a number of factors, which include those specific to us, such as our credit ratings, and those related to the financial markets, such as the amount or terms of available credit. There can be no guarantee that we would be able to access new sources of liquidity, or continue to access existing sources of liquidity, on commercially reasonable terms, or at all.

#### *Funding Requirements*

Our most significant funding requirements include our operations, non-cancelable operating lease obligations, capital expenditures, acquisitions, common stock dividends, taxes and debt service. Additionally, we may be required to make payments to minority shareholders in certain subsidiaries if they exercise their options to sell us their equity interests.

Notable funding requirements include:

- Debt service – As of December 31, 2017, we had outstanding short-term borrowings of \$84.9 from our uncommitted lines of credit used primarily to fund seasonal working capital needs. The remainder of our debt is primarily long-term, with maturities scheduled through 2024. See the table below for the maturity schedule of our long-term debt.
- Acquisitions – We paid cash of \$29.7, net of cash acquired of \$7.1, for acquisitions completed in 2017. We also paid \$0.9 in up-front payments and \$100.8 in deferred payments for prior-year acquisitions as well as ownership increases in our consolidated subsidiaries. In addition to potential cash expenditures for new acquisitions, we expect to pay approximately \$42.0 in 2018 related to prior acquisitions. We may also be required to pay approximately \$33.0 in 2018 related to put options held by minority shareholders if exercised. We will continue to evaluate strategic opportunities to grow and continue to strengthen our market position, particularly in our digital and marketing services offerings, and to expand our presence in high-growth and key strategic world markets.
- Dividends – During 2017, we paid four quarterly cash dividends of \$0.18 per share on our common stock, which corresponded to aggregate dividend payments of \$280.3. On February 14, 2018, we announced that our Board of Directors (the "Board") had declared a common stock cash dividend of \$0.21 per share, payable on March 15, 2018 to holders of record as of the close of business on March 1, 2018. Assuming we pay a quarterly dividend of \$0.21 per share and there is no significant change in the number of outstanding shares as of December 31, 2017, we would expect to pay approximately \$320.0 over the next twelve months.

The following summarizes our estimated contractual cash obligations and commitments as of December 31, 2017 and their effect on our liquidity and cash flow in future periods.

	Years ended December 31,						
	2018	2019	2020	2021	2022	Thereafter	Total
Long-term debt <sup>1</sup>	\$ 2.0	\$ 3.1	\$ 1.0	\$ 0.0	\$ 247.6	\$ 1,033.9	\$ 1,287.6
Interest payments on long-term debt <sup>1</sup>	52.0	52.0	52.0	52.0	43.7	29.5	281.2
Non-cancelable operating lease obligations <sup>2</sup>	330.8	308.3	282.8	250.0	203.3	726.7	2,101.9
Contingent acquisition payments <sup>3</sup>	79.0	53.9	79.0	34.7	11.4	10.4	268.4
Uncertain tax positions <sup>4</sup>	33.9	166.7	24.5	20.5	5.8	20.5	271.9
Deemed mandatory repatriation tax <sup>5</sup>	7.3	4.8	4.8	4.8	4.8	35.8	62.3
<b>Total</b>	<b>\$ 505.0</b>	<b>\$ 588.8</b>	<b>\$ 444.1</b>	<b>\$ 362.0</b>	<b>\$ 516.6</b>	<b>\$ 1,856.8</b>	<b>\$ 4,273.3</b>

<sup>1</sup> Amounts represent maturity at book value and interest payments based on contractual obligations. We may redeem all or some of the 4.00% Senior Notes due 2022, the 3.75% Senior Notes due 2023 and the 4.20% Senior Notes due 2024 at the greater of the principal amount of the notes to be redeemed or a "make-whole" amount, plus, in each case, accrued and unpaid interest to the date of redemption.

<sup>2</sup> Non-cancelable operating lease obligations are presented net of future receipts on contractual sublease arrangements.

<sup>3</sup> We have structured certain acquisitions with additional contingent purchase price obligations based on factors including future performance of the acquired entity. See Note 4 and Note 13 to the Consolidated Financial Statements for further information.

<sup>4</sup> The amounts presented are estimates due to inherent uncertainty of tax settlements, including the ability to offset liabilities with tax loss carryforwards.

<sup>5</sup> Amounts represent the taxes to be paid to the U.S. federal government related to the deemed repatriation of unremitted foreign earnings as a result of the enactment of the Tax Cuts and Jobs Act in December 2017. We will elect to pay the amounts above over an eight-year period.

#### *Share Repurchase Program*

In February 2017, the Board authorized a share repurchase program to repurchase from time to time up to \$300.0, excluding fees, of our common stock (the "2017 Share Repurchase Program"), which was in addition to the remaining amount available to

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be repurchased from the \$300.0 authorization made by the Board in February 2016 (the "2016 Share Repurchase Program"). We fully utilized the 2016 Share Repurchase Program during the third quarter of 2017. As of December 31, 2017, \$155.5 remained available for repurchase under the 2017 Share Repurchase Program.

On February 14, 2018, we announced that our Board had approved a new share repurchase program to repurchase from time to time up to \$300.0, excluding fees, of our common stock. The new authorization is in addition to any amounts remaining for repurchase under the 2017 Share Repurchase Program. There is no expiration date associated with the share repurchase programs.

We may effect such repurchases through open market purchases, trading plans established in accordance with SEC rules, derivative transactions or other means. We expect to continue to repurchase our common stock in future periods, although the timing and amount of the repurchases will depend on market conditions and other funding requirements.

**FINANCING AND SOURCES OF FUNDS**

Substantially all of our operating cash flow is generated by our agencies. Our cash balances are held in numerous jurisdictions throughout the world, primarily at the holding company level and at our largest subsidiaries. Below is a summary of our sources of liquidity.

At December 31, 2017, we held \$598.4 of cash, cash equivalents and marketable securities in foreign subsidiaries. The Company has historically asserted that its unremitted foreign earnings are permanently reinvested, and therefore had not recorded deferred taxes on such amounts. The Tax Act provides a U.S. tax exemption for dividends of certain foreign earnings. The Tax Act may provide additional flexibility in the Company's tax-efficient access to global cash, but is expected to have limited impact to net domestic liquidity. The Company is still evaluating whether to continue its indefinite reinvestment assertion, in light of the Tax Act. The evaluation is not yet complete. Any change to the assertion will be accounted for as part of the change in tax law.

*Credit Agreements*

We maintain a committed corporate credit facility which has been amended and restated from time to time (the "Credit Agreement"). We use our Credit Agreement to increase our financial flexibility, to provide letters of credit primarily to support obligations of our subsidiaries and to support our commercial paper program. The Credit Agreement is a revolving facility, expiring in October 2022, under which amounts borrowed by us or any of our subsidiaries designated under the Credit Agreement may be repaid and reborrowed, subject to an aggregate lending limit of \$1,500.0, or the equivalent in other currencies. The Company has the ability to increase the commitments under the Credit Agreement from time to time by an additional amount of up to \$250.0, provided the Company receives commitments for such increases and satisfies certain other conditions. The aggregate available amount of letters of credit outstanding may decrease or increase, subject to a sublimit on letters of credit of \$50.0 or the equivalent in other currencies. Our obligations under the Credit Agreement are unsecured. As of December 31, 2017, there were no borrowings under the Credit Agreement; however, we had \$8.4 of letters of credit under the Credit Agreement, which reduced our total availability to \$1,491.6.

Under the Credit Agreement, we can elect to receive advances bearing interest based on either the base rate or the Eurocurrency rate (each as defined in the Credit Agreement) plus an applicable margin that is determined based on our credit ratings. As of December 31, 2017, the applicable margin was 0.10% for base rate advances and 1.10% for Eurocurrency rate advances. Letter of credit fees accrue on the average daily aggregate amount of letters of credit outstanding, at a rate equal to the applicable margin for Eurocurrency rate advances, and fronting fees accrue on the aggregate amount of letters of credit outstanding at an annual rate of 0.25%. We also pay a facility fee at an annual rate that is determined based on our credit ratings, which as of December 31, 2017, was 0.15% on the aggregate lending commitment under the Credit Agreement.

The table below sets forth the financial covenants in effect as of December 31, 2017.

<b>Financial Covenants</b>	<b>Four Quarters Ended</b>		<b>Four Quarters Ended</b>	
	<b>December 31, 2017</b>	<b>EBITDA Reconciliation</b>	<b>December 31, 2017</b>	
Interest coverage ratio (not less than) <sup>1</sup>	5.00x	Operating income	\$	973.6
Actual interest coverage ratio	17.99x	Add:		
Leverage ratio (not greater than) <sup>1</sup>	3.50x	Depreciation and amortization		251.2
Actual leverage ratio	1.12x	EBITDA <sup>1</sup>	\$	1,224.8

<sup>1</sup> The interest coverage ratio is defined as EBITDA, as defined in the Credit Agreement, to net interest expense for the four quarters then ended. The leverage ratio is defined as debt as of the last day of such fiscal quarter to EBITDA for the four quarters then ended.

As of December 31, 2017, we were in compliance with all of our covenants in the Credit Agreement. If we were unable to comply with our covenants in the future, we would seek an amendment or waiver from our lenders, but there is no assurance that

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our lenders would grant an amendment or waiver. If we were unable to obtain the necessary amendment or waiver, the credit facility could be terminated and our lenders could accelerate payments of any outstanding principal. In addition, under those circumstances we could be required to deposit funds with one of our lenders in an amount equal to any outstanding letters of credit under the credit facility.

We also have uncommitted lines of credit with various banks that permit borrowings at variable interest rates. We have guaranteed the repayment of some of these borrowings made by certain subsidiaries. If we lose access to these credit lines, we would have to provide funding directly to some of our operations. As of December 31, 2017, the Company had uncommitted lines of credit in an aggregate amount of \$926.2, under which we had outstanding borrowings of \$84.9 classified as short-term borrowings on our Consolidated Balance Sheet. The average amount outstanding during 2017 was \$223.8, with a weighted-average interest rate of approximately 2.9%.

#### *Commercial Paper*

In June 2017, the Company established a commercial paper program under which the Company was authorized to issue unsecured commercial paper up to a maximum aggregate amount outstanding at any time of \$1,000.0, which was increased to \$1,500.0 on October 25, 2017. Borrowings under the program are supported by the Credit Agreement described above. Proceeds of the commercial paper are used for working capital and general corporate purposes, including the repayment of maturing indebtedness and other short-term liquidity needs. The maturities of the commercial paper vary but may not exceed 397 days from the date of issue. As of December 31, 2017, there was no commercial paper outstanding. From the date the program was first utilized through December 31, 2017, the average amount outstanding under the program was \$477.4, with a weighted-average interest rate of 1.5% and a weighted-average maturity of seventeen days.

#### *Cash Pooling*

We aggregate our domestic cash position on a daily basis. Outside the United States, we use cash pooling arrangements with banks to help manage our liquidity requirements. In these pooling arrangements, several IPG agencies agree with a single bank that the cash balances of any of the agencies with the bank will be subject to a full right of set-off against amounts other agencies owe the bank, and the bank provides for overdrafts as long as the net balance for all agencies does not exceed an agreed-upon level. Typically, each agency pays interest on outstanding overdrafts and receives interest on cash balances. Our Consolidated Balance Sheets reflect cash, net of bank overdrafts, under all of our pooling arrangements, and as of December 31, 2017 and 2016 the amounts netted were \$1,412.0 and \$1,300.6, respectively.

#### **DEBT CREDIT RATINGS**

Our debt credit ratings as of February 14, 2018 are listed below.

	<b>Moody's Investors Service</b>	<b>S&amp;P Global Ratings</b>	<b>Fitch Ratings</b>
Short-term rating	P-2	A-2	F2
Long-term rating	Baa2	BBB	BBB
Outlook	Stable	Stable	Positive

We are rated investment-grade by Moody's Investors Service, S&P Global Ratings and Fitch Ratings. In June 2017, we received from the credit rating agencies the short-term credit ratings, set forth above, with respect to our commercial paper. The most recent update to our long-term credit ratings occurred in April 2017 when S&P Global Ratings upgraded our rating from BBB- to BBB with a Stable outlook. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning credit rating agency. The rating of each credit rating agency should be evaluated independently of any other rating. Credit ratings could have an impact on liquidity, either adverse or favorable, because, among other things, they could affect funding costs in, or the ability to access, the capital markets or otherwise. For example, our Credit Agreement fees and borrowing rates are based on a long-term credit ratings grid.

#### **CRITICAL ACCOUNTING ESTIMATES**

Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Preparation of the Consolidated Financial Statements and related disclosures requires us to make judgments, assumptions and estimates that affect the amounts reported and disclosed in the accompanying financial statements and footnotes. Our significant accounting policies are discussed in Note 1 to the Consolidated Financial Statements. We believe that of our significant accounting policies, the following critical accounting estimates involve management's most difficult, subjective or complex judgments. We consider these accounting estimates to be critical because changes in the underlying assumptions or estimates have the potential to materially impact our Consolidated Financial Statements. Management has discussed

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with our Audit Committee the development, selection, application and disclosure of these critical accounting estimates. We regularly evaluate our judgments, assumptions and estimates based on historical experience and various other factors that we believe to be relevant under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

### ***Revenue Recognition***

Our revenues are primarily derived from the planning and execution of multi-channel advertising, marketing and communications programs around the world. Most of our client contracts are individually negotiated and, accordingly, the terms of client engagements and the bases on which we earn commissions and fees vary significantly. Our client contracts are complex arrangements that may include provisions for incentive compensation and vendor rebates and credits. Our largest clients are multinational entities, and, as such, we often provide services to these clients out of multiple offices and across many of our agencies. In arranging for such services, it is possible that we will enter into global, regional and local agreements. Agreements of this nature are reviewed by legal counsel to determine the governing terms to be followed by the offices and agencies involved. Critical judgments and estimates are involved in determining both the amount and timing of revenue recognition under these arrangements.

Revenue for our services is recognized when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognized in three principal ways: proportional performance (input or output), straight-line (or monthly basis) or completed contract.

Depending on the terms of the client contract, revenue is derived from diverse arrangements involving fees for services performed, commissions, performance incentive provisions and combinations of the three. Commissions are generally earned on the date of the broadcast or publication. Contractual arrangements with clients may also include performance incentive provisions designed to link a portion of our revenue to our performance relative to either qualitative or quantitative goals, or both. Performance incentives are recognized as revenue for quantitative targets when the target has been achieved and for qualitative targets when confirmation of the incentive is received from the client. The classification of client arrangements to determine the appropriate revenue recognition involves judgments. If the judgments change there can be a material impact on our Consolidated Financial Statements, and particularly on the allocation of revenues between periods.

The majority of our revenue is recorded as the net amount of our gross billings less pass-through expenses charged to a client. In most cases, the amount that is billed to clients significantly exceeds the amount of revenue that is earned and reflected in our Consolidated Financial Statements because of various pass-through expenses, such as production and media costs. We assess whether our agency or the third-party supplier is the primary obligor, and we evaluate the terms of our client agreements as part of this assessment. In addition, we give appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the vendor. Because we operate broadly as an advertising agency, based on our primary lines of business and given the industry practice to generally record revenue on a net versus gross basis, we believe that there must be strong evidence in place to overcome the presumption of net revenue accounting. Accordingly, we generally record revenue net of pass-through charges as we believe the key indicators of the business suggest we generally act as an agent on behalf of our clients in our primary lines of business. In those businesses where the key indicators suggest we act as a principal (primarily sales promotion and event, sports and entertainment marketing), we record the gross amount billed to the client as revenue and the related incremental direct costs incurred as office and general expenses. In general, we also report revenue net of taxes assessed by governmental authorities that are directly imposed on our revenue-producing transactions.

As we provide services as part of our core operations, we generally incur incidental expenses, which, in practice, are commonly referred to as "out-of-pocket" expenses. These expenses often include expenses related to airfare, mileage, hotel stays, out-of-town meals and telecommunication charges. We record the reimbursements received for such incidental expenses as revenue with a corresponding offset to office and general expense.

The determination as to whether revenue in a particular line of business should be recognized net or gross involves complex judgments. If we make these judgments differently, it could significantly affect our reported results. If it were determined that we must recognize a significant portion of revenues on a gross basis rather than a net basis it would positively impact revenues, have no impact on our operating income and have an adverse impact on operating margin.

We receive credits from our vendors and media outlets for transactions entered into on behalf of our clients that, based on the terms of our contracts and local law, are either remitted to our clients or retained by us. If amounts are to be passed through to clients, they are recorded as liabilities until settlement or, if retained by us, are recorded as revenue when earned.

In May 2014, the FASB issued amended guidance on revenue recognition which requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. We have elected to adopt the standard, effective January 1, 2018, using the

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**

full retrospective method. The standard, which accelerates the recognition of revenue primarily as a result of estimating variable consideration, mostly impacts the timing of revenue recognition between quarters, but also can affect, to a lesser extent, the amount of annual revenue recognized. Although we have determined that the standard results in an increase in the number of performance obligations within certain of our contractual arrangements, this is not expected to materially impact the amount or timing of revenue recognized. The standard will also result in an increase in third party costs of approximately \$1,100.0 to \$1,300.0 being included in revenue and costs, primarily in connection with our events businesses, which has no impact on operating income, net income or cash flows. The increase to retained earnings as of December 31, 2017 as a result of adopting the standard is not material.

### ***Income Taxes***

The provision for income taxes includes U.S. federal, state, local and foreign taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences of temporary differences between the financial statement carrying amounts and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be reversed. Changes to enacted tax rates would result in either increases or decreases in the provision for income taxes in the period of change.

In response to the enactment of the Tax Act, the SEC issued SAB 118 on December 22, 2017, which acknowledges that the information necessary to determine such income tax effects may not be sufficiently available, prepared or analyzed in reasonable detail to complete the accounting under U.S. GAAP. SAB 118 allows for the reporting of provisional amounts for those specific tax effects for which a reasonable estimate can be made, and for no amounts to be recorded where a reasonable estimate cannot be made. Any subsequent adjustments to reported amounts will be made over the measurement period, which begins in the reporting period that includes the Tax Act's enactment date and ends when an entity has obtained, prepared and analyzed the information that is needed in order to complete the accounting requirements under U.S. GAAP, not to exceed one year from the enactment date. We have reasonably estimated and recorded provisional amounts resulting from the enactment of the Tax Act. Refer to Note 7 to our Consolidated Financial Statements for further information.

We are required to evaluate the realizability of our deferred tax assets, which is primarily dependent on future earnings. A valuation allowance shall be recognized when, based on available evidence, it is "more likely than not" that all or a portion of the deferred tax assets will not be realized. The factors used in assessing valuation allowances include all available evidence, such as past operating results, estimates of future taxable income and the feasibility of tax planning strategies. In circumstances where there is negative evidence, establishment of a valuation allowance must be considered. We believe that cumulative losses in the most recent three-year period represent significant negative evidence when evaluating a decision to establish a valuation allowance. Conversely, a pattern of sustained profitability represents significant positive evidence when evaluating a decision to reverse a valuation allowance. Further, in those cases where a pattern of sustained profitability exists, projected future taxable income may also represent positive evidence, to the extent that such projections are determined to be reliable given the current economic environment. Accordingly, the increase and decrease of valuation allowances has had and could have a significant negative or positive impact on our current and future earnings.

The authoritative guidance for uncertainty in income taxes prescribes a recognition threshold and measurement criteria for the financial statement reporting of a tax position that an entity takes or expects to take in a tax return. Additionally, guidance is provided for de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The assessment of recognition and measurement requires critical estimates and the use of complex judgments. We evaluate our tax positions using the "more likely than not" recognition threshold and then apply a measurement assessment to those positions that meet the recognition threshold. We have established tax reserves that we believe to be adequate in relation to the potential for additional assessments in each of the jurisdictions in which we are subject to taxation. We regularly assess the likelihood of additional tax assessments in those jurisdictions and adjust our reserves as additional information or events require.

### ***Goodwill and Other Intangible Assets***

We account for our business combinations using the acquisition accounting method, which requires us to determine the fair value of net assets acquired and the related goodwill and other intangible assets. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and involves the use of significant estimates, including projections of future cash inflows and outflows, discount rates, asset lives and market multiples. Considering the characteristics of advertising, specialized marketing and communication services companies, our acquisitions usually do not have significant amounts of tangible assets, as the principal asset we typically acquire is creative talent. As a result, a substantial portion of the purchase price is allocated to goodwill and other intangible assets.

We review goodwill and other intangible assets with indefinite lives not subject to amortization as of October 1<sup>st</sup> each year and whenever events or significant changes in circumstances indicate that the carrying value may not be recoverable. We evaluate

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**

the recoverability of goodwill at a reporting unit level. We have 11 reporting units that were subject to the 2017 annual impairment testing. Our annual impairment review as of October 1, 2017 did not result in an impairment charge at any of our reporting units.

In performing our annual impairment review, we first assess qualitative factors to determine whether it is "more likely than not" that the goodwill or indefinite-lived intangible assets are impaired. Qualitative factors to consider may include macroeconomic conditions, industry and market considerations, cost factors that may have a negative effect on earnings, financial performance, and other relevant entity-specific events such as changes in management, key personnel, strategy or clients, as well as pending litigation. If, after assessing the totality of events or circumstances such as those described above, an entity determines that it is "more likely than not" that the goodwill or indefinite-lived intangible asset is impaired, then the entity is required to determine the fair value and perform the quantitative impairment test by comparing the fair value with the carrying value. Otherwise, no additional testing is required.

For reporting units not included in the qualitative assessment, or for any reporting units identified in the qualitative assessment as "more likely than not" that the fair value is less than its carrying value, a quantitative impairment test is performed. For our annual impairment test, we compare the respective fair value of our reporting units' equity to the carrying value of their net assets. The sum of the fair values of all our reporting units is reconciled to our current market capitalization plus an estimated control premium. Goodwill allocated to a reporting unit whose fair value is equal to or greater than its carrying value is not impaired, and no further testing is required. Should the carrying amount for a reporting unit exceed its fair value, then the quantitative impairment test is failed, and impaired goodwill is written down to its fair value with a charge to expense in the period the impairment is identified.

For our 2017 and 2016 annual impairment tests, we performed a qualitative impairment assessment for eight and seven reporting units and performed the quantitative impairment test for three and four reporting units, respectively. For the qualitative analysis we took into consideration all the relevant events and circumstances, including financial performance, macroeconomic conditions and entity-specific factors such as client wins and losses. Based on this assessment, we have concluded that for each of our reporting units subject to the qualitative assessment, it is not "more likely than not" that its fair value was less than its carrying value; therefore, no additional testing was required.

The 2017 and 2016 fair values of reporting units for which we performed quantitative impairment tests were estimated using a combination of the income approach, which incorporates the use of the discounted cash flow method, and the market approach, which incorporates the use of earnings and revenue multiples based on market data. We generally applied an equal weighting to the income and market approaches for our analysis. For the income approach, we used projections, which require the use of significant estimates and assumptions specific to the reporting unit as well as those based on general economic conditions. Factors specific to each reporting unit include revenue growth, profit margins, terminal value growth rates, capital expenditures projections, assumed tax rates, discount rates and other assumptions deemed reasonable by management. For the market approach, we used judgment in identifying the relevant comparable-company market multiples.

These estimates and assumptions may vary between each reporting unit depending on the facts and circumstances specific to that unit. The discount rate for each reporting unit is influenced by general market conditions as well as factors specific to the reporting unit. For the 2017 test, the discount rate we used for our reporting units tested was 11.5%, and the terminal value growth rate was 3.0%. The terminal value growth rate represents the expected long-term growth rate for the advertising and marketing services industry, incorporating the type of services the reporting unit provides, and the global economy. For the 2017 test, the revenue growth rates for our reporting units used in our analysis were generally between 2.0% and 6.0%. Factors influencing the revenue growth rates include the nature of the services the reporting unit provides for its clients, the geographic locations in which the reporting unit conducts business and the maturity of the reporting unit. We believe that the estimates and assumptions we made are reasonable, but they are susceptible to change from period to period. Actual results of operations, cash flows and other factors will likely differ from the estimates used in our valuation, and it is possible that differences and changes could be material. A deterioration in profitability, adverse market conditions, significant client losses, changes in spending levels of our existing clients or a different economic outlook than currently estimated by management could have a significant impact on the estimated fair value of our reporting units and could result in an impairment charge in the future.

We also perform a sensitivity analysis to detail the impact that changes in assumptions may have on the outcome of the first step of the impairment test. Our sensitivity analysis provides a range of fair value for each reporting unit, where the low end of the range increases discount rates by 0.5%, and the high end of the range decreases discount rates by 0.5%. We use the average of our fair values for purposes of our comparison between carrying value and fair value for the quantitative impairment test.

The table below displays the midpoint of the fair value range for each reporting unit tested in the 2017 and 2016 annual impairment tests, indicating that the fair value exceeded the carrying value for all reporting units by greater than 20%. When factoring in a 0.5% increase in discount rate, our results of the 2017 and 2016 tests indicate that the fair value exceeded its carrying value by more than 20% for all reporting units, except for reporting unit B whose fair value exceeded its carrying value by more than 17.5% in 2016.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
(Amounts in Millions, Except Per Share Amounts)

Reporting Unit	2017 Impairment Test		Reporting Unit	2016 Impairment Test	
	Goodwill	Fair value exceeds carrying value by:		Goodwill	Fair value exceeds carrying value by:
A	\$ 340.7	> 85%	A	\$ 1,091.6	> 85%
B	\$ 209.1	> 30%	B	\$ 182.1	> 20%
C	\$ 66.8	> 75%	C	\$ 41.0	> 65%
			D	\$ 4.9	> 115%

Based on the analysis described above, for the reporting units for which we performed the quantitative impairment test, we concluded that our goodwill was not impaired as of October 1, 2017, because these reporting units passed the test as the fair values of each of the reporting units were substantially in excess of their respective net book values.

We review intangible assets with definite lives subject to amortization whenever events or circumstances indicate that a carrying amount of an asset may not be recoverable. Recoverability of these assets is determined by comparing the carrying value of these assets to the estimated undiscounted future cash flows expected to be generated by these assets. These assets are impaired when their carrying value exceeds their fair value. Impaired intangible assets with definite lives subject to amortization are written down to their fair value with a charge to expense in the period the impairment is identified. Intangible assets with definite lives are amortized on a straight-line basis with estimated useful lives generally between 7 and 15 years. Events or circumstances that might require impairment testing include the loss of a significant client, the identification of other impaired assets within a reporting unit, loss of key personnel, the disposition of a significant portion of a reporting unit, significant decline in stock price or a significant adverse change in business climate or regulations.

#### ***Pension and Postretirement Benefit Plans***

We use various actuarial assumptions in determining our net pension and postretirement benefit costs and obligations. Management is required to make significant judgments about a number of actuarial assumptions, including discount rates and expected returns on plan assets, which are updated annually or more frequently with the occurrence of significant events.

The discount rate is a significant assumption that impacts our net pension and postretirement benefit costs and obligations. We determine our discount rates for our domestic pension and postretirement benefit plans and significant foreign pension plans based on either a bond selection/settlement approach or bond yield curve approach. Using the bond selection/settlement approach, we determine the discount rate by selecting a portfolio of corporate bonds appropriate to provide for the projected benefit payments. Using the bond yield curve approach, we determine the discount rate by matching the plans' cash flows to spot rates developed from a yield curve. Both approaches utilize high-quality AA-rated corporate bonds and the plans' projected cash flows to develop a discounted value of the benefit payments, which is then used to develop a single discount rate. In countries where markets for high-quality long-term AA corporate bonds are not well developed, a portfolio of long-term government bonds is used as a basis to develop hypothetical corporate bond yields, which serve as a basis to derive the discount rate.

The discount rate used to calculate net pension and postretirement benefit costs is determined at the beginning of each year. For the year ended December 31, 2017, discount rates of 4.20% for the domestic pension plan and 4.05% for the domestic postretirement benefit plan and a weighted-average discount rate of 2.52% for the significant foreign pension plans were used to calculate 2017 net pension and postretirement benefit costs. A 25 basis-point increase or decrease in the discount rate would have decreased or increased the 2017 net pension and postretirement benefit cost by \$0.2.

The discount rate used to measure our benefit obligations is determined at the end of each year. As of December 31, 2017, we used discount rates of 3.70% for the domestic pension plan and 3.65% for the domestic postretirement benefit plan and a weighted-average discount rate of 2.36% for our significant foreign pension plans to measure our benefit obligations. A 25 basis-point increase or decrease in the discount rate would have decreased or increased the December 31, 2017 benefit obligation by approximately \$28.0 and \$30.0, respectively.

The expected rate of return on pension plan assets is another significant assumption that impacts our net pension cost and is determined at the beginning of the year. Our expected rate of return considers asset class index returns over various market and economic conditions, current and expected market conditions, risk premiums associated with asset classes and long-term inflation rates. We determine both a short-term and long-term view and then select a long-term rate of return assumption that matches the duration of our liabilities.

For 2017, the weighted-average expected rates of return of 7.00% and 4.66% were used in the calculation of net pension costs for the domestic and significant foreign pension plans, respectively. For 2018, we plan to use expected rates of return of 7.00% and 4.70% for the domestic and significant foreign pension plans, respectively. Changes in the rates are typically due to lower or higher expected future returns based on the mix of assets held. A lower expected rate of return would increase our net pension

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**

cost. A 25 basis-point increase or decrease in the expected return on plan assets would have decreased or increased the 2017 net pension cost by approximately \$1.0.

**RECENT ACCOUNTING STANDARDS**

See Note 14 to the Consolidated Financial Statements for further information on certain accounting standards that have been adopted during 2017 or that have not yet been required to be implemented and may be applicable to our future operations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**  
**(Amounts in millions)**

In the normal course of business, we are exposed to market risks related to interest rates, foreign currency rates and certain balance sheet items. From time to time, we use derivative instruments, pursuant to established guidelines and policies, to manage some portion of these risks. Derivative instruments utilized in our hedging activities are viewed as risk management tools and are not used for trading or speculative purposes.

**Interest Rates**

Our exposure to market risk for changes in interest rates relates primarily to the fair market value and cash flows of our debt obligations. The majority of our debt (approximately 94% and 93% as of December 31, 2017 and 2016, respectively) bears interest at fixed rates. We do have debt with variable interest rates, but a 10% increase or decrease in interest rates would not be material to our interest expense or cash flows. The fair market value of our debt is sensitive to changes in interest rates, and the impact of a 10% change in interest rates is summarized below.

As of December 31,	Increase/(Decrease) in Fair Market Value	
	10% Increase in Interest Rates	10% Decrease in Interest Rates
2017	\$ (20.2)	\$ 20.6
2016	(26.3)	26.9

We have used interest rate swaps for risk management purposes to manage our exposure to changes in interest rates. We did not have any interest rate swaps outstanding as of December 31, 2017.

We had \$791.0 of cash, cash equivalents and marketable securities as of December 31, 2017 that we generally invest in conservative, short-term bank deposits or securities. The interest income generated from these investments is subject to both domestic and foreign interest rate movements. During 2017 and 2016, we had interest income of \$19.4 and \$20.1, respectively. Based on our 2017 results, a 100 basis-point increase or decrease in interest rates would affect our interest income by approximately \$7.9, assuming that all cash, cash equivalents and marketable securities are impacted in the same manner and balances remain constant from year-end 2017 levels.

**Foreign Currency Rates**

We are subject to translation and transaction risks related to changes in foreign currency exchange rates. Since we report revenues and expenses in U.S. Dollars, changes in exchange rates may either positively or negatively affect our consolidated revenues and expenses (as expressed in U.S. Dollars) from foreign operations. The foreign currencies that most impacted our results during 2017 included the British Pound Sterling and, to a lesser extent, Brazilian Real and South African Rand. Based on 2017 exchange rates and operating results, if the U.S. Dollar were to strengthen or weaken by 10%, we currently estimate operating income would decrease or increase approximately 4%, assuming that all currencies are impacted in the same manner and our international revenue and expenses remain constant at 2017 levels.

The functional currency of our foreign operations is generally their respective local currency. Assets and liabilities are translated at the exchange rates in effect at the balance sheet date, and revenues and expenses are translated at the average exchange rates during the period presented. The resulting translation adjustments are recorded as a component of accumulated other comprehensive loss, net of tax, in the stockholders' equity section of our Consolidated Balance Sheets. Our foreign subsidiaries generally collect revenues and pay expenses in their functional currency, mitigating transaction risk. However, certain subsidiaries may enter into transactions in currencies other than their functional currency. Assets and liabilities denominated in currencies other than the functional currency are susceptible to movements in foreign currency until final settlement. Currency transaction gains or losses primarily arising from transactions in currencies other than the functional currency are included in office and general expenses. We regularly review our foreign exchange exposures that may have a material impact on our business and from time to time use foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of potential adverse fluctuations in foreign currency exchange rates arising from these exposures. We do not enter into foreign exchange contracts or other derivatives for speculative purposes.

We monitor the currencies of countries in which we operate in order to determine if the country should be considered a highly inflationary environment. A currency is determined to be highly inflationary when there is cumulative inflation of approximately 100% or more over a three-year period. If this occurs the functional currency of that country would be changed to our reporting currency, the U.S. Dollar, and foreign exchange gains or losses would be recognized on all monetary transactions, assets and liabilities denominated in currencies other than the U.S. Dollar until the currency is no longer considered highly inflationary.

**Credit and Market Risks**

Balance sheet items that potentially subject us to concentrations of credit risk are primarily cash and cash equivalents, short-term marketable securities, accounts receivable and expenditures billable to clients. We invest our cash primarily in investment-grade, short-term securities and limit the amount of credit exposure to any one counterparty. Concentrations of credit risk with respect to accounts receivable are mitigated by our large number of clients and their dispersion across different industries and geographic areas. We perform ongoing credit evaluations on a large number of our clients and maintain an allowance for doubtful accounts based upon the expected collectability of all accounts receivable.

Our pension plan assets are also exposed to market risk. The fair value of our pension plan assets may appreciate or depreciate during the year, which can result in lower or higher pension expense and funding requirements in future periods.

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of The Interpublic Group of Companies, Inc.

### **Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of The Interpublic Group of Companies, Inc. and its subsidiaries (“the Company”) as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, stockholders’ equity and cash flows for each of the three years in the periods ended December 31, 2017, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### **Basis for Opinions**

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### **Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
New York, NY  
February 26, 2018

We have served as the Company’s auditor since 1952.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in Millions, Except Per Share Amounts)

	Years ended December 31,		
	2017	2016	2015
<b>REVENUE</b>	\$ 7,882.4	\$ 7,846.6	\$ 7,613.8
<b>OPERATING EXPENSES:</b>			
Salaries and related expenses	5,068.1	5,035.1	4,854.8
Office and general expenses	1,840.7	1,870.5	1,884.2
Total operating expenses	6,908.8	6,905.6	6,739.0
<b>OPERATING INCOME</b>	973.6	941.0	874.8
<b>EXPENSES AND OTHER INCOME:</b>			
Interest expense	(90.8)	(90.6)	(85.8)
Interest income	19.4	20.1	22.8
Other expense, net	(26.2)	(40.3)	(49.6)
Total (expenses) and other income	(97.6)	(110.8)	(112.6)
<b>Income before income taxes</b>	876.0	830.2	762.2
Provision for income taxes	281.9	198.0	282.8
<b>Income of consolidated companies</b>	594.1	632.2	479.4
Equity in net income of unconsolidated affiliates	0.9	0.3	1.1
<b>NET INCOME</b>	595.0	632.5	480.5
Net income attributable to noncontrolling interests	(16.0)	(24.0)	(25.9)
<b>NET INCOME AVAILABLE TO IPG COMMON STOCKHOLDERS</b>	\$ 579.0	\$ 608.5	\$ 454.6
<b>Earnings per share available to IPG common stockholders:</b>			
Basic	\$ 1.49	\$ 1.53	\$ 1.11
Diluted	\$ 1.46	\$ 1.49	\$ 1.09
<b>Weighted-average number of common shares outstanding:</b>			
Basic	389.6	397.9	408.1
Diluted	397.3	408.0	415.7
<b>Dividends declared per common share</b>	\$ 0.72	\$ 0.60	\$ 0.48

The accompanying notes are an integral part of these financial statements.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Amounts in Millions)

	Years ended December 31,		
	2017	2016	2015
<b>NET INCOME</b>	\$ 595.0	\$ 632.5	\$ 480.5
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Foreign currency translation:			
Foreign currency translation adjustments	132.2	(55.9)	(256.8)
Reclassification adjustments recognized in net income	1.1	3.7	23.3
	<u>133.3</u>	<u>(52.2)</u>	<u>(233.5)</u>
Available-for-sale securities:			
Changes in fair value of available-for-sale securities	0.0	0.5	0.5
Recognition of previously unrealized gains in net income	(0.7)	(1.3)	0.0
Income tax effect	0.1	0.1	0.0
	<u>(0.6)</u>	<u>(0.7)</u>	<u>0.5</u>
Derivative instruments:			
Recognition of previously unrealized losses in net income	2.1	2.0	2.0
Income tax effect	(0.5)	(0.8)	(0.7)
	<u>1.6</u>	<u>1.2</u>	<u>1.3</u>
Defined benefit pension and other postretirement plans:			
Net actuarial (losses) gains for the period	(13.6)	(85.4)	14.2
Amortization of unrecognized losses, transition obligation and prior service cost included in net income	6.9	5.4	10.6
Less: settlement and curtailment losses (gains) included in net income	6.8	0.4	(0.2)
Other	2.7	(2.0)	0.4
Income tax effect	(0.5)	15.3	(6.4)
	<u>2.3</u>	<u>(66.3)</u>	<u>18.6</u>
<b>Other comprehensive income (loss), net of tax</b>	<u>136.6</u>	<u>(118.0)</u>	<u>(213.1)</u>
<b>TOTAL COMPREHENSIVE INCOME</b>	<u>731.6</u>	<u>514.5</u>	<u>267.4</u>
Less: comprehensive income attributable to noncontrolling interests	17.5	22.9	21.7
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO IPG</b>	<u>\$ 714.1</u>	<u>\$ 491.6</u>	<u>\$ 245.7</u>

The accompanying notes are an integral part of these financial statements.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in Millions)

	December 31, 2017	December 31, 2016
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 790.9	\$ 1,097.6
Accounts receivable, net of allowance of \$42.7 and \$55.7, respectively	4,585.0	4,389.7
Expenditures billable to clients	1,747.4	1,518.1
Assets held for sale	5.7	203.2
Other current assets	335.1	229.4
Total current assets	7,464.1	7,438.0
Property and equipment, net	650.4	622.0
Deferred income taxes	236.0	220.3
Goodwill	3,820.4	3,674.4
Other non-current assets	524.3	530.5
<b>TOTAL ASSETS</b>	<b>\$ 12,695.2</b>	<b>\$ 12,485.2</b>
<b>LIABILITIES:</b>		
Accounts payable	\$ 6,907.8	\$ 6,303.6
Accrued liabilities	674.7	794.0
Short-term borrowings	84.9	85.7
Current portion of long-term debt	2.0	323.9
Liabilities held for sale	8.8	198.8
Total current liabilities	7,678.2	7,706.0
Long-term debt	1,285.6	1,280.7
Deferred compensation	476.6	480.7
Other non-current liabilities	766.9	708.3
<b>TOTAL LIABILITIES</b>	<b>10,207.3</b>	<b>10,175.7</b>
Commitments and contingencies (see Note 13)		
Redeemable noncontrolling interests (see Note 4)	252.1	252.8
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock, \$0.10 par value, shares authorized: 800.0 shares issued: 2017 – 386.2; 2016 – 394.3 shares outstanding: 2017 – 383.2; 2016 – 391.6	38.6	39.4
Additional paid-in capital	955.2	1,199.2
Retained earnings	2,093.6	1,804.3
Accumulated other comprehensive loss, net of tax	(827.4)	(962.5)
	2,260.0	2,080.4
Less: Treasury stock, at cost: 2017 – 3.0 shares; 2016 – 2.7 shares	(59.0)	(63.3)
Total IPG stockholders' equity	2,201.0	2,017.1
Noncontrolling interests	34.8	39.6
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>2,235.8</b>	<b>2,056.7</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 12,695.2</b>	<b>\$ 12,485.2</b>

The accompanying notes are an integral part of these financial statements.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in Millions)

	Years ended December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 595.0	\$ 632.5	\$ 480.5
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization of fixed assets and intangible assets	157.1	160.2	157.0
Provision for uncollectible receivables	9.5	16.7	11.4
Amortization of restricted stock and other non-cash compensation	82.0	85.6	70.3
Net amortization of bond discounts and deferred financing costs	5.8	5.6	5.8
Deferred income tax provision	1.1	45.7	49.5
Net losses on sales of businesses	24.1	41.4	50.1
Other	12.7	35.5	24.2
<b>Changes in assets and liabilities, net of acquisitions and divestitures, providing (using) cash:</b>			
Accounts receivable	37.6	(220.7)	(236.1)
Expenditures billable to clients	(165.5)	(2.2)	(237.8)
Other current assets	27.4	(4.8)	(9.7)
Accounts payable	311.9	(126.1)	419.0
Accrued liabilities	(241.3)	(61.1)	(35.3)
Other non-current assets and liabilities	24.4	(95.5)	(60.4)
Net cash provided by operating activities	<u>881.8</u>	<u>512.8</u>	<u>688.5</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Capital expenditures	(155.9)	(200.7)	(161.1)
Acquisitions, net of cash acquired	(30.6)	(52.0)	(28.6)
Other investing activities	(9.7)	(11.2)	(10.0)
Net cash used in investing activities	<u>(196.2)</u>	<u>(263.9)</u>	<u>(199.7)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayments of long-term debt	(324.6)	(1.8)	(2.0)
Repurchases of common stock	(300.1)	(303.3)	(285.2)
Common stock dividends	(280.3)	(238.4)	(195.5)
Acquisition-related payments	(53.7)	(40.8)	(53.1)
Tax payments for employee shares withheld	(38.8)	(23.1)	(17.6)
Distributions to noncontrolling interests	(20.4)	(13.7)	(15.9)
Exercise of stock options	13.1	10.2	13.5
Net increase (decrease) in short-term borrowings	3.0	(56.2)	51.8
Excess tax benefit on share-based compensation	0.0	0.0	10.2
Other financing activities	(3.1)	0.7	2.9
Net cash used in financing activities	<u>(1,004.9)</u>	<u>(666.4)</u>	<u>(490.9)</u>
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	16.8	11.6	(156.2)
Net decrease in cash, cash equivalents and restricted cash	<u>(302.5)</u>	<u>(405.9)</u>	<u>(158.3)</u>
Cash, cash equivalents and restricted cash at beginning of period	1,100.2	1,506.1	1,664.4
Cash, cash equivalents and restricted cash at end of period	<u>\$ 797.7</u>	<u>\$ 1,100.2</u>	<u>\$ 1,506.1</u>

The accompanying notes are an integral part of these financial statements.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Amounts in Millions)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount							
Balance at December 31, 2014	412.8	\$ 41.2	\$ 1,547.5	\$ 1,183.3	\$ (636.7)	\$ (19.0)	\$ 2,116.3	\$ 34.9	\$ 2,151.2
Net income				454.6			454.6	25.9	480.5
Other comprehensive loss					(208.9)		(208.9)	(4.2)	(213.1)
Reclassifications related to redeemable noncontrolling interests								(6.0)	(6.0)
Distributions to noncontrolling interests								(15.9)	(15.9)
Change in redemption value of redeemable noncontrolling interests				(3.9)			(3.9)		(3.9)
Repurchases of common stock						(285.2)	(285.2)		(285.2)
Retirement of treasury stock	(11.3)	(1.2)	(232.0)			233.2	0.0		0.0
Common stock dividends				(195.5)			(195.5)		(195.5)
Stock-based compensation	2.4	0.3	83.1				83.4		83.4
Exercise of stock options	1.3	0.2	13.5				13.7		13.7
Shares withheld for taxes	(0.8)	(0.1)	(17.7)				(17.8)		(17.8)
Excess tax benefit from stock-based compensation			10.2				10.2		10.2
Other			(0.5)	(0.9)			(1.4)	1.6	0.2
Balance at December 31, 2015	404.4	\$ 40.4	\$ 1,404.1	\$ 1,437.6	\$ (845.6)	\$ (71.0)	\$ 1,965.5	\$ 36.3	\$ 2,001.8
Net income				608.5			608.5	24.0	632.5
Other comprehensive loss					(116.9)		(116.9)	(1.1)	(118.0)
Reclassifications related to redeemable noncontrolling interests								(5.8)	(5.8)
Distributions to noncontrolling interests								(13.7)	(13.7)
Change in redemption value of redeemable noncontrolling interests				(2.1)			(2.1)		(2.1)
Repurchases of common stock						(303.3)	(303.3)		(303.3)
Retirement of treasury stock	(13.7)	(1.4)	(309.6)			311.0	0.0		0.0
Common stock dividends				(238.4)			(238.4)		(238.4)
Stock-based compensation	3.5	0.4	116.7				117.1		117.1
Exercise of stock options	1.2	0.1	10.2				10.3		10.3
Shares withheld for taxes	(1.1)	(0.1)	(23.2)				(23.3)		(23.3)
Other			1.0	(1.3)			(0.3)	(0.1)	(0.4)
Balance at December 31, 2016	394.3	\$ 39.4	\$ 1,199.2	\$ 1,804.3	\$ (962.5)	\$ (63.3)	\$ 2,017.1	\$ 39.6	\$ 2,056.7

The accompanying notes are an integral part of these financial statements.

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Amounts in Millions)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss, Net of Tax	Treasury Stock	Total IPG Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount							
Balance at December 31, 2016	394.3	\$ 39.4	\$ 1,199.2	\$ 1,804.3	\$ (962.5)	\$ (63.3)	\$ 2,017.1	\$ 39.6	\$ 2,056.7
Net income				579.0			579.0	16.0	595.0
Other comprehensive income					135.1		135.1	1.5	136.6
Reclassifications related to redeemable noncontrolling interests			(0.3)				(0.3)	0.9	0.6
Distributions to noncontrolling interests								(20.9)	(20.9)
Change in redemption value of redeemable noncontrolling interests				(7.9)			(7.9)		(7.9)
Repurchases of common stock						(300.1)	(300.1)		(300.1)
Retirement of treasury stock	(13.4)	(1.3)	(303.1)			304.4	0.0		0.0
Common stock dividends				(280.3)			(280.3)		(280.3)
Stock-based compensation	5.7	0.6	86.4				87.0		87.0
Exercise of stock options	1.2	0.1	13.1				13.2		13.2
Shares withheld for taxes	(1.6)	(0.2)	(38.8)				(39.0)		(39.0)
Other			(1.3)	(1.5)			(2.8)	(2.3)	(5.1)
Balance at December 31, 2017	<u>386.2</u>	<u>\$ 38.6</u>	<u>\$ 955.2</u>	<u>\$ 2,093.6</u>	<u>\$ (827.4)</u>	<u>\$ (59.0)</u>	<u>\$ 2,201.0</u>	<u>\$ 34.8</u>	<u>\$ 2,235.8</u>

The accompanying notes are an integral part of these financial statements.

**Notes to Consolidated Financial Statements**  
(Amounts in Millions, Except Per Share Amounts)

**Note 1: Summary of Significant Accounting Policies****Business Description**

The Interpublic Group of Companies, Inc. and subsidiaries (the “Company,” “IPG,” “we,” “us” or “our”) is one of the world’s premier global advertising and marketing services companies. Our agencies create customized marketing programs for clients that range in scale from large global marketers to regional and local clients. Comprehensive global services are critical to effectively serve our multinational and local clients in markets throughout the world, as they seek to build brands, increase sales of their products and services and gain market share.

**Principles of Consolidation**

The Consolidated Financial Statements include the accounts of the Company and its consolidated subsidiaries, some of which are not wholly owned. Investments in companies over which we do not have control, but have the ability to exercise significant influence, are accounted for using the equity method of accounting. Investments in companies over which we have neither control nor have the ability to exercise significant influence are accounted for under the cost method. All intercompany accounts and transactions have been eliminated in consolidation.

We have consolidated certain entities meeting the definition of variable interest entities, and the inclusion of these entities does not have a material impact on our Consolidated Financial Statements.

**Reclassifications**

Certain reclassifications and immaterial revisions have been made to the prior period financial statements to conform to the current-year presentation.

We plan to adopt a new presentation for our Consolidated Statements of Operations beginning the first quarter of 2018 which will separately present Cost of services; Selling, general and administrative expenses; and Depreciation and amortization within our Operating expenses. For the years ended December 31, 2017 and 2016, our Selling, general and administrative expenses were \$118.6 and \$138.8, respectively, which are primarily the expenses of our “Corporate and other” group, as disclosed further in Note 12, excluding depreciation and amortization. For the years ended December 31, 2017 and 2016, Depreciation and amortization were \$157.1 and \$160.2, respectively, which is also presented on the Consolidated Statements of Cash Flows. This change in presentation of expenses does not impact total operating expenses or operating income.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires us to make judgments, assumptions and estimates that affect the amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and assumptions.

**Revenue Recognition**

Our revenues are primarily derived from the planning and execution of multi-channel advertising, marketing and communications programs around the world. Our revenues are directly dependent upon the advertising, marketing and corporate communications requirements of our existing clients and our ability to win new clients. Our revenue is typically lowest in the first quarter and highest in the fourth quarter. This reflects the seasonal spending of our clients, incentives earned at year end on various contracts and project work that is typically completed during the fourth quarter.

Most of our client contracts are individually negotiated and, accordingly, the terms of client engagements and the bases on which we earn commissions and fees vary significantly. As is customary in the industry, our contracts generally provide for termination by either party on relatively short notice, usually 90 days.

Our client contracts are complex arrangements that may include provisions for incentive compensation and vendor rebates and credits. Our largest clients are multinational entities and, as such, we often provide services to these clients out of multiple offices and across many of our agencies. In arranging for such services, it is possible that we will enter into global, regional and local agreements. Agreements of this nature are reviewed by legal counsel to determine the governing terms to be followed by the offices and agencies involved.

Revenue for our services is recognized when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognized in three principal ways: proportional performance (input or output), straight-line (or monthly basis) or completed contract.

**Notes to Consolidated Financial Statements**  
**(Amounts in Millions, Except Per Share Amounts)**

- Fees are generally recognized as earned based on the proportional performance input method of revenue recognition in situations where our fee is reconcilable to the actual hours incurred to service the client as detailed in a contractual staffing plan, where the fee is earned on a per hour basis or where actual hours incurred are provided to the client on a periodic basis (whether or not the fee is reconcilable), with the amount of revenue recognized in these situations limited to the amount realizable under the client contract. We believe an input-based measure (the ‘hour’) is appropriate in situations where the client arrangement essentially functions as a time and out-of-pocket expense contract and the client receives the benefit of the services provided throughout the contract term.
- Fees are recognized on a straight-line or monthly basis when service is provided essentially on a pro-rata basis and the terms of the contract support monthly basis accounting.
- Certain fees (such as for major marketing events) are deferred until contract completion if the final act is so significant in relation to the service transaction taken as a whole or if any of the terms of the contract do not otherwise qualify for proportional performance or monthly basis recognition. Fees may also be deferred and recognized upon delivery of a project if the terms of the client contract identify individual discrete projects.

Depending on the terms of the client contract, revenue is derived from diverse arrangements involving fees for services performed, commissions, performance incentive provisions and combinations of the three. Commissions are generally earned on the date of the broadcast or publication. Contractual arrangements with clients may also include performance incentive provisions designed to link a portion of our revenue to our performance relative to either qualitative or quantitative goals, or both. Performance incentives are recognized as revenue for quantitative targets when the target has been achieved and for qualitative targets when confirmation of the incentive is received from the client.

The majority of our revenue is recorded as the net amount of our gross billings less pass-through expenses charged to a client. In most cases, the amount that is billed to clients significantly exceeds the amount of revenue that is earned and reflected in our Consolidated Financial Statements because of various pass-through expenses, such as production and media costs. We assess whether our agency or the third-party supplier is the primary obligor, and we evaluate the terms of our client agreements as part of this assessment. In addition, we give appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the vendor. Because we operate broadly as an advertising agency, based on our primary lines of business and given the industry practice to generally record revenue on a net versus gross basis, we believe that there must be strong evidence in place to overcome the presumption of net revenue accounting. Accordingly, we generally record revenue net of pass-through charges as we believe the key indicators of the business suggest we generally act as an agent on behalf of our clients in our primary lines of business. In those businesses where the key indicators suggest we act as a principal (primarily sales promotion and event, sports and entertainment marketing), we record the gross amount billed to the client as revenue and the related incremental direct costs incurred as office and general expenses. In general, we also report revenue net of taxes assessed by governmental authorities that are directly imposed on our revenue-producing transactions.

As we provide services as part of our core operations, we generally incur incidental expenses, which, in practice, are commonly referred to as “out-of-pocket” expenses. These expenses often include expenses related to airfare, mileage, hotel stays, out-of-town meals and telecommunication charges. We record the reimbursements received for such incidental expenses as revenue with a corresponding offset to office and general expense.

We receive credits from our vendors and media outlets for transactions entered into on behalf of our clients that, based on the terms of our contracts and local law, are either remitted to our clients or retained by us. If amounts are to be passed through to clients, they are recorded as liabilities until settlement or, if retained by us, are recorded as revenue when earned.

#### **Cash and Cash Equivalents**

Cash equivalents are highly liquid investments, which include certificates of deposit, government securities, commercial paper and time deposits with original maturities of three months or less at the time of purchase and are stated at estimated fair value, which approximates cost. Cash is maintained at multiple high-credit-quality financial institutions.

#### **Allowance for Doubtful Accounts**

The allowance for doubtful accounts is estimated based on the aging of accounts receivable, reviews of client credit reports, industry trends and economic indicators, as well as reviews of recent payment history for specific customers. The estimate is based largely on a formula-driven calculation but is supplemented with economic indicators and knowledge of potential write-offs of specific client accounts.

**Notes to Consolidated Financial Statements**  
(Amounts in Millions, Except Per Share Amounts)

**Expenditures Billable to Clients**

Expenditures billable to clients are primarily comprised of production and media costs that have been incurred but have not yet been billed to clients, as well as fees that have been earned which have not yet been billed to clients. Unbilled amounts are presented in expenditures billable to clients regardless of whether they relate to our fees or production and media costs. A provision is made for unrecoverable costs as deemed appropriate.

**Accounts Payable**

Accounts payable includes all operating payables, including those related to all media and production costs. These payables are due within one year.

**Investments**

Our investments in short-term marketable securities include investment-grade time deposits, commercial paper, government securities with maturities greater than three months but less than twelve months and publicly traded companies over which we do not exert a significant influence. These investments are classified as available-for-sale and reported at fair value based on quoted market prices with net unrealized gains and losses reported as a component of accumulated other comprehensive loss. Our non-publicly traded investments and all other publicly traded investments, including investments to fund certain deferred compensation and retirement obligations, are accounted for using the equity method or cost method. We do not disclose the fair value for all equity method investments or investments held at cost as it is not practical to estimate fair value since there is no readily available market data and it is cost prohibitive to obtain independent valuations. We regularly review our equity and cost method investments to determine whether a significant event or change in circumstances has occurred that may impact the fair value of each investment. In the event a decline in fair value of an investment occurs, we determine if the decline has been other-than-temporary. We consider our investments strategic and long-term in nature, so we determine if the fair value decline is recoverable within a reasonable period. For our investments, we evaluate fair value based on specific information (valuation methodologies, estimates of appraisals, financial statements, etc.) in addition to quoted market price, if available. We consider all known quantitative and qualitative factors in determining if an other-than-temporary decline in value of an investment has occurred.

**Derivatives**

We are exposed to market risk related to interest rates, foreign currency rates and certain balance sheet items. From time to time we enter into derivative instruments for risk management purposes, and not for speculative purposes. All derivative instruments are recorded at fair value on our balance sheet. Changes in fair value are immediately included in earnings if the derivatives are not designated as a hedge instrument or if the derivatives do not qualify as effective hedges. For derivatives designated as hedge instruments, we evaluate for hedge accounting both at inception and throughout the hedge period. If a derivative is designated as a fair value hedge, then changes in the fair value of the derivative are offset against the changes in the fair value of the underlying hedged item. If a derivative is designated as a cash flow hedge, then the effective portion of the changes in the fair value of the derivative is recognized as a component of accumulated other comprehensive income and subsequently reclassified to earnings in our Consolidated Statement of Operations in the same period as the underlying hedged transaction affects earnings.

**Property and Equipment**

Furniture, equipment, leasehold improvements and buildings are stated at cost, net of accumulated depreciation. Furniture and equipment are depreciated generally using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 7 years for furniture and equipment, 10 to 35 years for buildings and the shorter of the useful life or the remaining lease term for leasehold improvements. Land is stated at cost and is not depreciated.

We capitalize certain internal and external costs incurred to acquire or create internal use software, principally related to our enterprise resource planning ("ERP") systems. Our ERP systems are stated at cost, net of accumulated amortization, and are amortized using the straight-line method over 10 years. All other internal use computer software are stated at cost, net of accumulated amortization and are amortized using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 7 years.

**Goodwill and Other Intangible Assets**

We account for our business combinations using the acquisition accounting method, which requires us to determine the fair value of net assets acquired and the related goodwill and other intangible assets. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and involves the use of significant estimates, including projections of future cash inflows and outflows, discount rates, asset lives and market multiples. Considering the characteristics of advertising, specialized marketing and communication services companies, our acquisitions usually do not have significant amounts of tangible assets, as the principal asset we typically acquire is creative talent. As a result, a substantial portion of the purchase price is allocated to goodwill and other intangible assets.

**Notes to Consolidated Financial Statements**  
(Amounts in Millions, Except Per Share Amounts)

We review goodwill and other intangible assets with indefinite lives not subject to amortization as of October 1<sup>st</sup> each year and whenever events or significant changes in circumstances indicate that the carrying value may not be recoverable. We evaluate the recoverability of goodwill at a reporting unit level. We have 11 reporting units that were subject to the 2017 annual impairment testing. Our annual impairment review as of October 1, 2017 did not result in an impairment charge for any of our reporting units.

For reporting units not included in the qualitative assessment, or for any reporting units identified in the qualitative assessment as "more likely than not" that the fair value is less than its carrying value, the quantitative impairment test is performed. For our annual impairment test, we compare the respective fair value of our reporting units' equity to the carrying value of their net assets. The sum of the fair values of all our reporting units is also reconciled to our current market capitalization plus an estimated control premium. Goodwill allocated to a reporting unit whose fair value is equal to or greater than its carrying value is not impaired, and no further testing is required. Should the carrying amount for a reporting unit exceed its fair value, then the quantitative impairment test is failed and impaired goodwill is written down to its fair value with a charge to expense in the period the impairment is identified.

The fair value of each reporting unit for 2017 and 2016 was estimated using a combination of the income approach, which incorporates the use of the discounted cash flow method, and the market approach, which incorporates the use of earnings and revenue multiples based on market data.

We review intangible assets with definite lives subject to amortization whenever events or circumstances indicate that a carrying amount of an asset may not be recoverable. Recoverability of these assets is determined by comparing the carrying value of these assets to the estimated undiscounted future cash flows expected to be generated by these assets. These assets are impaired when their carrying value exceeds their fair value. Impaired intangible assets with definite lives subject to amortization are written down to their fair value with a charge to expense in the period the impairment is identified. Intangible assets with definite lives are amortized on a straight-line basis with estimated useful lives generally between 7 and 15 years. Events or circumstances that might require impairment testing include the loss of a significant client, the identification of other impaired assets within a reporting unit, loss of key personnel, the disposition of a significant portion of a reporting unit, significant decline in stock price or a significant adverse change in business climate or regulations.

### **Foreign Currencies**

The functional currency of our foreign operations is generally their respective local currency. Assets and liabilities are translated at the exchange rates in effect at the balance sheet date, and revenues and expenses are translated at the average exchange rates during the period presented. The resulting translation adjustments are recorded as a component of accumulated other comprehensive loss in the stockholders' equity section of our Consolidated Balance Sheets. Currency transaction gains or losses primarily arising from transactions in currencies other than the functional currency are included in office and general expenses. Foreign currency transactions resulted in pre-tax gains of \$1.9, \$2.1 and \$2.0 in for the years ended December 31, 2017, 2016 and 2015, respectively.

We monitor the currencies of countries in which we operate in order to determine if the country should be considered a highly inflationary environment. A currency is determined to be highly inflationary when there is cumulative inflation of approximately 100% or more over a three-year period. If this occurs the functional currency of that country would be changed to our reporting currency, the U.S. Dollar, and foreign exchange gains or losses would be recognized on all monetary transactions, assets and liabilities in currencies other than the U.S. Dollar until the currency is no longer considered highly inflationary.

### **Income Taxes**

The provision for income taxes includes U.S. federal, state, local and foreign taxes. Income taxes are accounted for under the liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences of temporary differences between the financial statement carrying amounts and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be reversed. We evaluate the realizability of our deferred tax assets and establish a valuation allowance when it is "more likely than not" that all or a portion of the deferred tax assets will not be realized. We evaluate our tax positions using the "more likely than not" recognition threshold and then apply a measurement assessment to those positions that meet the recognition threshold. The factors used in assessing valuation allowances include all available evidence, such as past operating results, estimates of future taxable income and the feasibility of tax planning strategies. We have established tax reserves that we believe to be adequate in relation to the potential for additional assessments in each of the jurisdictions in which we are subject to taxation. We regularly assess the likelihood of additional tax assessments in those jurisdictions and adjust our reserves as additional information or events require.

**Notes to Consolidated Financial Statements**  
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In response to the enactment of the Tax Act, the SEC issued SAB 118 on December 22, 2017, which acknowledges that the information necessary to determine such income tax effects may not be sufficiently available, prepared or analyzed in reasonable detail to complete the accounting under U.S. GAAP. SAB 118 allows for the reporting of provisional amounts for those specific tax effects for which a reasonable estimate can be made, and for no amounts to be recorded where a reasonable estimate cannot be made. Any subsequent adjustments to reported amounts will be made over the measurement period, which begins in the reporting period that includes the Tax Act's enactment date and ends when an entity has obtained, prepared and analyzed the information that is needed in order to complete the accounting requirements under U.S. GAAP, not to exceed one year from the enactment date. We have reasonably estimated and recorded provisional amounts resulting from the enactment of the Tax Act. Refer to Note 7 to our Consolidated Financial Statements for further information.

### **Redeemable Noncontrolling Interests**

Many of our acquisitions include provisions under which the noncontrolling equity owners can require us to purchase additional interests in a subsidiary at their discretion. Payments for these redeemable noncontrolling interests may be contingent on projected operating performance and satisfying other conditions specified in the related agreements. These payments are also subject to revision in accordance with the terms of the agreements. We record these redeemable noncontrolling interests in "mezzanine equity" in our Consolidated Balance Sheets. Each reporting period, redeemable noncontrolling interests are reported at their estimated redemption value, but not less than their initial fair value. Any adjustment to the redemption value above initial value prior to exercise will also impact retained earnings or additional paid-in capital ("APIC"), but will not impact net income. Adjustments as a result of currency translation will affect the redeemable noncontrolling interest balance, but do not impact retained earnings or additional paid-in capital.

### **Earnings Per Share ("EPS")**

Basic EPS available to IPG common stockholders equals net income available to IPG common stockholders divided by the weighted-average number of common shares outstanding for the applicable period. Diluted EPS equals net income available to IPG common stockholders divided by the weighted-average number of common shares outstanding, plus any additional common shares that would have been outstanding if potentially dilutive shares had been issued.

Diluted EPS reflect the potential dilution that would occur if certain potentially dilutive securities were exercised. The potential issuance of common stock is assumed to occur at the beginning of the year (or at the time of issuance of the potentially dilutive instrument, if later) and the incremental shares are included using the treasury stock method. The proceeds utilized in applying the treasury stock method consist of the amount, if any, to be paid upon exercise and, as it relates to stock-based compensation, the amount of compensation cost attributed to future service not yet recognized. These proceeds are then assumed to be used to purchase common stock at the average market price of our stock during the period. The incremental shares (difference between the shares assumed to be issued and the shares assumed to be purchased), to the extent they would have been dilutive, are included in the denominator of the diluted EPS calculation.

We may be required to calculate basic EPS using the two-class method as a result of our redeemable noncontrolling interests. To the extent that the redemption value increases and exceeds the then-current fair value of a redeemable noncontrolling interest, net income available to IPG common stockholders (used to calculate EPS) could be negatively impacted by that increase, subject to certain limitations. The partial or full recovery of any reductions to net income available to IPG common stockholders (used to calculate EPS) is limited to any cumulative prior-period reductions. For the years ended December 31, 2017, 2016 and 2015, there was no impact to EPS for adjustments related to our redeemable noncontrolling interests.

### **Pension and Postretirement Benefits**

We have pension and postretirement benefit plans covering certain domestic and international employees. We use various actuarial methods and assumptions in determining our net pension and postretirement benefit costs and obligations, including the discount rate used to determine the present value of future benefits, expected long-term rate of return on plan assets and healthcare cost trend rates. The overfunded or underfunded status of our pension and postretirement benefit plans is recorded on our Consolidated Balance Sheet.

### **Stock-Based Compensation**

Compensation costs related to share-based transactions, including employee stock options, are recognized in the Consolidated Financial Statements based on fair value. Stock-based compensation expense is generally recognized ratably over the requisite service period based on the estimated grant-date fair value, net of estimated forfeitures.

### **Treasury Stock**

We account for repurchased common stock under the cost method and include such treasury stock as a component of our Consolidated Statements of Stockholders' Equity. Upon retirement, we reduce common stock for the par value of the shares being

**Notes to Consolidated Financial Statements**  
(Amounts in Millions, Except Per Share Amounts)

retired and the excess of the cost of the shares over par value as a reduction to APIC, to the extent there is APIC in the same class of stock, and any remaining amount to retained earnings. These retired shares remain authorized but unissued.

In October and November 2017, we retired 13.4 shares of our treasury stock, which resulted in a reduction in common stock of \$1.3, treasury stock of \$304.4 and APIC of \$303.1. In October 2016, we retired 13.7 shares of our treasury stock, which resulted in a reduction in common stock of \$1.4, treasury stock of \$311.0 and APIC of \$309.6. In October 2015, we retired 11.3 shares of our treasury stock, which resulted in a reduction in common stock of \$1.2, treasury stock of \$233.2 and APIC of \$232.0. There was no effect on total stockholders' equity as a result of these retirements.

**Note 2: Debt and Credit Arrangements**

***Long-Term Debt***

A summary of the carrying amounts and fair values of our long-term debt is listed below.

	Effective Interest Rate	December 31,			
		2017		2016	
		Book Value	Fair Value <sup>1</sup>	Book Value	Fair Value <sup>1</sup>
2.25% Senior Notes due 2017	2.30%	\$ 0.0	\$ 0.0	\$ 299.4	\$ 301.4
4.00% Senior Notes due 2022 (less unamortized discount and issuance costs of \$1.3 and \$1.1, respectively)	4.13%	247.6	259.0	247.0	258.4
3.75% Senior Notes due 2023 (less unamortized discount and issuance costs of \$0.8 and \$2.1, respectively)	4.32%	497.1	513.2	496.6	503.3
4.20% Senior Notes due 2024 (less unamortized discount and issuance costs of \$0.7 and \$2.6, respectively)	4.24%	496.7	524.2	496.2	511.6
Other notes payable and capitalized leases		46.2	46.2	65.4	65.4
Total long-term debt		<u>1,287.6</u>		<u>1,604.6</u>	
Less: current portion		<u>2.0</u>		<u>323.9</u>	
Long-term debt, excluding current portion		<u>\$ 1,285.6</u>		<u>\$ 1,280.7</u>	

<sup>1</sup> See Note 10 for information on the fair value measurement of our long-term debt.

Annual maturities are scheduled as follows based on the book value as of December 31, 2017.

2018	\$ 2.0
2019	3.1
2020	1.0
2021	0.0
2022	247.6
Thereafter	1,033.9
Total long-term debt	<u>\$ 1,287.6</u>

For those debt securities that have a premium or discount at the time of issuance, we amortize the amount through interest expense based on the maturity date or the first date the holders may require us to repurchase the debt securities, if applicable. A premium would result in a decrease in interest expense, and a discount would result in an increase in interest expense in future periods. Additionally, we have debt issuance costs related to certain financing transactions which are also amortized through interest expense. As of December 31, 2017 and 2016, we had total unamortized debt issuance costs of \$13.0 and \$12.3, respectively.

Our debt securities include covenants that, among other things, limit our liens and the liens of certain of our consolidated subsidiaries, but do not require us to maintain any financial ratios or specified levels of net worth or liquidity.

***Long-Term Debt Transactions***

***2.25% Senior Notes due 2017***

In November 2017, we redeemed all \$300.0 in aggregate principal amount of the 2.25% Senior Notes due 2017 (the "2.25% Notes"). Total cash paid to redeem the 2.25% Notes was \$303.4, which included accrued and unpaid interest of \$3.4.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

### ***Credit Agreements***

We maintain a committed corporate credit facility, which has been amended and restated from time to time (the "Credit Agreement"). The Credit Agreement is a revolving facility, under which amounts borrowed by us or any of our subsidiaries designated under the Credit Agreement may be repaid and reborrowed, subject to an aggregate lending limit. On October 25, 2017, we amended and restated our committed credit agreement, originally dated as of July 18, 2008 (as amended and restated, the "Credit Agreement"), increasing the revolving commitments from \$1,000.0 to \$1,500.0, or the equivalent in other specified currencies, and extending the Credit Agreement's expiration to October 25, 2022.

We use our Credit Agreement to increase our financial flexibility, to provide letters of credit primarily to support obligations of our subsidiaries and to support our commercial paper program. The Company has the ability to increase the commitments under the Credit Agreement from time to time by an additional amount of up to \$250.0, provided the Company receives commitments for such increases and satisfies certain other conditions. The aggregate available amount of letters of credit outstanding may decrease or increase, subject to a sublimit on letters of credit of \$50.0, or the equivalent in other currencies. Our obligations under the Credit Agreement are unsecured. As of December 31, 2017 and 2016, there were no borrowings under the Credit Agreement; however, we had \$8.4 and \$4.9 of letters of credit under the Credit Agreement, which reduced our total availability to \$1,491.6 and \$995.1, respectively.

Under the Credit Agreement, we can elect to receive advances bearing interest based on either the base rate or the Eurocurrency rate (each as defined in the Credit Agreement) plus an applicable margin that is determined based on our credit ratings. As of December 31, 2017, the applicable margin was 0.10% for base rate advances and 1.10% for Eurocurrency rate advances. Letter of credit fees accrue on the average daily aggregate amount of letters of credit outstanding, at a rate equal to the applicable margin for Eurocurrency rate advances, and fronting fees accrue on the aggregate amount of letters of credit outstanding at an annual rate of 0.25%. We also pay a facility fee at an annual rate that is determined based on our credit ratings, which as of December 31, 2017, was 0.15% on the aggregate lending commitment under the Credit Agreement.

In addition to other and customary covenants, the Credit Agreement requires that we maintain the financial covenants listed below as of the end of each fiscal quarter for the period of four fiscal quarters then ended. We were in compliance with all of our covenants in the Credit Agreement as of December 31, 2017.

Interest coverage ratio (not less than): <sup>1</sup>	5.00x
Leverage ratio (not greater than): <sup>2</sup>	3.50x

<sup>1</sup> The interest coverage ratio is defined as EBITDA, as defined in the Credit Agreement, to net interest expense for the four quarters then ended.

<sup>2</sup> The leverage ratio is defined as debt as of the last day of such fiscal quarter to EBITDA, as defined in the Credit Agreement, for the four quarters then ended. The leverage ratio may be changed to not more than 4.00 to 1 at our election for four consecutive fiscal quarters, beginning with the fiscal quarter in which there is an occurrence of one or more acquisitions with an aggregate purchase price of at least \$200.0.

We also have uncommitted lines of credit with various banks which permit borrowings at variable interest rates and which are primarily used to fund working capital needs. We have guaranteed the repayment of some of these borrowings made by certain subsidiaries. If we lose access to these credit lines, we would have to provide funding directly to some of our operations. As of December 31, 2017 and 2016, the Company had uncommitted lines of credit in an aggregate amount of \$926.2 and \$856.6, under which we had outstanding borrowings of \$84.9 and \$85.7 classified as short-term borrowings on our Consolidated Balance Sheets, respectively. The average amounts outstanding during 2017 and 2016 were \$223.8 and \$216.0, respectively, with weighted-average interest rates of approximately 2.9% for both periods.

### ***Commercial Paper***

In June 2017, the Company established a commercial paper program under which the Company was authorized to issue unsecured commercial paper up to a maximum aggregate amount outstanding at any time of \$1,000.0, which was increased to \$1,500.0 on October 25, 2017. Borrowings under the program are supported by the Credit Agreement described above. Proceeds of the commercial paper are used for working capital and general corporate purposes, including the repayment of maturing indebtedness and other short-term liquidity needs. The maturities of the commercial paper vary but may not exceed 397 days from the date of issue. As of December 31, 2017, there was no commercial paper outstanding. From the date the program was first utilized through December 31, 2017, the average amount outstanding under the program was \$477.4, with a weighted-average interest rate of 1.5% and a weighted-average maturity of seventeen days.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

### Cash Pooling

We aggregate our domestic cash position on a daily basis. Outside the United States, we use cash pooling arrangements with banks to help manage our liquidity requirements. In these pooling arrangements, several IPG agencies agree with a single bank that the cash balances of any of the agencies with the bank will be subject to a full right of set-off against amounts other agencies owe the bank, and the bank provides for overdrafts as long as the net balance for all agencies does not exceed an agreed-upon level. Typically, each agency pays interest on outstanding overdrafts and receives interest on cash balances. Our Consolidated Balance Sheets reflect cash, net of bank overdrafts, under all of our pooling arrangements, and as of December 31, 2017 and 2016 the amounts netted were \$1,412.0 and \$1,300.6, respectively.

### Note 3: Earnings Per Share

The following sets forth basic and diluted earnings per common share available to IPG common stockholders.

	Years ended December 31,		
	2017	2016	2015
<b>Net income available to IPG common stockholders</b>	\$ 579.0	\$ 608.5	\$ 454.6
<b>Weighted-average number of common shares outstanding - basic</b>	389.6	397.9	408.1
Dilutive effect of stock options and restricted shares	7.7	10.1	7.6
<b>Weighted-average number of common shares outstanding - diluted</b>	<u>397.3</u>	<u>408.0</u>	<u>415.7</u>
<b>Earnings per share available to IPG common stockholders:</b>			
Basic	\$ 1.49	\$ 1.53	\$ 1.11
Diluted	\$ 1.46	\$ 1.49	\$ 1.09

### Note 4: Acquisitions

We continue to evaluate strategic opportunities to expand our industry expertise, strengthen our position in high-growth and key strategic geographical markets and industry sectors, advance technological capabilities and improve operational efficiency through both acquisitions and increased ownership interests in current investments. Our acquisitions typically provide for an initial payment at the time of closing and additional contingent purchase price payments based on the future performance of the acquired entity. We have entered into agreements that may require us to purchase additional equity interests in certain consolidated and unconsolidated subsidiaries. The amounts at which we record these transactions in our financial statements are based on estimates of the future financial performance of the acquired entity, the timing of the exercise of these rights, changes in foreign currency exchange rates and other factors.

During 2017, we completed ten acquisitions, eight of which were included in the Integrated Agency Networks ("IAN") operating segment, and two of which were included in the Constituency Management Group ("CMG") operating segment. These acquisitions included a digital marketing agency based in the U.S., a data science and business intelligence firm based in the U.S. with operations in China, an advertising and consulting company based in Indonesia, a strategic communications agency based in the U.K., an independent creative agency based in the U.K., a retail branding and design firm based in the U.S., a content creation and marketing agency based in the Netherlands, an independent media agency and digital consultancy based in Finland, and an integrated marketing communications agency based in Canada. During 2017, we recorded approximately \$62.0 of goodwill and intangible assets related to our acquisitions.

During 2016, we completed ten acquisitions, three of which were included in the IAN operating segment, and seven of which were included in the CMG operating segment. The most significant acquisitions included a product and service design consultancy based in the U.S., an integrated healthcare marketing communications agency based in the U.S., a content creation and digital agency with offices in the U.S. and the U.K., a mobile consultancy and application development agency based in the U.K., a full-service public relations and digital agency based in China, a search engine optimization and digital content marketing agency based in the U.K., and a mobile focused digital agency based in the U.K. During 2016, we recorded approximately \$149.0 of goodwill and intangible assets related to these acquisitions.

During 2015, we completed five acquisitions, four of which were included in the IAN operating segment, and one of which was included in the CMG operating segment. The most significant acquisitions included a full-service digital agency in the U.K., a group of creative marketing agencies based in Russia, and a media planning and buying agency with significant digital capabilities in Canada. During 2015, we recorded approximately \$61.0 of goodwill and intangible assets related to these acquisitions.

The results of operations of our acquired companies were included in our consolidated results from the closing date of each acquisition. We did not make any payments in stock related to our acquisitions in 2017, 2016 or 2015.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

Details of cash paid for current and prior years' acquisitions are listed below.

	Years ended December 31,		
	2017	2016	2015
Cost of investment: current-year acquisitions	\$ 36.8	\$ 65.7	\$ 37.8
Cost of investment: prior-year acquisitions	54.6	40.7	53.1
Less: net cash acquired	(7.1)	(13.6)	(9.2)
Total cost of investment	84.3	92.8	81.7
Operating payments <sup>1</sup>	47.1	19.1	18.4
Total cash paid for acquisitions <sup>2</sup>	\$ 131.4	\$ 111.9	\$ 100.1

<sup>1</sup> Represents cash payments for amounts that have been recognized in operating expenses since the date of acquisition either relating to adjustments to estimates in excess of the initial value of contingent payments recorded or were contingent upon the future employment of the former owners of the acquired companies. Amounts are reflected in the operating section of the Consolidated Statements of Cash Flows.

<sup>2</sup> Of the total cash paid for acquisitions, \$30.6, \$52.0 and \$28.6 for the years ended December 31, 2017, 2016 and 2015, respectively, are classified under the investing section of the Consolidated Statements of Cash Flows as acquisitions, net of cash acquired. These amounts relate to initial payments for new transactions. Of the total cash paid for acquisitions, \$53.7, \$40.8 and \$53.1 for the years ended December 31, 2017, 2016 and 2015, respectively, are classified under the financing section of the Consolidated Statements of Cash Flows as acquisition-related payments. These amounts relate to deferred payments and increases in our ownership interest for prior acquisitions.

For companies acquired, we estimate the fair values of the assets and liabilities based on 100% of the business for consolidation. The purchase price in excess of the estimated fair value of the tangible net assets acquired is allocated to identifiable intangible assets and then to goodwill. Due to the characteristics of advertising, specialized marketing and communication services companies, our acquisitions typically do not have significant amounts of tangible assets since the principal assets we acquire are client relationships and talent. As a result, a substantial portion of the purchase price is primarily allocated to customer lists, trade names and goodwill.

For acquisitions we record deferred payment and redeemable noncontrolling interest amounts on our Consolidated Balance Sheets based on their acquisition-date fair value. Deferred payments are recorded on a discounted basis and adjusted quarterly, if necessary, through operating income or net interest expense, depending on the nature of the arrangement, for both changes in estimate and accretion between the acquisition date and the final payment date. See Note 13 for further information on contingent acquisition obligations. Redeemable noncontrolling interests are adjusted quarterly to their estimated redemption value, but not less than their initial fair value. Any adjustments to the redemption value impact retained earnings, except for foreign currency translation adjustments. The following table presents changes in our redeemable noncontrolling interests.

	Years ended December 31,		
	2017	2016	2015
Balance at beginning of period	\$ 252.8	\$ 251.9	\$ 257.4
Change in related noncontrolling interests balance	(2.8)	4.9	0.8
Changes in redemption value of redeemable noncontrolling interests:			
Additions	7.7	6.8	16.5
Redemptions and other	(18.5)	(14.8)	(25.1)
Redemption value adjustments	12.9	4.0	2.3
Balance at end of period	\$ 252.1	\$ 252.8	\$ 251.9

For all acquisitions, if a portion of the deferred payments and purchases of additional interests after the effective date of purchase are contingent upon employment terms, then that amount is accounted for separately from the business combination and recognized as compensation expense over the required earn-out period. Payments deemed as compensation are excluded from the fair value purchase price allocation to tangible net assets and intangible assets acquired.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Note 5: Supplementary Data**
**Valuation and Qualifying Accounts – Allowance for Uncollectible Accounts Receivable**

	Years ended December 31,		
	2017	2016	2015
Balance at beginning of period	\$ 55.7	\$ 54.2	\$ 59.5
Charges to costs and expenses	9.5	16.7	11.4
Deductions:			
Dispositions	(1.0)	(2.5)	(2.8)
Uncollectible accounts written off	(25.5)	(9.4)	(9.8)
Foreign currency translation adjustments	4.0	(3.3)	(4.1)
Balance at end of period	\$ 42.7	\$ 55.7	\$ 54.2

**Property and Equipment**

	December 31,	
	2017	2016
Furniture and equipment	\$ 634.8	\$ 604.2
Leasehold improvements	641.5	599.8
Internal-use computer software	331.3	306.5
Land and buildings	79.0	73.1
Gross property and equipment	1,686.6	1,583.6
Less: accumulated depreciation	(1,036.2)	(961.6)
Total property and equipment, net	\$ 650.4	\$ 622.0

Total depreciation and amortization expense for property and equipment for the years ended December 31, 2017, 2016 and 2015 was \$135.9, \$138.3 and \$130.9, respectively.

**Accrued Liabilities**

The following table presents the components of accrued liabilities.

	December 31,	
	2017	2016
Salaries, benefits and related expenses	\$ 441.7	\$ 499.0
Office and related expenses	53.2	46.7
Acquisition obligations	42.0	77.5
Interest	16.4	17.3
Other	121.4	153.5
Total accrued liabilities	\$ 674.7	\$ 794.0

**Other Expense, net**

Results of operations include certain items that are not directly associated with our revenue-producing operations.

	Years ended December 31,		
	2017	2016	2015
Net losses on sales of businesses	\$ (24.1)	\$ (41.4)	\$ (50.0)
Other	(2.1)	1.1	0.4
Total other expense, net	\$ (26.2)	\$ (40.3)	\$ (49.6)

*Net losses on sales of businesses* – During 2017, the amounts recognized were primarily related to sales of businesses and the classification of certain assets and liabilities, consisting primarily of cash, accounts receivable and accounts payable, as held for sale within our IAN operating segment. The businesses held for sale as of year end primarily represent unprofitable, non-strategic agencies which are expected to be sold within the next twelve months. During 2016, the amounts recognized were related

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

to sales of businesses and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, as held for sale within both our IAN and CMG operating segments. During 2015, the amounts recognized were related to sales of businesses within both our IAN and CMG operating segments and the classification of certain assets and liabilities, consisting primarily of accounts receivable and accounts payable, as held for sale within our IAN operating segment.

**Share Repurchase Program**

In February 2017, our Board of Directors (the "Board") authorized a new share repurchase program to repurchase from time to time up to \$300.0, excluding fees, of our common stock (the "2017 Share Repurchase Program"), which was in addition to the remaining amount available to be repurchased from the \$300.0 authorization made by the Board in February 2016 (the "2016 Share Repurchase Program").

We may effect such repurchases through open market purchases, trading plans established in accordance with U.S. Securities and Exchange Commission ("SEC") rules, derivative transactions or other means. We expect to continue to repurchase our common stock in future periods, although the timing and amount of the repurchases will depend on market conditions and other funding requirements.

The following table presents our share repurchase activity under our share repurchase programs.

	Years ended December 31,		
	2017	2016	2015
Number of shares repurchased	13.7	13.3	13.6
Aggregate cost, including fees	\$ 300.1	\$ 303.3	\$ 285.2
Average price per share, including fees	\$ 21.97	\$ 22.76	\$ 20.97

We fully utilized the 2016 Share Repurchase Program in the third quarter of 2017. As of December 31, 2017, \$155.5 remained available for repurchase under the 2017 Share Repurchase Program. The 2017 Share Repurchase Program has no expiration date.

**Supplemental Cash Flow Information**

	Years ended December 31,		
	2017	2016	2015
Cash paid for interest	\$ 82.3	\$ 78.8	\$ 74.5
Cash paid for income taxes, net of refunds <sup>1</sup>	228.4	244.1	231.9

<sup>1</sup> Refunds of \$31.9, \$26.6 and \$13.0 were received for the years ended December 31, 2017, 2016 and 2015, respectively.

**Note 6: Intangible Assets**

**Goodwill**

Goodwill is the excess purchase price remaining from an acquisition after an allocation of purchase price has been made to identifiable assets acquired and liabilities assumed based on estimated fair values. The changes in the carrying value of goodwill for our segments, IAN and CMG, for the years ended December 31, 2017 and 2016 are listed below.

	IAN	CMG	Total <sup>1</sup>
Balance as of December 31, 2015	\$ 3,051.4	\$ 557.1	\$ 3,608.5
Acquisitions	32.7	89.3	122.0
Foreign currency and other	(40.3)	(15.8)	(56.1)
Balance as of December 31, 2016	\$ 3,043.8	\$ 630.6	\$ 3,674.4
Acquisitions	39.6	15.5	55.1
Foreign currency and other	78.4	12.5	90.9
Balance as of December 31, 2017	\$ 3,161.8	\$ 658.6	\$ 3,820.4

<sup>1</sup> For all periods presented, no goodwill impairment charge has been recorded.

See Note 1 for information regarding our annual impairment methodology.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Other Intangible Assets**

Other intangible assets are comprised of both assets with indefinite lives not subject to amortization and assets with definite lives subject to amortization. Other intangible assets primarily consist of customer lists and trade names, which have definitive lives and are subject to amortization on a straight-line basis with estimated useful lives generally between 7 and 15 years. Amortization expense for other intangible assets for the years ended December 31, 2017, 2016 and 2015 was \$21.2, \$21.9 and \$26.1, respectively. There were no material impairment charges on other intangibles for the years ended December 31, 2017, 2016 and 2015. During 2017 and 2016, we recorded approximately \$7.0 and \$29.0 of intangible assets related to our acquisitions in the respective year.

The following table provides a summary of other intangible assets, which are included in other assets on our Consolidated Balance Sheets.

	December 31,					
	2017			2016		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Customer lists	\$ 267.3	\$ (172.2)	\$ 95.1	\$ 252.4	\$ (151.4)	\$ 101.0
Trade names	68.8	(33.8)	35.0	65.5	(28.9)	36.6
Other	14.4	(3.8)	10.6	14.3	(3.8)	10.5
Total	<u>\$ 350.5</u>	<u>\$ (209.8)</u>	<u>\$ 140.7</u>	<u>\$ 332.2</u>	<u>\$ (184.1)</u>	<u>\$ 148.1</u>

The estimated annual amortization expense for other intangible assets for the next five years as of December 31, 2017 is listed below.

	2018	2019	2020	2021	2022
Estimated amortization expense	\$ 23.3	\$ 22.1	\$ 20.4	\$ 19.3	\$ 16.4

**Note 7: Income Taxes**

Public Law 115-97, commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"), was enacted on December 22, 2017. The Tax Act legislated many new tax provisions which have impacted our operations, including the reduction of the U.S. federal income tax rate from 35.0% to 21.0%, effective in 2018, a current tax on the deemed repatriation of unremitted foreign earnings and a U.S tax exemption for future distributions of certain foreign earnings.

U.S. GAAP requires the income tax accounting effect of a change in tax law, including the effects on current and deferred income taxes, to be reflected in the period in which such law is enacted. The SEC issued Staff Accounting Bulletin No. 118 ("SAB 118") on December 22, 2017, which acknowledges that the information necessary to determine such income tax effects may not be sufficiently available, prepared or analyzed in reasonable detail to complete the accounting under U.S. GAAP. SAB 118 allows for the reporting of provisional amounts for those specific tax effects for which a reasonable estimate can be made, and for no amounts to be recorded where a reasonable estimate cannot be made. Any subsequent adjustments to reported amounts will be made over the measurement period, which begins in the reporting period that includes the Tax Act's enactment date and ends when an entity has obtained, prepared and analyzed the information that is needed in order to complete the accounting requirements under U.S. GAAP, not to exceed one year from the enactment date.

We have reasonably estimated the tax effect of re-measuring our deferred tax balances and reserves at year end to reflect the tax effect of the reversal of such deferred tax balances in future periods during which the U.S. federal income tax rate will be 21.0%. We have recorded a decrease related to deferred tax assets and deferred tax liabilities, with a corresponding provisional net benefit to our deferred income taxes of \$104.7. The Tax Act's various changes to the treatment of fixed assets and deferred compensation are sufficiently complex to conclude that an adjustment may be necessary.

The Tax Act also imposes a tax on certain unremitted foreign earnings at various tax rates. We have reasonably estimated the tax effect of this deemed repatriation of unremitted foreign earnings and have recorded tax expense of \$62.3 as a provisional amount due to the fact that necessary information could not be attained, prepared or analyzed on a timely basis to be able to complete the calculations. The complexity of the rules and the comprehensive data requirements will likely result in some adjustment to the provisional amount. The Company expects to pay this amount over the next eight years, as allowed by the Tax Act.

Additionally, the Tax Act imposes a new tax on certain foreign earnings generated in 2018 and forward. We are continuing to evaluate these global intangible low-taxed income ("GILTI") tax rules, which are extremely complex. U.S. GAAP allows us to choose between an accounting policy which treats the U.S. tax under GILTI provisions as either a current expense, as incurred, or as a component of the Company's measurement of deferred taxes. We are not able to reasonably estimate the effect of the GILTI

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

rules due to the significant complexity of the rules and the fact that the information necessary could not be attained, prepared or analyzed on a timely basis. Therefore, we have not made any adjustment related to the potential GILTI tax and have not made a policy decision regarding whether to record deferred taxes thereon.

Finally, as per interpretive guidance issued by the U.S. Treasury on February 13, 2018, a tax benefit of \$31.2, which was recorded during the third quarter of 2017, was reversed during the fourth quarter of 2017 due to the enactment of the Tax Act.

The components of income before income taxes are listed below.

	Years ended December 31,		
	2017	2016	2015
Domestic	\$ 528.2	\$ 504.7	\$ 461.0
Foreign	347.8	325.5	301.2
Total	<u>\$ 876.0</u>	<u>\$ 830.2</u>	<u>\$ 762.2</u>

The provision for income taxes is listed below.

	Years ended December 31,		
	2017	2016	2015
U.S. federal income taxes (including foreign withholding taxes):			
Current	\$ 154.1	\$ 54.3	\$ 117.8
Deferred	(32.2)	36.6	46.9
	<u>121.9</u>	<u>90.9</u>	<u>164.7</u>
State and local income taxes:			
Current	18.8	8.2	15.1
Deferred	20.4	(1.5)	13.0
	<u>39.2</u>	<u>6.7</u>	<u>28.1</u>
Foreign income taxes:			
Current	107.9	89.8	100.4
Deferred	12.9	10.6	(10.4)
	<u>120.8</u>	<u>100.4</u>	<u>90.0</u>
Total	<u>\$ 281.9</u>	<u>\$ 198.0</u>	<u>\$ 282.8</u>

**Notes to Consolidated Financial Statements – (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**

A reconciliation of the effective income tax rate as reflected in our Consolidated Statements of Operations to the U.S. federal statutory income tax rate is listed below.

	Years ended December 31,		
	2017	2016	2015
U.S. federal statutory income tax rate	35.0%	35.0%	35.0%
Income tax provision at U.S. federal statutory rate	\$ 306.6	\$ 290.6	\$ 266.8
State and local income taxes, net of U.S. federal income tax benefit	23.5	4.3	18.3
Impact of foreign operations, including withholding taxes	(6.7)	(23.9)	14.7
Change in net valuation allowance <sup>1</sup>	1.4	(13.4)	(20.6)
Divestitures	1.1	9.7	11.9
U.S. federal tax credits	(1.7)	(44.6)	0.0
Stock compensation	(15.3)	(9.0)	0.0
Increase/(decrease) in unrecognized tax benefits	7.0	(22.2)	(6.5)
Net impact of the Tax Act	(36.0)	0.0	0.0
Statutory tax rate changes	0.0	11.4	1.4
Other	2.0	(4.9)	(3.2)
Provision for income taxes	<u>\$ 281.9</u>	<u>\$ 198.0</u>	<u>\$ 282.8</u>
Effective income tax rate on operations	32.2%	23.8%	37.1%

<sup>1</sup> Reflects changes in valuation allowances that impacted the effective income tax rate for each year presented.

In 2017, our effective income tax rate of 32.2% was positively impacted by a net benefit of \$36.0 as a result of the Tax Act, the primary impacts of which are discussed above, and excess tax benefits on employee share-based payments, partially offset by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances.

In 2016, our effective income tax rate of 23.8% was positively impacted by a benefit of \$44.6 related to refunds to be claimed on future amended U.S. federal returns for tax years 2014 and 2015 primarily related to foreign tax credits and, to a lesser extent, research and development credits based on the conclusion of multi-year studies; the settlement of 2011 and 2012 income tax audits, which included the recognition of certain previously unrecognized tax benefits of \$23.4; the reversal of valuation allowances of \$12.2 as a consequence of the disposition of certain businesses in Continental Europe; excess tax benefits on employee share-based payments; and various changes in state income tax laws as well as the recognition of previously unrecognized state tax benefits as a result of a lapse in statute of limitations. The positive impacts to our tax rates were partially offset by a revaluation of deferred tax assets as a result of a statutory tax rate change in Continental Europe, losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances and by losses on sales of businesses for which we did not receive a full tax benefit.

In 2015, our effective income tax rate of 37.1% was negatively impacted primarily by losses in certain foreign jurisdictions where we receive no tax benefit due to 100% valuation allowances and from the losses on sales of businesses for which we did not receive a full tax benefit. The negative impacts to our tax rates were partially offset by the recognition of previously unrecognized tax benefits as a result of the reversal of valuation allowances in Continental Europe and the settlement of a 2010 income tax audit.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

The components of deferred tax assets and liabilities are listed below.

	December 31,	
	2017	2016
Postretirement/post-employment benefits	\$ 19.5	\$ 23.1
Deferred compensation	91.7	192.4
Pension costs	27.6	36.6
Basis differences in fixed assets	(52.0)	(80.2)
Rent	27.5	41.7
Interest	45.8	58.9
Accruals and reserves	18.4	17.2
Allowance for doubtful accounts	10.2	13.3
Basis differences in intangible assets	(281.3)	(405.0)
Investments in equity securities	(3.3)	(6.3)
Tax loss/tax credit carry forwards	357.9	354.6
Prepaid expenses	(1.7)	(2.9)
Deferred revenue	(38.2)	(32.0)
Other	44.7	44.3
Total deferred tax assets, net	266.8	255.7
Valuation allowance	(243.3)	(255.6)
Net deferred tax assets	\$ 23.5	\$ 0.1

As a result of the Tax Act, we have re-measured our deferred tax assets and liabilities to reflect the tax effect of the reversal of such balances in future periods during which the U.S. federal income tax rate will be 21.0%, resulting in a provisional net benefit to our deferred income taxes of \$104.7. However, the Tax Act's various changes to the treatment of fixed assets and deferred compensation are sufficiently complex to conclude that an adjustment may be necessary.

We evaluate the realizability of our deferred tax assets on a quarterly basis. The realization of our deferred tax assets is primarily dependent on future earnings. The amount of the deferred tax assets considered realizable could be reduced or increased in the near future if estimates of future taxable income are lower or greater than anticipated. A valuation allowance is established when it is "more likely than not" that all or a portion of deferred tax assets will not be realized. In circumstances where there is negative evidence, establishment of a valuation allowance is considered. The factors used in assessing valuation allowances include all available evidence, such as past operating results, estimates of future taxable income and the feasibility of tax planning strategies. We believe that cumulative losses in the most recent three-year period represent significant negative evidence, and as a result, we determined that certain of our deferred tax assets required the establishment of a valuation allowance. The deferred tax assets for which an allowance was recognized relate primarily to state and foreign tax loss carryforwards.

The change in the valuation allowance is listed below.

	Years ended December 31,		
	2017	2016	2015
Balance at beginning of period	\$ 255.6	\$ 275.1	\$ 332.2
Reversed to costs and expenses	(4.6)	(15.4)	(20.8)
(Reversed) charged to gross tax assets and other accounts <sup>1</sup>	(27.0)	9.5	(9.2)
Foreign currency translation	19.3	(13.6)	(27.1)
Balance at end of period	\$ 243.3	\$ 255.6	\$ 275.1

<sup>1</sup> Primarily represents changes to the valuation allowance related to the change of a corresponding deferred tax asset.

In 2017, 2016, and 2015, amounts reversed to costs and expenses primarily related to decreases in valuation allowances in Continental Europe for existing deferred tax assets.

As of December 31, 2017, there were \$1,186.8 of loss carryforwards. These loss carryforwards were all non-U.S. tax loss carryforwards, of which \$656.6 have unlimited carryforward periods and \$530.2 have expiration periods from 2018 to 2037. As of December 31, 2017, the Company also had \$45.0 in deferred tax assets for state net operating loss carryforwards and tax credit carryforwards, which will expire between 2018 and 2037.

**Notes to Consolidated Financial Statements – (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**

As of December 31, 2017 and 2016, we had \$2,774.8 and \$2,622.4, respectively, of undistributed earnings attributable to foreign subsidiaries. The Company has historically asserted that its unremitted foreign earnings are permanently reinvested, and therefore, has not recorded deferred taxes on such amounts. The Tax Act provides a U.S. tax exemption for dividends of certain foreign earnings. The Tax Act may provide additional flexibility in the Company's tax-efficient access to global cash, but is expected to have limited impact to net domestic liquidity. The Company is still evaluating whether to continue its indefinite reinvestment assertion, in light of the Tax Act. Any change to the assertion will be accounted for as part of the change in tax law, as permitted by SAB 118.

The table below summarizes the activity related to our unrecognized tax benefits.

	Years ended December 31,		
	2017	2016	2015
Balance at beginning of period	\$ 246.7	\$ 226.9	\$ 238.0
Increases as a result of tax positions taken during a prior year	6.3	65.0	5.2
Decreases as a result of tax positions taken during a prior year	(8.1)	(47.5)	(19.7)
Settlements with taxing authorities	(0.8)	(4.6)	(4.1)
Lapse of statutes of limitation	(3.3)	(11.8)	(3.8)
Increases as a result of tax positions taken during the current year	31.1	18.7	11.3
Balance at end of period	<u>\$ 271.9</u>	<u>\$ 246.7</u>	<u>\$ 226.9</u>

Included in the total amount of unrecognized tax benefits of \$271.9 as of December 31, 2017, is \$249.2 of tax benefits that, if recognized, would impact the effective income tax rate. The total amount of accrued interest and penalties as of December 31, 2017 and 2016 is \$27.9 and \$20.9, respectively, of which a detriment of \$7.0 and \$0.7 is included in our 2017 and 2016 Consolidated Statements of Operations, respectively. In accordance with our accounting policy, interest and penalties accrued on unrecognized tax benefits are classified as income taxes in our Consolidated Statements of Operations.

We have various tax years under examination by tax authorities in the U.S., in various countries, and in various states, such as New York, in which we have significant business operations. It is not yet known whether these examinations will, in the aggregate, result in our paying additional taxes. We believe our tax reserves are adequate in relation to the potential for additional assessments in each of the jurisdictions in which we are subject to taxation. We regularly assess the likelihood of additional tax assessments in those jurisdictions and, if necessary, adjust our reserves as additional information or events require.

With respect to all tax years open to examination by U.S. federal, various state and local, and non-U.S. tax authorities, we currently anticipate that total unrecognized tax benefits will decrease by an amount between \$28.0 and \$38.0 in the next twelve months, a portion of which will affect our effective income tax rate, primarily as a result of the settlement of tax examinations and the lapsing of statutes of limitations. This net decrease is related to various items of income and expense, primarily transfer pricing adjustments.

We are effectively settled with respect to U.S. federal income tax audits through 2012, with the exception of 2009. With limited exceptions, we are no longer subject to state and local income tax audits for years prior to 2007 or non-U.S. income tax audits for years prior to 2006.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Note 8: Accumulated Other Comprehensive Loss, Net of Tax**

The following table presents the changes in accumulated other comprehensive loss, net of tax, by component.

	Foreign Currency Translation Adjustments	Available-for-Sale Securities	Derivative Instruments	Defined Benefit Pension and Other Postretirement Plans	Total
Balance as of December 31, 2015	\$ (665.6)	\$ 1.3	\$ (9.6)	\$ (171.7)	\$ (845.6)
Other comprehensive (loss) income before reclassifications	(54.8)	0.5	0.0	(70.7)	(125.0)
Amount reclassified from accumulated other comprehensive loss, net of tax	3.7	(1.2)	1.2	4.4	8.1
Balance as of December 31, 2016	\$ (716.7)	\$ 0.6	\$ (8.4)	\$ (238.0)	\$ (962.5)
Other comprehensive income (loss) before reclassifications	130.7	0.0	0.0	(9.7)	121.0
Amount reclassified from accumulated other comprehensive loss, net of tax	1.1	(0.6)	1.6	12.0	14.1
Balance as of December 31, 2017	\$ (584.9)	\$ 0.0	\$ (6.8)	\$ (235.7)	\$ (827.4)

Amounts reclassified from accumulated other comprehensive loss, net of tax, for the years ended December 31, 2017, 2016 and 2015 are as follows:

	Years ended December 31,			Affected Line Item in the Consolidated Statements of Operations
	2017	2016	2015	
Foreign currency translation adjustments <sup>1</sup>	\$ 1.1	\$ 3.7	\$ 23.3	Other expense, net
Gains on available-for-sale securities	(0.7)	(1.3)	0.0	Other expense, net
Losses on derivative instruments	2.1	2.0	2.0	Interest expense
Amortization of defined benefit pension and postretirement plans items	13.7	5.8	10.4	Other expense, net
Tax effect	(2.1)	(2.1)	(4.2)	Provision for income taxes
Total amount reclassified from accumulated other comprehensive loss, net of tax	\$ 14.1	\$ 8.1	\$ 31.5	

<sup>1</sup> These foreign currency translation adjustments are primarily a result of the sales of businesses.

**Note 9: Incentive Compensation Plans**
**2014 Performance Incentive Plan**

We issue stock-based compensation and cash awards to our employees under a plan established by the Compensation and Leadership Talent Committee of the Board of Directors (the "Compensation Committee") and approved by our shareholders. In May 2014, our shareholders approved the 2014 Performance Incentive Plan (the "2014 PIP"), replacing previous incentive plans. The number of shares of common stock initially available for grants of all equity awards under the 2014 PIP is 28.8. Pursuant to the terms of the 2014 PIP, the number of shares that may be awarded to any one participant for each type of award is limited to 2.0. The vesting period of awards granted is generally commensurate with the requisite service period. We generally issue new shares to satisfy the exercise of stock options or the distribution of other stock-based awards.

Additionally, under the 2014 PIP, we have the ability to issue performance cash awards. Performance cash awards are granted to certain employees who otherwise would have been eligible to receive performance-based stock awards. These awards have a service period vesting condition and a performance vesting condition. The amount of the performance cash award received by an employee with a performance vesting condition can range from 0% to 300% of the target amount of the original grant value, except for Executive Officers of IPG, with a range of 0% to 200%. Performance cash awards generally vest in three years. The Compensation Committee may grant performance cash awards to any eligible employee; however, no employee can receive more than \$10.0 during a performance period.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

The amounts of stock-based compensation expense as reflected in salaries and related expenses in our Consolidated Statements of Operations, and the related tax benefit, are listed below.

	Years ended December 31,		
	2017	2016	2015
Stock options	\$ 0.0	\$ 0.2	\$ 1.0
Stock-settled awards	20.5	16.0	11.6
Cash-settled awards	1.0	0.9	0.7
Performance-based awards	61.5	69.4	57.7
Employee stock purchase plan	1.0	0.7	0.7
Other <sup>1</sup>	0.5	0.8	0.9
Stock-based compensation expense	\$ 84.5	\$ 88.0	\$ 72.6
Tax benefit	\$ 30.4	\$ 32.1	\$ 26.3

<sup>1</sup> Represents charges recorded for severance expense related to stock-based compensation awards.

### Stock Options

Stock options are granted with the exercise price equal to the fair market value of our common stock on the grant date. We use the Black-Scholes option-pricing model to estimate the fair value of options granted, which requires the input of subjective assumptions including the option's expected term and the price volatility of the underlying stock. They are generally first exercisable between two and four years from the grant date and expire ten years from the grant date (or earlier in the case of certain terminations of employment). There were no stock options granted during the years ended December 31, 2017, 2016 and 2015. As of December 31, 2017, all stock options granted were fully vested and exercisable.

The following table summarizes our stock option activity during 2017.

	Options	Weighted-Average Exercise Price (per option)	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Stock options outstanding as of January 1, 2017	4.8	\$ 9.83		
Exercised	(1.1)	11.15		
Stock options outstanding as of December 31, 2017	3.7	\$ 9.44	2.6	\$ 39.2

There were 1.1, 1.2 and 1.4 stock options exercised in 2017, 2016 and 2015, respectively. The total intrinsic value of stock options exercised during 2017, 2016 and 2015 was \$15.1, \$15.2 and \$16.1, respectively. The cash received from the stock options exercised in 2017, 2016 and 2015 was \$20.0, \$18.2 and \$20.4, respectively.

### Stock-Based Compensation

We grant other stock-based compensation awards such as stock-settled awards, cash-settled awards and performance-based awards (settled in cash or shares) to certain key employees. The number of shares or units received by an employee for performance-based awards depends on Company performance against specific performance targets and could range from 0% to 300% of the target amount of shares originally granted, except for Executive Officers of IPG, with a range of 0% to 200%. Incentive awards are subject to certain restrictions and vesting requirements as determined by the Compensation Committee. The fair value of the shares on the grant date is amortized over the vesting period, which is generally three years. Upon completion of the vesting period for cash-settled awards, the grantee is entitled to receive a payment in cash based on the fair market value of the corresponding number of shares of common stock. No monetary consideration is paid by a recipient for any incentive award. The fair value of cash-settled awards is adjusted each quarter based on our share price. The holders of stock-settled awards have absolute ownership interest in the underlying shares of common stock prior to vesting, which includes the right to vote and receive dividends. Dividends declared on common stock are accrued during the vesting period and paid when the award vests. The holders of performance-based awards have no ownership interest in the underlying shares of common stock until the awards vest and the shares of common stock are issued.

Stock-based compensation awards expected to be settled in cash have been classified as liabilities in our Consolidated Balance Sheets as of December 31, 2017 and 2016.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

	Years ended December 31,		
	2017	2016	2015
<b>Stock-Settled Awards:</b>			
Awards granted	0.8	1.1	0.8
Weighted-average grant-date fair value (per award)	\$ 24.18	\$ 21.87	\$ 22.07
Total fair value of vested awards distributed	\$ 22.6	\$ 17.5	\$ 18.8
<b>Cash-Settled Awards:</b>			
Awards granted	0.0	0.1	0.1
Weighted-average grant-date fair value (per award)	\$ 23.33	\$ 22.54	\$ 20.46
Total fair value of vested awards distributed	\$ 0.9	\$ 0.7	\$ 0.2
<b>Performance-Based Awards:</b>			
Awards granted	4.8	3.3	2.9
Weighted-average grant-date fair value (per award)	\$ 20.06	\$ 19.58	\$ 20.88
Total fair value of vested awards distributed	\$ 112.4	\$ 27.9	\$ 18.7

In conjunction with common stock dividends declared in 2017 and 2016, we accrued dividends of \$1.5 and \$1.3, respectively, on non-vested stock-settled awards and paid dividends of \$1.2 and \$0.6 for stock-settled awards that vested during 2017 and 2016, respectively.

A summary of the activity of our non-vested stock-settled awards, cash-settled awards and performance-based awards during 2017 is presented below (performance-based awards are shown at 100% of the shares originally granted).

	Stock-Settled Awards		Cash-Settled Awards		Performance-Based Awards	
	Awards	Weighted-Average Grant-Date Fair Value (per award)	Awards	Weighted-Average Grant-Date Fair Value (per award)	Awards	Weighted-Average Grant-Date Fair Value (per award)
Non-vested as of January 1, 2017	2.3	\$ 20.84	0.1	\$ 20.49	8.5	\$ 19.16
Granted	0.8	24.18	0.0	23.33	4.8	20.06
Vested	(1.0)	19.49	0.0	19.27	(4.6)	16.64
Forfeited	0.0	21.86	0.0	20.50	(0.4)	20.00
Non-vested as of December 31, 2017	2.1	\$ 22.78	0.1	\$ 22.52	8.3	\$ 21.05
Total unrecognized compensation expense remaining	\$ 24.1		\$ 1.0		\$ 71.9	
Weighted-average years expected to be recognized over	1.0		1.0		1.7	

In conjunction with our annual grant of long-term incentive compensation awards, we reviewed our estimates and assumptions in 2017, which resulted in a forfeiture rate consistent with prior years.

### **2009 Restricted Cash Plan**

In March 2009, the Compensation Committee approved the Interpublic Restricted Cash Plan (the “Cash Plan”). Under the Cash Plan, the Board, the Compensation Committee or the Plan Administrator may grant cash awards to certain employees eligible to receive stock-settled and cash-settled awards. Cash awards, when granted, have a service-period vesting condition and generally vest in three years.

### **Cash Awards**

During the years ended December 31, 2017, 2016 and 2015, the Compensation Committee granted cash awards under the Cash Plan with a total target value of \$2.8, \$5.2 and \$1.3, respectively. For those same years, we recognized \$2.5, \$3.1 and \$3.0, respectively, in salaries and related expenses in our Consolidated Statements of Operations.

During the years ended December 31, 2017, 2016 and 2015, the Compensation Committee granted performance awards to be settled in cash under the 2014 PIP with a total target value of \$38.4, \$37.4, and \$31.8, respectively. For those same years, we recognized \$35.3, \$39.8 and \$35.8, respectively, in salaries and related expenses in our Consolidated Statements of Operations.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

We amortize the present value of the amount expected to vest for cash awards and performance cash awards over the vesting period using the straight-line method, less an assumed forfeiture rate. Cash awards do not fall within the scope of the authoritative guidance for stock compensation as they are not paid in equity and the value of the award is not correlated with our stock price. Due to the cash nature of the payouts and the vesting period, we account for these awards in accordance with authoritative guidance for deferred compensation arrangements.

***Employee Stock Purchase Plans***

In May 2016, our shareholders approved The Interpublic Group of Companies Employee Stock Purchase Plan (2016) (the “ESPP”), replacing the prior employee stock purchase plan under which, prior to its expiration on December 31, 2015, 3.0 shares were issued. Under the ESPP, eligible employees may purchase our common stock through payroll deductions not exceeding 10% of their eligible compensation or 900 (actual number) shares each offering period, consistent with the prior employee stock purchase plan. The price an employee pays for a share of common stock under the ESPP is 90% of the lesser of the average market price of a share on the first business day of the offering period or the average market price of a share on the last business day of the offering period of three months. An aggregate of 10.0 shares are reserved for issuance under the ESPP, of which 0.5 shares have been issued through December 31, 2017.

**Note 10: Fair Value Measurements**

Authoritative guidance for fair value measurements establishes a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

- Level 1**      Unadjusted quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2**      Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3**      Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

***Financial Instruments that are Measured at Fair Value on a Recurring Basis***

We primarily apply the market approach to determine the fair value of financial instruments that are measured at fair value on a recurring basis. There were no changes to our valuation techniques used to determine the fair value of financial instruments during 2017 as compared to the prior year.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

The following tables present information about our financial instruments measured at fair value on a recurring basis as of December 31, 2017 and 2016, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	December 31, 2017				Total	Balance Sheet Classification
	Level 1	Level 2	Level 3	Total		
<b>Assets</b>						
Cash equivalents	\$ 201.6	\$ 0.0	\$ 0.0	\$ 201.6		Cash and cash equivalents
<b>Liabilities</b>						
Contingent acquisition obligations <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 147.0	\$ 147.0		
<b>December 31, 2016</b>						
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification	
	Level 1	Level 2	Level 3	Total		
<b>Assets</b>						
Cash equivalents	\$ 440.8	\$ 0.0	\$ 0.0	\$ 440.8		Cash and cash equivalents
<b>Liabilities</b>						
Contingent acquisition obligations <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 205.4	\$ 205.4		

<sup>1</sup> Contingent acquisition obligations includes deferred acquisition payments and unconditional obligations to purchase additional noncontrolling equity shares of consolidated subsidiaries. Fair value measurement of the obligations is based upon actual and projected operating performance targets as specified in the related agreements. The decrease in this balance of \$58.4 from December 31, 2016 to December 31, 2017 is primarily due to payments of \$105.3, partially offset by acquisitions and exercised put options of \$40.8. The amounts payable within the next twelve months are classified in accrued liabilities; any amounts payable thereafter are classified in other non-current liabilities.

***Financial Instruments that are not Measured at Fair Value on a Recurring Basis***

The following table presents information about our financial instruments that are not measured at fair value on a recurring basis as of December 31, 2017, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Total long-term debt	\$ 0.0	\$ 1,296.4	\$ 46.2	\$ 1,342.6

Our long-term debt is comprised of senior notes and other notes payable. The fair value of our senior notes, which are traded over-the-counter, is based on quoted prices in markets that are not active. Therefore, these senior notes are classified as Level 2 within the fair value hierarchy. Our other notes payable are not actively traded, and their fair value is not solely derived from readily observable inputs. The fair value of our other notes payable is determined based on a discounted cash flow model and other proprietary valuation methods, and therefore is classified as Level 3 within the fair value hierarchy. See Note 2 for further information on our long-term debt.

***Non-financial Instruments that are Measured at Fair Value on a Nonrecurring Basis***

Certain non-financial instruments are measured at fair value on a nonrecurring basis, primarily goodwill, intangible assets, and property and equipment. Accordingly, these assets are not measured and adjusted to fair value on an ongoing basis but are subject to periodic evaluations for potential impairment.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Note 11: Employee Benefits**
**Pension and Postretirement Benefit Plans**

We have a defined benefit pension plan covering certain U.S. employees (the “Domestic Pension Plan”) that consists of approximately 3,500 participants and is closed to new participants. We also have numerous funded and unfunded plans outside the U.S. The Interpublic Limited Pension Plan in the U.K. (the “U.K. Pension Plan”) is a defined benefit plan and is our most material foreign pension plan in terms of the benefit obligation and plan assets. The domestic postretirement benefit plan is our most material postretirement benefit plan in terms of the benefit obligation. This plan consists of approximately 1,700 participants, is closed to new participants and is unfunded.

Differences between the aggregate income statement and balance sheet amounts listed in the tables below and the totals reported in our Consolidated Statements of Operations, Consolidated Statements of Comprehensive Income and Consolidated Balance Sheets relate to non-material foreign pension and postretirement benefit plans.

From time to time, we evaluate the foreign plans to be included in the below disclosure based upon significance to our overall operations. Our evaluation consists of reviewing the Projected Benefit Obligation, Plan Assets and Funded Status of our plans to determine significance. As of December 31, 2017, the Funded Status of foreign plans that are not included in the below disclosure was in a deficit position of \$56.2. The plans excluded from the below disclosure are comprised of numerous individually insignificant pension, postretirement and executive retirement plans, many of which are not required to be funded, in various foreign jurisdictions in which we operate. The effect of the change in scoping is noted within the Other caption within the tables below.

**Pension and Postretirement Benefit Obligation**

The change in the benefit obligation, the change in plan assets, the funded status and amounts recognized for the Domestic Pension Plan, the significant foreign pension plans and the domestic postretirement benefit plan are listed below.

	Domestic Pension Plan		Foreign Pension Plans		Domestic Postretirement Benefit Plan	
	2017	2016	2017	2016	2017	2016
<b>Years ended December 31,</b>						
<b>Benefit Obligation</b>						
Projected benefit obligation as of January 1	\$ 126.6	\$ 126.9	\$ 530.6	\$ 537.9	\$ 32.3	\$ 33.9
Service cost	0.0	0.0	4.9	6.7	0.0	0.0
Interest cost	5.1	5.9	13.5	15.1	1.3	1.5
Benefits paid	(11.4)	(13.6)	(19.0)	(25.7)	(5.9)	(5.8)
Plan participant contributions	0.0	0.0	0.2	0.2	1.6	1.6
Actuarial losses	5.1	7.4	20.3	115.6	2.5	1.1
Settlements and curtailments	0.0	0.0	(19.8)	(6.3)	0.0	0.0
Foreign currency effect	0.0	0.0	50.4	(84.2)	0.0	0.0
Other	0.0	0.0	1.2	(28.7)	0.0	0.0
<b>Projected benefit obligation as of December 31</b>	<b>\$ 125.4</b>	<b>\$ 126.6</b>	<b>\$ 582.3</b>	<b>\$ 530.6</b>	<b>\$ 31.8</b>	<b>\$ 32.3</b>
<b>Fair Value of Plan Assets</b>						
Fair value of plan assets as of January 1	\$ 95.2	\$ 101.1	\$ 365.9	\$ 399.6	\$ 0.0	\$ 0.0
Actual return on plan assets	12.4	7.7	25.1	47.9	0.0	0.0
Employer contributions	2.6	0.0	17.5	23.2	4.3	4.2
Plan participant contributions	0.0	0.0	0.2	0.2	1.6	1.6
Benefits paid	(11.4)	(13.6)	(19.0)	(25.7)	(5.9)	(5.8)
Settlements	0.0	0.0	(19.1)	(2.2)	0.0	0.0
Foreign currency effect	0.0	0.0	33.2	(68.6)	0.0	0.0
Other	0.0	0.0	0.4	(8.5)	0.0	0.0
<b>Fair value of plan assets as of December 31</b>	<b>\$ 98.8</b>	<b>\$ 95.2</b>	<b>\$ 404.2</b>	<b>\$ 365.9</b>	<b>\$ 0.0</b>	<b>\$ 0.0</b>
<b>Funded status of the plans at December 31</b>	<b>\$ (26.6)</b>	<b>\$ (31.4)</b>	<b>\$ (178.1)</b>	<b>\$ (164.7)</b>	<b>\$ (31.8)</b>	<b>\$ (32.3)</b>

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

	Domestic Pension Plan		Foreign Pension Plans		Domestic Postretirement Benefit Plan	
	2017	2016	2017	2016	2017	2016
<b>December 31,</b>						
<b>Amounts recognized in Consolidated Balance Sheets</b>						
Non-current asset	\$ 0.0	\$ 0.0	\$ 9.0	\$ 7.6	\$ 0.0	\$ 0.0
Current liability	0.0	0.0	(6.5)	(5.5)	(3.1)	(3.2)
Non-current liability	(26.6)	(31.4)	(180.6)	(166.8)	(28.7)	(29.1)
<b>Net liability recognized</b>	<b>\$ (26.6)</b>	<b>\$ (31.4)</b>	<b>\$ (178.1)</b>	<b>\$ (164.7)</b>	<b>\$ (31.8)</b>	<b>\$ (32.3)</b>
<b>Accumulated benefit obligation</b>	<b>\$ 125.4</b>	<b>\$ 126.6</b>	<b>\$ 577.9</b>	<b>\$ 526.2</b>		
<b>Amounts recognized in Accumulated Other Comprehensive Loss, net</b>						
Net actuarial loss	\$ 52.2	\$ 54.9	\$ 201.6	\$ 183.4	\$ 4.2	\$ 1.7
Prior service cost (credit)	0.0	0.0	1.1	0.9	(0.4)	(0.6)
<b>Total amount recognized</b>	<b>\$ 52.2</b>	<b>\$ 54.9</b>	<b>\$ 202.7</b>	<b>\$ 184.3</b>	<b>\$ 3.8</b>	<b>\$ 1.1</b>

In 2018, we estimate that we will recognize \$1.5 and \$6.0 of net actuarial losses from accumulated other comprehensive loss, net into net periodic cost related to our domestic pension plan and significant foreign pension plans, respectively.

	Domestic Pension Plan		Foreign Pension Plans	
	2017	2016	2017	2016
<b>December 31,</b>				
<b>Pension plans with underfunded or unfunded accumulated benefit obligation</b>				
Aggregate projected benefit obligation	\$ 125.4	\$ 126.6	\$ 576.6	\$ 525.3
Aggregate accumulated benefit obligation	125.4	126.6	575.2	523.8
Aggregate fair value of plan assets	98.8	95.2	389.5	352.9

**Net Periodic Cost**

The components of net periodic benefit cost and key assumptions are listed below.

	Domestic Pension Plan			Foreign Pension Plans			Domestic Postretirement Benefit Plan		
	2017	2016	2015	2017	2016	2015	2017	2016	2015
<b>Years ended December 31,</b>									
Service cost	\$ 0.0	\$ 0.0	\$ 0.0	\$ 4.9	\$ 6.7	\$ 11.1	\$ 0.0	\$ 0.0	\$ 0.0
Interest cost	5.1	5.9	0.3	13.5	15.1	18.9	1.3	1.5	1.5
Expected return on plan assets	(6.2)	(6.6)	(7.6)	(17.7)	(18.7)	(20.6)	0.0	0.0	0.0
Settlement and curtailment losses (gains)	0.0	0.0	0.0	6.8	0.4	(0.2)	0.0	0.0	0.0
Amortization of:									
Prior service cost (credit)	0.0	0.0	0.0	0.1	0.1	0.1	(0.2)	(0.2)	(0.1)
Net actuarial losses	1.5	1.3	6.5	5.5	4.2	4.1	0.0	0.0	0.0
Net periodic cost	<b>\$ 0.4</b>	<b>\$ 0.6</b>	<b>\$ (0.8)</b>	<b>\$ 13.1</b>	<b>\$ 7.8</b>	<b>\$ 13.4</b>	<b>\$ 1.1</b>	<b>\$ 1.3</b>	<b>\$ 1.4</b>

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Assumptions**

<u>Years ended December 31,</u>	<u>Domestic Pension Plan</u>			<u>Foreign Pension Plans</u>			<u>Domestic Postretirement Benefit Plan</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
<u>Net periodic cost</u>									
Discount rate	4.20%	4.80%	4.15%	2.52%	3.61%	3.41%	4.05%	4.65%	4.00%
Rate of compensation increase	N/A	N/A	N/A	2.36%	3.18%	2.99%	N/A	N/A	N/A
Expected return on plan assets	7.00%	7.00%	7.00%	4.66%	5.38%	5.01%	N/A	N/A	N/A
<u>Benefit obligation</u>									
Discount rate	3.70%	4.20%	4.80%	2.36%	2.52%	3.61%	3.65%	4.05%	4.65%
Rate of compensation increase	N/A	N/A	N/A	2.37%	2.36%	3.25%	N/A	N/A	N/A
<u>Health care cost trend rate assumed for next year</u>									
Initial rate (weighted-average)							6.50%	6.75%	7.00%
Year ultimate rate is reached							2024	2024	2024
Ultimate rate							5.00%	5.00%	5.00%

**Discount Rates** – At December 31, 2017, 2016 and 2015, we determined our discount rates for our Domestic Pension Plan, foreign pension plans and domestic postretirement benefit plan based on either a bond selection/settlement approach or bond yield curve approach. Using the bond selection/settlement approach, we determine the discount rate by selecting a portfolio of corporate bonds appropriate to provide for the projected benefit payments. Using the bond yield curve approach, we determine the discount rate by matching the plans' cash flows to spot rates developed from a yield curve. Both approaches utilize high-quality AA-rated corporate bonds and the plans' projected cash flows to develop a discounted value of the benefit payments, which is then used to develop a single discount rate. In countries where markets for high-quality long-term AA corporate bonds are not well developed, a portfolio of long-term government bonds is used as a basis to develop hypothetical corporate bond yields, which serve as a basis to derive the discount rate.

**Expected Return on Assets** – Our expected rate of return is determined at the beginning of each year and considers asset class index returns over various market and economic conditions, current and expected market conditions, risk premiums associated with asset classes and long-term inflation rates. We determine both a short-term and long-term view and then select a long-term rate of return assumption that matches the duration of our liabilities.

**Fair Value of Pension Plan Assets**

The following table presents the fair value of our domestic and foreign pension plan assets as of December 31, 2017 and 2016, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value. See Note 10 for a description of the fair value hierarchy.

<u>Plan assets subject to fair value hierarchy</u>	<u>December 31, 2017</u>				<u>December 31, 2016</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
Registered investment companies	\$ 14.7	\$ 0.0	\$ 0.0	\$ 14.7	\$ 14.4	\$ 0.0	\$ 0.0	\$ 14.4	
Limited partnerships	0.0	0.0	29.5	29.5	0.0	0.0	28.0	28.0	
Fixed income securities	23.4	0.0	0.0	23.4	22.6	0.3	0.0	22.9	
Insurance contracts	0.0	7.9	0.0	7.9	0.0	7.8	0.0	7.8	
Other	27.7	0.0	0.0	27.7	20.1	0.0	0.0	20.1	
Total plan assets, subject to leveling	<u>\$ 65.8</u>	<u>\$ 7.9</u>	<u>\$ 29.5</u>	<u>\$ 103.2</u>	<u>\$ 57.1</u>	<u>\$ 8.1</u>	<u>\$ 28.0</u>	<u>\$ 93.2</u>	
<u>Plan assets measured at net asset value</u>									
Other investments measured at net asset value <sup>1</sup>				399.8				367.9	
Total plan assets				<u>\$ 503.0</u>				<u>\$ 461.1</u>	

<sup>1</sup> Certain investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy but are included to reconcile to the amounts presented in the fair value of plan assets table above.

Registered investment companies, which are publicly traded, are primarily valued using recently reported sales prices. Limited partnerships are invested primarily in equity and fixed income securities. Fixed income securities include government and investment-grade corporate bonds. Insurance contracts are valued based on the cash surrender value of the contract. Other

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

investments primarily include cash and cash equivalents, equity securities and derivatives. Other investments measured at net asset value include common/collective trusts, hedge funds and other commingled assets that are invested primarily in equity and fixed income securities. These investments are not publicly traded and are valued based on the net asset value of shares held by the plan at year end, which reflects the fair value of the underlying investments.

The following table presents additional information about our significant foreign pension plan assets for which we utilize Level 3 inputs to determine fair value.

<b>Plan assets subject to fair value hierarchy, level 3</b>	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Balance at beginning of period	\$ 28.0	\$ 31.0
Actual return on plan assets	1.5	(3.0)
Balance at end of period	\$ 29.5	\$ 28.0

**Asset Allocation**

The primary investment goal for our plans' assets is to maximize total asset returns while ensuring the plans' assets are available to fund the plans' liabilities as they become due. The plans' assets in aggregate and at the individual portfolio level are invested so that total portfolio risk exposure and risk-adjusted returns best achieve this objective. The aggregate amount of our own stock held as investment for our domestic and foreign pension funds is considered negligible relative to the total fund assets. As of December 31, 2017, the weighted-average target and actual asset allocations relating to our domestic and foreign pension plans' assets are listed below.

<b>Asset Class</b>	<b>December 31,</b>		
	<b>2018 Target Allocation</b>	<b>2017</b>	<b>2016</b>
Alternative investments <sup>1</sup>	27%	27%	21%
Equity securities	23%	23%	23%
Fixed income securities	21%	21%	26%
Liability driven investments <sup>2</sup>	14%	14%	14%
Real estate	6%	6%	6%
Other	9%	9%	10%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

<sup>1</sup> Alternative investments have the flexibility to dynamically invest across a broad range of asset classes including bonds, equity, cash, property and commodities.

<sup>2</sup> Liability driven investment strategies use government bonds as well as derivative instruments to hedge a portion of the impact of interest rates and inflation movements on the long-term liabilities.

**Cash Flows**

During 2017, we contributed \$2.6 and \$17.5 of cash to our domestic and foreign pension plans, respectively. For 2018, we expect to contribute approximately \$10.0 and \$18.0 of cash to our domestic and foreign pension plans, respectively.

The estimated future benefit payments expected to be paid are presented below.

<b>Years</b>	<b>Domestic Pension Plan</b>	<b>Foreign Pension Plans</b>	<b>Domestic Postretirement Benefit Plan</b>
2018	\$ 13.7	\$ 22.3	\$ 3.2
2019	8.5	23.8	3.0
2020	8.6	21.6	2.8
2021	8.0	22.3	2.6
2022	8.4	23.5	2.4
2023 - 2027	37.2	124.0	10.4

The estimated future payments for our domestic postretirement benefit plan are net of any estimated U.S. federal subsidies expected to be received under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, which total no more than \$0.3 in any individual year.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Savings Plans**

We sponsor defined contribution plans (the “Savings Plans”) that cover substantially all domestic employees. The Savings Plans permit participants to make contributions on a pre-tax and/or after-tax basis and allow participants to choose among various investment alternatives. We match a portion of participant contributions based upon their years of service. Amounts expensed for the Savings Plans for 2017, 2016 and 2015 were \$47.2, \$47.0 and \$44.5, respectively. Expenses include a discretionary Company contribution of \$3.6, \$6.1 and \$5.8 offset by participant forfeitures of \$4.6, \$4.4 and \$3.8 in 2017, 2016 and 2015, respectively. In addition, we maintain defined contribution plans in various foreign countries and contributed \$47.4, \$44.5 and \$43.9 to these plans in 2017, 2016 and 2015, respectively.

**Deferred Compensation and Benefit Arrangements**

We have deferred compensation arrangements which (i) permit certain of our key officers and employees to defer a portion of their salary or incentive compensation or (ii) require us to contribute an amount to the participant’s account. The arrangements typically provide that the participant will receive the amounts deferred plus interest upon attaining certain conditions, such as completing a certain number of years of service or upon retirement or termination. As of December 31, 2017 and 2016, the deferred compensation liability balance was \$96.2 and \$92.4, respectively. Amounts expensed for deferred compensation arrangements in 2017, 2016 and 2015 were \$11.2, \$9.7 and \$6.3, respectively.

We have deferred benefit arrangements with certain key officers and employees that provide participants with an annual payment, payable when the participant attains a certain age and after the participant’s employment has terminated. The deferred benefit liability was \$117.0 and \$129.1 as of December 31, 2017 and 2016, respectively. Amounts expensed for deferred benefit arrangements in 2017, 2016 and 2015 were \$7.3, \$8.8 and \$9.7, respectively.

We have purchased life insurance policies on participants’ lives to assist in the funding of the related deferred compensation and deferred benefit liabilities. As of December 31, 2017 and 2016, the cash surrender value of these policies was \$177.4 and \$171.5, respectively. In addition to the life insurance policies, certain investments are held for the purpose of paying the deferred compensation and deferred benefit liabilities. These investments, along with the life insurance policies, are held in a separate revocable trust for the purpose of paying the deferred compensation and the deferred benefit arrangement liabilities. As of December 31, 2017 and 2016, the value of such investments in the trust was \$15.9 and \$12.9, respectively. The short-term investments are included in cash and cash equivalents, and the long-term investments and cash surrender value of the policies are included in other assets.

**Long-Term Disability Plan**

We have a long-term disability plan which provides income replacement benefits to eligible participants who are unable to perform their job duties or any job related to his or her education, training or experience. As all income replacement benefits are fully insured, no related obligation is required as of December 31, 2017 and 2016. In addition to income replacement benefits, plan participants may remain covered for certain health and life insurance benefits up to normal retirement age, and accordingly, we have recorded an obligation of \$8.4 and \$8.2 as of December 31, 2017 and 2016, respectively.

**Note 12: Segment Information**

As of December 31, 2017, we have two reportable segments: IAN and CMG. IAN is comprised of McCann Worldgroup, Foote, Cone & Belding (“FCB”), MullenLowe Group, IPG Mediabrands, our digital specialist agencies and our domestic integrated agencies. CMG is comprised of a number of our specialist marketing services offerings. We also report results for the “Corporate and other” group.

Within IAN, our agencies provide a comprehensive array of global communications and marketing services, each offering a distinctive range of solutions for our clients. Our digital specialist agencies provide unique digital capabilities and service their own client rosters while also serving as key digital partners. In addition, our domestic integrated agencies, including Hill Holliday, Carmichael Lynch and Tierney, provide a full range of advertising, marketing communications services and/or marketing services and partner with our global operating divisions as needed. IAN’s operating divisions share similar economic characteristics and are similar in other areas, specifically related to the nature of their services, the manner in which the services are provided and the similarity of their respective customers.

CMG, which includes Weber Shandwick, DeVries, Golin, FutureBrand, Jack Morton and Octagon Worldwide, provides clients with diversified services, including public relations, meeting and event production, sports and entertainment marketing, corporate and brand identity, and strategic marketing consulting. CMG shares some similarities with service lines offered by IAN; however, on an aggregate basis, CMG has a higher proportion of arrangements for which they act as principal, a different distribution model than IAN and different margin structure.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

The profitability measure employed by our chief operating decision maker for allocating resources to operating divisions and assessing operating division performance is operating income (loss). All segments follow the same accounting policies as those described in Note 1.

Certain corporate and other charges are reported as separate line items within total segment operating income and include corporate office expenses, shared service center expenses and certain other centrally managed expenses that are not fully allocated to operating divisions. Salaries and related expenses include salaries, long-term incentive awards, annual bonuses and other miscellaneous benefits for corporate office employees. Office and general expenses primarily include professional fees related to internal control compliance, financial statement audits and legal, information technology and other consulting services, which are engaged and managed through the corporate office. In addition, office and general expenses includes rental expense and depreciation of leasehold improvements for properties occupied by corporate office employees. A portion of centrally managed expenses are allocated to operating divisions based on a formula that uses the planned revenues of each of the operating units. Amounts allocated also include specific charges for information technology-related projects, which are allocated based on utilization.

Summarized financial information concerning our reportable segments is shown in the following tables.

	Years ended December 31,		
	2017	2016	2015
<b>Revenue:</b>			
IAN	\$ 6,397.3	\$ 6,319.4	\$ 6,145.4
CMG	1,485.1	1,527.2	1,468.4
Total	<u>\$ 7,882.4</u>	<u>\$ 7,846.6</u>	<u>\$ 7,613.8</u>
<b>Segment operating income (loss):</b>			
IAN	\$ 907.4	\$ 898.2	\$ 850.3
CMG	192.8	190.0	166.3
Corporate and other	(126.6)	(147.2)	(141.8)
Total	<u>973.6</u>	<u>941.0</u>	<u>874.8</u>
Interest expense	(90.8)	(90.6)	(85.8)
Interest income	19.4	20.1	22.8
Other expense, net	(26.2)	(40.3)	(49.6)
<b>Income before income taxes</b>	<u>\$ 876.0</u>	<u>\$ 830.2</u>	<u>\$ 762.2</u>
<b>Depreciation and amortization of property, equipment and intangible assets:</b>			
IAN	\$ 111.8	\$ 117.7	\$ 117.5
CMG	20.4	19.5	18.4
Corporate and other	24.9	23.0	21.1
Total	<u>\$ 157.1</u>	<u>\$ 160.2</u>	<u>\$ 157.0</u>
<b>Capital expenditures:</b>			
IAN	\$ 112.0	\$ 149.2	\$ 117.5
CMG	17.7	16.6	12.7
Corporate and other	26.2	34.9	30.9
Total	<u>\$ 155.9</u>	<u>\$ 200.7</u>	<u>\$ 161.1</u>
<b>December 31,</b>			
	2017	2016	
<b>Total assets:</b>			
IAN	\$ 10,973.0	\$ 10,660.0	
CMG	1,422.9	1,428.3	
Corporate and other	299.3	396.9	
Total	<u>\$ 12,695.2</u>	<u>\$ 12,485.2</u>	

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

Revenue and long-lived assets, excluding intangible assets, are presented by major geographic area in the following table.

	Revenue			Long-Lived Assets	
	Years ended December 31,			December 31,	
	2017	2016	2015	2017	2016
Domestic	\$ 4,714.3	\$ 4,684.8	\$ 4,475.5	\$ 705.5	\$ 684.8
International:					
United Kingdom	681.8	695.7	687.7	56.2	52.0
Continental Europe	716.1	699.8	697.2	73.6	57.0
Asia Pacific	913.6	923.0	916.9	115.5	118.3
Latin America	355.9	372.7	383.5	48.2	49.0
Other	500.7	470.6	453.0	46.1	43.3
Total International	3,168.1	3,161.8	3,138.3	339.6	319.6
Total Consolidated	\$ 7,882.4	\$ 7,846.6	\$ 7,613.8	\$ 1,045.1	\$ 1,004.4

Revenue is primarily attributed to geographic areas based on where the services are performed. Property and equipment are allocated based upon physical location. Other assets and investments are allocated based on the location of the related operations.

**Note 13: Commitments and Contingencies**

**Leases**

We lease office premises and equipment. Where leases contain escalation clauses or concessions, such as rent holidays and landlord/tenant incentives or allowances, the impact of such adjustments is recognized on a straight-line basis over the minimum lease period. Certain leases provide for renewal options and require the payment of real estate taxes or other occupancy costs, which are also subject to escalation clauses. Net rent expense is listed in the table below.

	Years ended December 31,		
	2017	2016	2015
Gross rent expense	\$ 371.0	\$ 366.1	\$ 336.5
Third-party sublease rental income	(4.6)	(4.1)	(5.5)
Net rent expense	\$ 366.4	\$ 362.0	\$ 331.0

Cash amounts for future minimum lease commitments for office premises and equipment under non-cancelable leases, along with minimum sublease rental income to be received under non-cancelable subleases, are listed in the table below.

Period	Rent Obligations	Sublease Rental Income	Net Rent
2018	\$ 335.0	\$ (4.2)	\$ 330.8
2019	312.1	(3.8)	308.3
2020	285.3	(2.5)	282.8
2021	251.4	(1.4)	250.0
2022	204.1	(0.8)	203.3
Thereafter	727.2	(0.5)	726.7
Total	\$ 2,115.1	\$ (13.2)	\$ 2,101.9

**Guarantees**

We have guaranteed certain obligations of our subsidiaries relating principally to operating leases and uncommitted lines of credit of certain subsidiaries. The amount of parent company guarantees on lease obligations was \$829.2 and \$857.3 as of December 31, 2017 and 2016, respectively, and the amount of parent company guarantees primarily relating to uncommitted lines of credit was \$491.0 and \$395.6 as of December 31, 2017 and 2016, respectively. In the event of non-payment by the applicable subsidiary of the obligations covered by a guarantee, we would be obligated to pay the amounts covered by that guarantee. As of December 31, 2017, there were no material assets pledged as security for such parent company guarantees.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Contingent Acquisition Obligations**

The following table details the estimated future contingent acquisition obligations payable in cash as of December 31, 2017.

	2018	2019	2020	2021	2022	Thereafter	Total
Deferred acquisition payments	\$ 41.9	\$ 27.5	\$ 16.1	\$ 24.4	\$ 4.8	\$ 6.3	\$ 121.0
Redeemable noncontrolling interests and call options with affiliates <sup>1</sup>	37.1	26.4	62.9	10.3	6.6	4.1	147.4
<b>Total contingent acquisition payments</b>	<b>\$ 79.0</b>	<b>\$ 53.9</b>	<b>\$ 79.0</b>	<b>\$ 34.7</b>	<b>\$ 11.4</b>	<b>\$ 10.4</b>	<b>\$ 268.4</b>

<sup>1</sup> We have entered into certain acquisitions that contain both redeemable noncontrolling interests and call options with similar terms and conditions. The estimated amounts listed would be paid in the event of exercise at the earliest exercise date. We have certain redeemable noncontrolling interests that are exercisable at the discretion of the noncontrolling equity owners as of December 31, 2017. These estimated payments of \$24.8 are included within the total payments expected to be made in 2018, and will continue to be carried forward into 2019 or beyond until exercised or expired. Redeemable noncontrolling interests are included in the table at current exercise price payable in cash, not at applicable redemption value, in accordance with the authoritative guidance for classification and measurement of redeemable securities.

The majority of these payments are contingent upon achieving projected operating performance targets and satisfying other conditions specified in the related agreements and are subject to revision in accordance with the terms of the respective agreements. See Note 4 for further information relating to the payment structure of our acquisitions.

**Legal Matters**

In the normal course of business, we are involved in various legal proceedings, and subject to investigations, inspections, audits, inquiries and similar actions by governmental authorities. The types of allegations that arise in connection with such legal proceedings vary in nature, but can include claims related to contract, employment, tax and intellectual property matters. We evaluate all cases each reporting period and record liabilities for losses from legal proceedings when we determine that it is probable that the outcome in a legal proceeding will be unfavorable and the amount, or potential range, of loss can be reasonably estimated. In certain cases, we cannot reasonably estimate the potential loss because, for example, the litigation is in its early stages. While any outcome related to litigation or such governmental proceedings in which we are involved cannot be predicted with certainty, management believes that the outcome of these matters, individually and in the aggregate, will not have a material adverse effect on our financial condition, results of operations or cash flows.

As previously disclosed, on April 10, 2015, a federal judge in Brazil authorized the search of the records of an agency's offices in São Paulo and Brasilia, in connection with an ongoing investigation by Brazilian authorities involving payments potentially connected to local government contracts. The Company had previously investigated the matter and taken a number of remedial and disciplinary actions. The Company is in the process of concluding a settlement related to these matters with government agencies.

The Company confirmed that one of its standalone domestic agencies has been contacted by the Department of Justice Antitrust Division for documents regarding video production practices and is cooperating with the government.

**Note 14: Recent Accounting Standards**

Accounting pronouncements not listed below were assessed and determined to be not applicable or are expected to have minimal impact on our Consolidated Financial Statements.

**Derivatives and Hedging**

In August 2017, the Financial Accounting Standards Board (the "FASB") issued amended guidance on hedge accounting which expands an entity's ability to hedge non-financial and financial risk components and aligns the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The new guidance also eliminates the requirement to separately measure and report hedge ineffectiveness. This amended guidance is effective beginning January 1, 2019, with early adoption permitted. We are currently assessing the impact the adoption of the amended guidance will have on our Consolidated Financial Statements.

**Pensions**

In March 2017, the FASB issued amended guidance which requires presentation of all net periodic pension and postretirement benefit costs, other than service costs, in non-operating expenses in the Consolidated Statement of Operations. We have early adopted this amended guidance retrospectively as of the quarter ended March 31, 2017 using the practical expedient, which permits the use of amounts disclosed in our Employee Benefits note for prior comparative periods as the estimation basis for applying the retrospective presentation requirements. This resulted in the reclassification of a portion of postretirement costs from "Salaries

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

and related expenses" to "Other expense, net" in the amount of \$9.6, \$3.0 and \$2.9 for the years ended December 31, 2017, 2016 and 2015, respectively.

**Restricted Cash**

In November 2016, the FASB issued amended guidance which requires that the Consolidated Statement of Cash Flows present the change during the period in the total cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. We have early adopted this amended guidance retrospectively as of the quarter ended March 31, 2017. The Consolidated Statements of Cash Flows now reflect the inclusion and activity of restricted cash balances of \$6.8, \$2.6, \$3.2 and \$3.8 as of December 31, 2017, 2016, 2015 and 2014, respectively.

**Financial Instrument Credit Losses**

In June 2016, the FASB issued amended guidance on the accounting for credit losses on certain types of financial instruments, including trade receivables. The new model uses a forward-looking expected loss method, as opposed to the incurred loss method in current U.S. GAAP, which will generally result in earlier recognition of allowances for losses. This amended guidance is effective beginning January 1, 2020, with early adoption permitted as early as January 1, 2019. We are currently assessing the impact the adoption of the amended guidance will have on our Consolidated Financial Statements.

**Leases**

In February 2016, the FASB issued amended guidance on lease accounting which requires an entity to recognize a right-of-use asset and a corresponding lease liability on its balance sheet for virtually all of its leases with a term of more than 12 months, including those classified as operating leases. Both the asset and liability will initially be measured at the present value of the future minimum lease payments, with the asset being subject to adjustments such as initial direct costs. Consistent with current U.S. GAAP, the presentation of expenses and cash flows will depend primarily on the classification of the lease as either a finance or an operating lease. The new standard also requires additional quantitative and qualitative disclosures regarding the amount, timing and uncertainty of cash flows arising from leases in order to provide additional information about the nature of an organization's leasing activities. This amended guidance, which will be effective beginning January 1, 2019, requires modified retrospective application, with early adoption permitted. We expect the adoption of this amended guidance to have a significant impact on our Consolidated Balance Sheets but not on our Consolidated Statements of Operations.

**Fair Value Measurements**

In January 2016, the FASB issued amended guidance which updates the fair value presentation requirements for certain financial instruments. Equity investments with readily determinable fair values, other than those accounted for using the equity method of accounting, will be measured at fair value with changes recorded through current earnings rather than other comprehensive income. This amended guidance will be effective for us beginning January 1, 2018, and is required to be adopted prospectively with a cumulative-effect adjustment recorded on our Consolidated Balance Sheets, if applicable. We do not expect the adoption of this amended guidance to have a significant impact on our Consolidated Financial Statements.

**Revenue Recognition**

In May 2014, the FASB issued amended guidance on revenue recognition which requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. We have elected to adopt the standard, effective January 1, 2018, using the full retrospective method. The standard, which accelerates the recognition of revenue primarily as a result of estimating variable consideration, mostly impacts the timing of revenue recognition between quarters, but also can affect, to a lesser extent, the amount of annual revenue recognized. Although we have determined that the standard results in an increase in the number of performance obligations within certain of our contractual arrangements, this is not expected to materially impact the amount or timing of revenue recognized. The standard will also result in an increase in third party costs of approximately \$1,100.0 to \$1,300.0 being included in revenue and costs, primarily in connection with our events businesses, which has no impact on operating income, net income or cash flows. The increase to retained earnings as of December 31, 2017 as a result of adopting the standard is not material.

**Notes to Consolidated Financial Statements – (continued)**  
(Amounts in Millions, Except Per Share Amounts)

**Note 15: Results by Quarter (Unaudited)**

	Three Months Ended March 31,		Three Months Ended June 30,		Three Months Ended September 30,		Three Months Ended December 31,	
	2017	2016	2017	2016	2017	2016	2017	2016
Revenue	\$ 1,753.9	\$ 1,742.0	\$ 1,884.9	\$ 1,917.9	\$ 1,902.6	\$ 1,922.2	\$ 2,341.0	\$ 2,264.5
Salaries and related expenses <sup>1</sup>	1,275.4	1,268.8	1,239.3	1,229.5	1,227.6	1,228.0	1,325.8	1,308.8
Office and general expenses	448.8	450.2	439.1	464.1	455.9	486.2	496.9	470.0
Operating income	29.7	23.0	206.5	224.3	219.1	208.0	518.3	485.7
Other income (expense), net <sup>1,2</sup>	0.8	(19.2)	(15.4)	0.4	(9.9)	5.3	(1.7)	(26.8)
Total (expenses) and other income	(14.9)	(36.0)	(36.4)	(18.5)	(26.8)	(11.7)	(19.5)	(44.6)
(Benefit of) provision for income taxes <sup>3</sup>	(2.1)	(15.6)	75.4	43.7	42.5	63.8	166.1	106.1
Net income	18.1	2.7	94.6	160.2	148.8	132.7	333.5	336.9
Net income available to IPG common stockholders	\$ 21.5	\$ 5.4	\$ 94.7	\$ 156.9	\$ 146.2	\$ 128.6	\$ 316.6	\$ 317.6
Earnings per share available to IPG common stockholders:								
Basic	\$ 0.05	\$ 0.01	\$ 0.24	\$ 0.39	\$ 0.38	\$ 0.32	\$ 0.82	\$ 0.81
Diluted	\$ 0.05	\$ 0.01	\$ 0.24	\$ 0.38	\$ 0.37	\$ 0.32	\$ 0.81	\$ 0.78
Dividends declared per common share	\$ 0.18	\$ 0.15	\$ 0.18	\$ 0.15	\$ 0.18	\$ 0.15	\$ 0.18	\$ 0.15

<sup>1</sup> As part of the adoption of FASB ASU 2017-07, we have reclassified a portion of postretirement costs from salaries and related expenses to other income (expense), net.

<sup>2</sup> The three months ended June 30 and September 30, 2017 included pre-tax net losses of \$13.1 and \$8.7, respectively, on sales of businesses. The three months ended March 31 and December 31, 2016 included pre-tax net losses of \$16.3 and \$25.3, respectively, on sales of businesses.

<sup>3</sup> The three months ended September 30, 2017 included a tax benefit of \$31.2 related to foreign tax credits from distributions of unremitted earnings, which was reversed during the three months ended December 31, 2017 as a result of the enactment of the Tax Cuts and Jobs Act. The three months ended December 31, 2017 included a net tax benefit of \$36.0 as a result of the enactment of the Tax Cuts and Jobs Act. The three months ended March 31, 2016 included a tax benefit of \$12.2 due to the reversal of valuation allowances. The three months ended June 30, 2016 included a tax benefit of \$23.4 related to the conclusion and settlement of a tax examination of previous years. The three months ended December 31, 2016 included a tax benefit of \$37.4 for refunds to be claimed on future amended U.S. federal returns.

**Note 16: Subsequent Events**

In February 2018, we announced that our Board had approved a new share repurchase program to repurchase from time to time up to \$300.0, excluding fees, of our common stock (the "2018 Share Repurchase Program"). The authorization for repurchases under the 2018 Share Repurchase Program is in addition to any amounts remaining for repurchase under the 2017 Share Repurchase Program. See Note 5 for further information on the 2017 Share Repurchase Program. There is no expiration date associated with the share repurchase programs. We may effect such repurchases through open market purchases, trading plans established in accordance with SEC rules, derivative transactions or other means. We expect to continue to repurchase our common stock in future periods, although the timing and amount of the repurchases will depend on market conditions and other funding requirements.

We also announced in February 2018 that our Board had declared a common stock cash dividend of \$0.21 per share, payable on March 15, 2018 to holders of record as of the close of business on March 1, 2018.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Evaluation of disclosure controls and procedures**

In connection with the preparation of this Annual Report on Form 10-K for the year ended December 31, 2017, we have carried out an evaluation under the supervision of, and with the participation of, our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded (1) that the disclosure controls and procedures were effective as of December 31, 2017 to provide reasonable assurance that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) that the disclosure controls and procedures were effective as of December 31, 2017 to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

**Management’s report on internal control over financial reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Management (with the participation of our Chief Executive Officer and Chief Financial Officer) conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that IPG’s internal control over financial reporting was effective as of December 31, 2017. PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the effectiveness of IPG’s internal control over financial reporting as of December 31, 2017, as stated in their report which appears in this Annual Report on Form 10-K.

**Changes in internal control over financial reporting**

There has been no change in internal control over financial reporting in the quarter ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

## PART III

### Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this Item is incorporated by reference to the “Election of Directors” section, the “Director Selection Process” section, the “Code of Conduct” section, the “Committees of the Board of Directors” section, the “Audit Committee” section and the “Section 16(a) Beneficial Ownership Reporting Compliance” section of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 24, 2018 (the “Proxy Statement”), except for the description of our Executive Officers, which appears in Part I of this Report on Form 10-K under the heading “Executive Officers of IPG.”

### New York Stock Exchange Certification

In 2017, our Chief Executive Officer provided the Annual CEO Certification to the New York Stock Exchange, as required under Section 303A.12(a) of the New York Stock Exchange Listed Company Manual.

### Item 11. *Executive Compensation*

The information required by this Item is incorporated by reference to the “Executive Compensation” section, the “Non-Management Director Compensation” section, the “Compensation Discussion and Analysis” section and the “Compensation and Leadership Talent Committee Report” section of the Proxy Statement.

### Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this Item is incorporated by reference to the “Outstanding Shares and Ownership of Common Stock” section of the Proxy Statement, except for information regarding the shares of common stock to be issued or which may be issued under our equity compensation plans as of December 31, 2017, which is provided in the following table.

Plan Category	Number of Shares of Common Stock to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) <sup>1, 2, 3, 4</sup>	Weighted-Average Exercise Price of Outstanding Stock Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) <sup>5</sup>
Equity Compensation Plans Approved by Security Holders	14,111,178	\$ 9.44	28,148,114

1 Included a total of 3,653,846 outstanding stock options granted under the 2006 Performance Incentive Plan and the 2009 Performance Incentive Plan (the 2009 Plan<sup>1</sup>). These options are the only instruments taken into account in computing the weighted-average exercise price in column (b) of this table.

2 Included a total of 8,279,321 shares of Common Stock representing the target number of shares issuable under the 2014 Performance Incentive Plan (the “2014 Plan<sup>2</sup>”) following the completion of the 2015-2017 performance period, the 2016-2018 performance period, and the 2017-2019 performance period, respectively.

3 Included a total of 2,094,323 restricted stock awards made under the 2014 Plan.

4 Included a total of 83,688 shares of Common Stock issuable pursuant to restricted share units and performance-based awards (“Share Unit Awards<sup>3</sup>”) granted under the 2014 Plan, which may be settled in shares of Common Stock or cash. Each Share Unit Award settled in cash will increase the number of shares of Common Stock available for future issuance shown in column (c).

5 Included (i) 18,427,729 shares of Common Stock available for issuance under the 2014 Plan, (ii) 9,495,452 shares of Common Stock available for issuance under the Employee Stock Purchase Plan (2016) and (iii) 224,933 shares of Common Stock available for issuance under the 2009 Non-Management Directors’ Stock Incentive Plan.

### Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this Item is incorporated by reference to the “Transactions with Related Persons” section and the “Director Independence” section of the Proxy Statement.

### Item 14. *Principal Accountant Fees and Services*

The information required by this Item is incorporated by reference to the “Appointment of Registered Public Accounting Firm” section of the Proxy Statement.

## PART IV

### **Item 15. Exhibits, Financial Statement Schedules**

(a) Listed below are all financial statements, financial statement schedules and exhibits filed as part of this Report on Form 10-K.

#### *1. Financial Statements:*

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015

Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016 and 2015

Consolidated Balance Sheets as of December 31, 2017 and 2016

Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015

Consolidated Statements of Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015

Notes to Consolidated Financial Statements

#### *2. Financial Statement Schedules:*

All financial statement schedules are omitted because they are either not applicable or the required information is otherwise provided.

#### *3. Exhibits:*

All exhibits, including management contracts and compensatory plans or arrangements, required pursuant to Item 601 of Regulation S-K to be filed as part of this report or incorporated herein by reference to other documents, are listed in the Exhibit Index of this Report on Form 10-K.

### **Item 16. Form 10-K Summary**

None.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">3(i)</a>	Restated Certificate of Incorporation of the Registrant dated as of October 24, 2013, is incorporated by reference to Exhibit 3(i)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.
<a href="#">3(ii)</a>	Amended and Restated By-Laws of the Registrant dated as of October 26, 2016, is incorporated by reference to Exhibit 3(ii) to the Registrant's Current Report on Form 8-K filed with the SEC on October 27, 2016.
<a href="#">4(iii)(A)</a>	Senior Debt Indenture dated as of March 2, 2012 (the "2012 Indenture"), between the Registrant and U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 2, 2012.
<a href="#">4(iii)(B)</a>	First Supplemental Indenture, dated as of March 2, 2012, to the 2012 Indenture, with respect to the 4.00% Senior Notes due 2022 is incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on March 2, 2012.
<a href="#">4(iii)(C)</a>	Third Supplemental Indenture, dated as of November 8, 2012, to the 2012 Indenture, with respect to the 3.75% Senior Notes due 2023 is incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed with the SEC on November 8, 2012.
<a href="#">4(iii)(D)</a>	Fourth Supplemental Indenture, dated as of April 3, 2014, to the 2012 Indenture, with respect to the 4.20% Senior Notes due 2024 is incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on April 3, 2014.
<a href="#">10(i)(A)</a>	Credit Agreement, dated as of July 18, 2008, amended and restated as of April 23, 2010, further amended and restated as of May 31, 2011, further amended as of November 6, 2012, further amended and restated as of December 12, 2013, further amended and restated as of October 20, 2015 and as further amended and restated on October 25, 2017, among The Interpublic Group of Companies, Inc., the lenders named therein and Citibank, as administrative agent, is incorporated by reference to Exhibit 10(i)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017.
(i) Michael I. Roth	
<a href="#">10(iii)(A)(1)</a>	Employment Agreement, made as of July 13, 2004, by and between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10(iii)(A)(9) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.*
<a href="#">10(iii)(A)(2)</a>	Supplemental Employment Agreement, dated as of January 19, 2005, between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 21, 2005.*
<a href="#">10(iii)(A)(3)</a>	Supplemental Employment Agreement, dated as of February 14, 2005, between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 17, 2005.*
<a href="#">10(iii)(A)(4)</a>	Amendment, made as of September 12, 2007, to an Employment Agreement, made as of July 13, 2004, between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10(iii)(A)(7) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007. *
<a href="#">10(iii)(A)(5)</a>	Amendment, dated May 1, 2008, to an Employment Agreement, made as of July 13, 2004, between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.*
<a href="#">10(iii)(A)(6)</a>	The Interpublic Senior Executive Retirement Income Plan Participation Agreement, dated March 31, 2008, between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.*
<a href="#">10(iii)(A)(7)</a>	Executive Change of Control Agreement, effective as of May 27, 2010, by and between the Registrant and Michael I. Roth, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 27, 2010.*
<a href="#">10(iii)(A)(8)</a>	Extension of Existing Executive Change of Control Agreement by and between the Registrant and Michael I. Roth, dated August 29, 2013 is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013.*
<a href="#">10(iii)(A)(9)</a>	Extension of Existing Executive Change of Control Agreement by and between the Registrant and Michael I. Roth, dated October 26, 2016 is incorporated by reference to Exhibit 10(iii)(a)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.*

**Exhibit No.**                      **Description**

(ii) Andrew Bonzani

- [10\(iii\)\(A\)\(10\)](#)                      Employment Agreement, effective as of December 22, 2011, by and between the Registrant and Andrew Bonzani, is incorporated by reference to Exhibit(iii)(A)(8) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012.\*
- [10\(iii\)\(A\)\(11\)](#)                      Executive Change of Control Agreement, effective as of December 22, 2011, by and between the Registrant and Andrew Bonzani, is incorporated by reference to Exhibit(iii)(A)(9) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012.\*
- [10\(iii\)\(A\)\(12\)](#)                      Extension of Existing Executive Change of Control Agreement by and between the Registrant and Andrew Bonzani, dated August 29, 2013 is incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013.\*
- [10\(iii\)\(A\)\(13\)](#)                      Extension of Existing Executive Change of Control Agreement by and between the Registrant and Andrew Bonzani, dated October 26, 2016 is incorporated by reference to Exhibit 10(iii)(a)(3) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.\*

(iii) Christopher Carroll

- [10\(iii\)\(A\)\(14\)](#)                      Employment Agreement, made as of April 1, 2006, by and between the Registrant and Christopher Carroll, is incorporated by reference to Exhibit 10(iii)(A)(8) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011.\*
- [10\(iii\)\(A\)\(15\)](#)                      Amendment, dated as of October 29, 2007, to an Employment Agreement, made as of April 1, 2006, between the Registrant and Christopher Carroll, is incorporated by reference to Exhibit 10(iii)(A)(9) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011.\*
- [10\(iii\)\(A\)\(16\)](#)                      Executive Change of Control Agreement, effective as of May 31, 2010, by and between the Registrant and Christopher Carroll, is incorporated by reference to Exhibit 10(iii)(A)(10) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011.\*
- [10\(iii\)\(A\)\(17\)](#)                      Extension of Existing Executive Change of Control Agreement by and between the Registrant and Christopher Carroll, dated August 29, 2013 is incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013.\*
- [10\(iii\)\(A\)\(18\)](#)                      Extension of Existing Executive Change of Control Agreement by and between the Registrant and Christopher Carroll, dated October 26, 2016 is incorporated by reference to Exhibit 10(iii)(a)(4) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.\*

(iv) Philippe Krakowsky

- [10\(iii\)\(A\)\(19\)](#)                      Executive Special Benefits Agreement, dated as of February 1, 2002, and signed as of August 21, 2002, between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10(iii)(A)(v) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002.\*
- [10\(iii\)\(A\)\(20\)](#)                      Employment Agreement, made as of January 1, 2006 and executed on March 20, 2006, by and between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 24, 2006.\*
- [10\(iii\)\(A\)\(21\)](#)                      Amendment, made as of September 12, 2007, to an Employment Agreement, made as of January 1, 2006, between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10(iii)(A)(13) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.\*
- [10\(iii\)\(A\)\(22\)](#)                      Amendment, dated September 12, 2007, to an Executive Special Benefit Agreement, dated February 1, 2002, between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10(iii)(A)(15) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.\*
- [10\(iii\)\(A\)\(23\)](#)                      Amendment, dated May 1, 2008, to an Employment Agreement, made as of January 1, 2006, between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10(iii)(A)(3) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.\*
- [10\(iii\)\(A\)\(24\)](#)                      Executive Change of Control Agreement, effective as of May 27, 2010, by and between the Registrant and Philippe Krakowsky, is incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on May 27, 2010.\*
- [10\(iii\)\(A\)\(25\)](#)                      Extension of Existing Executive Change of Control Agreement by and between the Registrant and Philippe Krakowsky, dated August 29, 2013 is incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013.\*

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">10(iii)(A)(26)</a>	Extension of Existing Executive Change of Control Agreement by and between the Registrant and Philippe Krakowsky, dated October 26, 2016 is incorporated by reference to Exhibit 10(iii)(a)(5) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.*
(v) Frank Mergenthaler	
<a href="#">10(iii)(A)(27)</a>	Employment Agreement, made as of July 13, 2005, between the Registrant and Frank Mergenthaler is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 19, 2005.*
<a href="#">10(iii)(A)(28)</a>	Amendment, made as of September 12, 2007, to an Employment Agreement, made as of July 13, 2005, between the Registrant and Frank Mergenthaler, is incorporated by reference to Exhibit 10(iii)(A)(9) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#">10(iii)(A)(29)</a>	Amendment, dated May 1, 2008, to an Employment Agreement, made as of July 13, 2005, between the Registrant and Frank Mergenthaler, is incorporated by reference to Exhibit 10(iii)(A)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.*
<a href="#">10(iii)(A)(30)</a>	Executive Change of Control Agreement, effective as of May 27, 2010, by and between the Registrant and Frank Mergenthaler, is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 27, 2010.*
<a href="#">10(iii)(A)(31)</a>	Extension of Existing Executive Change of Control Agreement by and between the Registrant and Frank Mergenthaler, dated August 29, 2013 is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013.*
<a href="#">10(iii)(A)(32)</a>	Extension of Existing Executive Change of Control Agreement by and between the Registrant and Frank Mergenthaler, dated October 26, 2016 is incorporated by reference to Exhibit 10(iii)(a)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.*
Compensation Plans and Arrangements:	
<a href="#">10(iii)(A)(33)</a>	The Interpublic 2006 Performance Incentive Plan (the "2006 PIP") is incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 27, 2006.*
<a href="#">10(iii)(A)(34)</a>	Amendment to the 2006 PIP is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.*
<a href="#">10(iii)(A)(35)</a>	2006 PIP - Form of Instrument of Nonstatutory Stock Options is incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the SEC on June 21, 2006.*
<a href="#">10(iii)(A)(36)</a>	The Interpublic 2009 Performance Incentive Plan (the "2009 PIP") is incorporated by reference to Appendix A to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 2, 2009.*
<a href="#">10(iii)(A)(37)</a>	2009 PIP Non-Statutory Stock Option Award Agreement is incorporated by reference to Exhibit 10(iii)(A)(8) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009.*
<a href="#">10(iii)(A)(38)</a>	2009 PIP Non-Statutory Stock Option Award Agreement (updated 2010) is incorporated by reference to Exhibit 10(iii)(A)(89) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.*
<a href="#">10(iii)(A)(39)</a>	2009 PIP Non-Statutory Stock Option Award Agreement (updated 2013) is incorporated by reference to Exhibit 10(iii)(A)(68) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012.*
<a href="#">10(iii)(A)(40)</a>	The 2009 Non-Management Directors' Stock Incentive Plan (the "2009 NMD Plan") is incorporated by reference to Exhibit 10(iii)(A)(9) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009.*
<a href="#">10(iii)(A)(41)</a>	Amendment to the 2009 NMD Plan is incorporated by reference to Exhibit 10(iii)(A)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012.*
<a href="#">10(iii)(A)(42)</a>	2009 NMD Plan Restricted Stock Award Agreement (updated 2013) is incorporated by reference to Exhibit 10(iii)(A)(3) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012.*
<a href="#">10(iii)(A)(43)</a>	Supplement to the 2006 PIP and 2009 PIP is incorporated by reference to Exhibit 10(iii)(A)(88) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009.*

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>10(iii)(A)(44)</u></a>	The Interpublic Group 2014 Performance Incentive Plan (the "2014 PIP") is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 28, 2014.*
<a href="#"><u>10(iii)(A)(45)</u></a>	2014 PIP Restricted Stock Award Agreement is incorporated by reference to Exhibit 10(iii)(A)(60) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014.*
<a href="#"><u>10(iii)(A)(46)</u></a>	2014 PIP Restricted Stock Unit Award Agreement.*
<a href="#"><u>10(iii)(A)(47)</u></a>	2014 PIP Performance Share Award Agreement is incorporated by reference to Exhibit 10(iii)(A)(61) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014.*
<a href="#"><u>10(iii)(A)(48)</u></a>	2014 PIP Performance Share Award Agreement (updated).*
<a href="#"><u>10(iii)(A)(49)</u></a>	2014 PIP Performance Cash Award Agreement is incorporated by reference to Exhibit 10(iii)(A)(62) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014.*
<a href="#"><u>10(iii)(A)(50)</u></a>	2014 PIP Performance Cash Award Agreement (updated).*
<a href="#"><u>10(iii)(A)(51)</u></a>	The Employee Stock Purchase Plan (2016) of the Registrant is incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 filed with the SEC on December 21, 2015.*
<a href="#"><u>10(iii)(A)(52)</u></a>	The Interpublic Group Executive Performance (162(m) Plan) is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 28, 2014.*
<a href="#"><u>10(iii)(A)(53)</u></a>	The Interpublic Executive Severance Plan, amended and restated, effective August 16, 2017, is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017.*
<a href="#"><u>10(iii)(A)(54)</u></a>	The Interpublic Senior Executive Retirement Income Plan, Amended and Restated (the "Restated SERIP"), effective January 1, 2007, is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(55)</u></a>	Restated SERIP - Form of Restated Participation Agreement is incorporated by reference to Exhibit 10(iii)(A)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(56)</u></a>	Restated SERIP - Form of Participation Agreement (Form For New Participants) is incorporated by reference to Exhibit 10(iii)(A)(3) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(57)</u></a>	The Interpublic Senior Executive Retirement Income Plan, amended and restated, effective August 1, 2014, and form of Participation Agreement for New Participants is incorporated by reference to Exhibit 10(iii)(A)(2) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.*
<a href="#"><u>10(iii)(A)(58)</u></a>	The Interpublic Capital Accumulation Plan, Amended and Restated (the "Restated CAP"), effective January 1, 2007, is incorporated by reference to Exhibit 10(iii)(A)(4) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(59)</u></a>	Restated CAP - Form of Restated Participation Agreement is incorporated by reference to Exhibit 10(iii)(A)(5) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(60)</u></a>	Restated CAP - Form of Participation Agreement (Form For New Participants), is incorporated by reference to Exhibit 10(iii)(A)(6) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.*
<a href="#"><u>10(iii)(A)(61)</u></a>	The Interpublic Capital Accumulation Plan, amended and restated, effective August 1, 2014, and form of Participation Agreement for New Participants is incorporated by reference to Exhibit 10(iii)(A)(1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.*
<a href="#"><u>10(iii)(A)(62)</u></a>	Description of Changes to the Compensation for Non-Management Directors, is incorporated by reference to Exhibit 10(iii)(A)(69) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.*
<a href="#"><u>12</u></a>	Computation of Ratios of Earnings to Fixed Charges.
<a href="#"><u>21</u></a>	Subsidiaries of the Registrant.
<a href="#"><u>23</u></a>	Consent of PricewaterhouseCoopers LLP.
<a href="#"><u>24</u></a>	Power of Attorney to sign Form 10-K and resolution of Board of Directors re Power of Attorney.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">31.1</a>	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
<a href="#">31.2</a>	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
<a href="#">32</a>	Certification of the Chief Executive Officer and the Chief Financial Officer furnished pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended.
101	Interactive Data File, for the period ended December 31, 2017.

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\* Management contracts and compensation plans and arrangements.

## SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.  
(Registrant)

By /s/ Michael I. Roth  
Michael I. Roth  
Chairman of the Board and Chief Executive Officer

Date: February 26, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael I. Roth</u> Michael I. Roth	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 26, 2018
<u>/s/ Frank Mergenthaler</u> Frank Mergenthaler	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 26, 2018
<u>/s/ Christopher F. Carroll</u> Christopher F. Carroll	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2018
<u>/s/ Jocelyn Carter-Miller</u> Jocelyn Carter-Miller	Director	February 26, 2018
<u>/s/ H. John Greeniaus</u> H. John Greeniaus	Director	February 26, 2018
<u>/s/ Mary J. Steele Guilfoile</u> Mary J. Steele Guilfoile	Director	February 26, 2018
<u>/s/ Dawn Hudson</u> Dawn Hudson	Director	February 26, 2018
<u>/s/ William T. Kerr</u> William T. Kerr	Director	February 26, 2018
<u>/s/ Henry S. Miller</u> Henry S. Miller	Director	February 26, 2018
<u>/s/ Jonathan F. Miller</u> Jonathan F. Miller	Director	February 26, 2018
<u>/s/ Patrick Q. Moore</u> Patrick Q. Moore	Director	February 26, 2018
<u>/s/ David M. Thomas</u> David M. Thomas	Director	February 26, 2018
<u>/s/ E. Lee Wyatt Jr.</u> E. Lee Wyatt Jr.	Director	February 26, 2018

**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN  
RESTRICTED STOCK UNIT AWARD AGREEMENT**

THE INTERPUBLIC GROUP OF COMPANIES, INC., a Delaware corporation (the "Company"), hereby grants to the Participant named below an award (the "Award") of Restricted Stock Units ("RSUs"), payable in shares of the Company's common stock (the "Shares"). The terms and conditions of the Award are set forth in this Award Agreement (the "Agreement") and The Interpublic Group 2014 Performance Incentive Plan (the "Plan"), which is attached hereto as Exhibit A.

**RESTRICTED STOCK UNIT AWARD AGREEMENT**

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**Date of Award** [DATE] **Participant's Name** [NAME]

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**Number of RSUs** [X]

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**Vesting of RSUs** Subject to the (i) terms of the Plan, (ii) the [retirement, ]forfeiture, cancellation, and rescission provisions of this Agreement and (iii) Participant's execution of the non-solicitation and non-service agreement that is attached hereto as Exhibit B, the scheduled Vesting Date for the RSUs is as provided in the Participant's award letter.

Except as otherwise provided in the Plan or this Agreement, any portion of this Award that is not vested on the date the Participant ceases to be an employee of the Company and its Subsidiaries and Affiliates shall be forfeited.

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**Payment Date** Subject to the vesting conditions set forth herein and the terms of the Plan, the Payment Date shall occur during the calendar year [in which the Vesting Date occurs] [prescribed by Section 6(f) of the Plan no later than the last day of the "applicable 2 ½ month period" as defined in Treas. Reg. Section 1.409A-1(b)(4)(i)(A)], subject to the following:

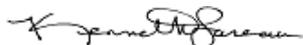
- If the Participant dies before the Vesting Date, the Award shall be settled within 90 days after the Participant's death; and
  - If the Participant's employment terminates within two (2) years after a Change of Control (and before the Vesting Date), the Award shall be settled (to the extent vested) at the time prescribed by the Change of Control provisions of this Agreement.
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The provisions of the Plan are incorporated herein by reference. All capitalized terms that are not defined in this Agreement have the meanings set forth in the Plan. Except as otherwise expressly provided in this Agreement, in case of any conflict between this Agreement and the Plan, the terms of the Plan shall control.

Please (i) review the rest of this Agreement, the Plan document and the non-solicitation and non-service agreement attached hereto as Exhibit B, and (ii) execute this Agreement and Exhibit B by checking the box below.

By checking the box below, you are effectively executing and agree to be bound by the terms and conditions of (i) this Agreement (including the terms under "Forfeiture of Award" and "Cancellation and Rescission") and (ii) the non-solicitation and non-service agreement attached hereto as Exhibit B.

**THE INTERPUBLIC GROUP OF COMPANIES, INC.**



Kenneth Lareau  
VP, Global Compensation and Benefits

**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN  
RESTRICTED STOCK UNIT AWARD AGREEMENT**

The following terms and conditions supplement the terms of the Plan:

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<b>Amount of RSU Payment</b>	The vested RSUs shall be settled in Shares at the time set forth in the cover page, with each vested RSU (before withholding) equal to one Share.
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<b>Tax Withholding</b>	<p>The Award is subject to withholding for taxes at the time and in the amount determined by the Company or the Participant's employer. Regardless of any action the Company or the Participant's employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, payment on account or other tax-related withholding ("Tax-Related Items"), the Participant acknowledges that the ultimate liability for all Tax-Related Items legally due by the Participant is and remains the Participant's responsibility. Neither the Company nor the Participant's employer: (a) make any representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Award, including the grant of the Award, the vesting or settlement of the Award, the subsequent sale of any Shares acquired pursuant to the Award and the receipt of any dividends or dividend equivalents; or (b) commit to structure the terms of the grant or any aspect of the Award to reduce or eliminate the Participant's liability for Tax-Related Items.</p> <p>Unless prohibited or problematic under applicable law or otherwise may trigger adverse consequences to the Company or the Participant's employer, the Participant may elect, via the Company's stock plan administrator (currently, UBS Financial Services), to pay any Tax-Related Items required to be withheld in connection with the Award via any of the following methods: (1) withholding a sufficient number of whole Shares from the Shares paid to the Participant as a result of the vesting and settlement of the Award having a fair market value equal to the amount of Tax-Related Items to be withheld ("Share Withholding"); (2) selling a sufficient number of whole Shares from the Shares paid to the Participant as a result of the vesting and settlement of the Award having a fair market value equal to the amount of Tax-Related Items to be withheld; or (3) selling all of the Shares paid to the Participant as a result of the vesting and settlement of the Award, and withholding from the sale proceeds the amount of Tax-Related Items to be withheld, with the net proceeds disbursed to the Participant. Depending on the withholding method, the Company may withhold for Tax-Related Items by considering applicable statutory withholding amounts or other applicable withholding rates, including maximum applicable rates. To the extent the Participant fails to elect one of the foregoing withholding methods within [30] days of the Date of Award, the Company (or the Participant's employer) shall satisfy any withholding obligation for Tax-Related Items via Share Withholding.</p> <p>Notwithstanding the foregoing, if the Participant is subject to Section 16(b) of the Exchange Act, the Company will withhold using the method described in (1) above.</p> <p>If the Participant relocates to another jurisdiction, the Participant is responsible for notifying the Company of such relocation and is responsible for compliance with all applicable tax requirements. If the Participant is subject to taxation in more than one jurisdiction, the Participant acknowledges that the Company or the Participant's employer may be required to withhold or account for Tax-Related Items in more than one jurisdiction. By accepting this Award, the Participant expressly consents to the withholding methods as provided for hereunder. All other Tax-Related Items related to the Award and any Shares or cash delivered in settlement thereof are the Participant's sole responsibility. Neither the Company nor any of its Subsidiaries or Affiliates is responsible for any liability or penalty relating to taxes (including excise taxes) on compensation (including imputed compensation) or other income attributed to the Participant (or a Beneficiary) pursuant to this Agreement, whether as a result of the Participant failing to make timely payments of tax or otherwise.</p>
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**Change of Control**

This Award shall not vest or become immediately payable merely upon the occurrence of a Change of Control. However, the following provisions shall apply if a Change of Control occurs before the Vesting Date:

(i) If as a result of the Change of Control the Company ceases to exist or the Shares are no longer traded on the New York Stock Exchange, this Award shall be converted into a cash amount equal to the fair market value of the corresponding number of RSUs, based on the closing price of the Company Shares on the last day the Company Shares are traded on the New York Stock Exchange prior to the Change of Control. Such cash amount shall continue to be subject to the same risk of forfeiture and vesting conditions as applied prior to the conversion, and shall be payable [on the Payment Date prescribed by this Agreement] [during the calendar year prescribed by Section 6(f) of the Plan for settlement of RSUs, no later than last day of the “applicable 2½-month period” as defined in Treas. Reg. § 1.409A-1(b)(4)(i)(A)], except as otherwise provided in paragraph (ii), below.

(ii) If prior to the Vesting Date and within 24 months after the Change of Control, the Participant has a Termination of Employment either (1) by the Company (including its successor) or the Participant’s employer without Cause or (2) if the Participant has “good reason” rights under the Company’s Executive Severance Plan or an employment agreement, by the Participant for “good reason” (as defined in the applicable plan or agreement), then (A) this Award shall become immediately vested and payable to the Participant, and (B) the Payment Date shall occur within 30 days after the Participant’s Termination of Employment (subject to the six-month delay rule set forth in Section 12(p)(2) of the Plan).

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**[Retirement]**

[If the Participant terminates service due to Retirement (as defined below) prior to the Vesting Date, the Participant shall vest in a portion of the Award. The vested percentage shall equal a fraction, the numerator of which is the Participant’s number of completed months of service with the Company, its Subsidiaries or Affiliates from the Date of the Award to the Participant’s Termination of Service, and the denominator of which is the number of months from the Date of the Award to the Vesting Date (such resulting amount, the “Reduced Award”). Such Reduced Award shall be paid on the Payment Date prescribed by this Agreement (*i.e.*, payment shall not be accelerated), and any portion of the Award that is not vested shall be forfeited without consideration.

For purposes of this Agreement, “Retirement” means a voluntary Termination of Service with the Company’s approval after the Participant has attained age 65.

For purposes of this Agreement, “Termination of Service” means the date the Participant ceases to provide material services to the Company and its Affiliates and Subsidiaries, which includes service as an employee, board member or consultant, as determined by the Company in its sole discretion.]

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**Dividend Equivalents**

The Participant shall be entitled to accrue Dividend Equivalents with respect to the Shares underlying the RSUs. For each Share, the Participant shall accrue a right to receive cash or share dividends for which the record date is after the Date of the Award and before the Award is settled. Such amounts shall be subject to the same forfeiture and vesting conditions as the underlying Shares, and shall be paid (if at all) at the same time as the RSUs are settled, applying the same vesting percentage as applies for the Shares.

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**Compliance with Local Laws**

Notwithstanding anything to the contrary contained in this Agreement, the Company may, in its sole discretion, settle the Award in the form of: (1) a cash payment to the extent settlement in Shares (a) is prohibited under local law, rules and regulations, (b) would require the Participant, the Company or the Participant’s employer to obtain the approval of any governmental and/or regulatory body in the Participant’s country of residence (and/or country of employment, if different), or (c) is administratively burdensome; or (2) Shares, but require the Participant to immediately sell such Shares (in which case, this Agreement shall give the Company the authority to issue sales instructions on behalf of the Participant).

If the Participant is a resident of or employed in a country other than the United States, the Participant agrees, as a condition of the Award, to repatriate all payments attributable to the Award in accordance with local foreign exchange rules and regulations in the Participant’s country of residence (and country of employment, if different). In addition, the Participant agrees to take any and all actions, and consents to any and all actions taken by the Company and the Participant’s employer as may be required to allow the Company and the Participant’s employer to comply with local laws, rules and regulations in the Participant’s country of residence (and country of employment, if different). Finally, the Participant agrees to take any and all actions that may be required to comply with the Participant’s personal legal and tax obligations under local laws, rules and regulations in the Participant’s country of residence (and country of employment, if different).

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<b>EU Age Discrimination Rules</b>	<p>If the Participant is resident and/or employed in a country that is a member of the European Union, the grant of the Award and this Agreement are intended to comply with the age discrimination provisions of the EU Equal Treatment Framework Directive, as implemented into local law (the "Age Discrimination Rules"). To the extent that a court or tribunal of competent jurisdiction determines that any provision of this Agreement is invalid or unenforceable, in whole or in part, under the Age Discrimination Rules, the Company, in its sole discretion, shall have the power and authority to revise or strike such provision to the minimum extent necessary to make it valid and enforceable to the full extent permitted under local law.</p>
<b>Forfeiture of Award</b>	<p>Before accepting this Award, the Participant must disclose to the Company in writing all grants to the Participant of options, shares and other equity rights with respect to any Subsidiary of the Company ("Subsidiary Grants") that are still outstanding. Failure to disclose in writing the existence of any such outstanding Subsidiary Grants shall result in immediate cancellation and forfeiture of the Award set forth in this Agreement, unless the Committee determines in its sole discretion that such failure was reasonable under the circumstances.</p>
<b>Cancellation and Rescission</b>	<p>Notwithstanding any other provision of the Plan or this Agreement, the Participant acknowledges and agrees that the Company may cancel, rescind, suspend, withhold, modify, amend or otherwise limit or restrict this Award (whether vested or not vested) at any time if the Participant is not in compliance with all applicable provisions of the Agreement and the Plan, or if the Participant engages in any "Prohibited Activity." For purposes of this Agreement, "Prohibited Activity" means: (i) any activity that would enable the Company (or any Subsidiary or Affiliate where the Participant is employed) to terminate the Participant's employment for cause (as defined in the Plan or any employment agreement or other plan or arrangement that covers the Participant); (ii) a material violation of any rule, policy or procedure of the Company (or any Subsidiary or Affiliate where the Participant is employed), including but not limited to the Code of Conduct of the Company (and any such Subsidiary or Affiliate); (iii) before a Change of Control, a failure to be in compliance with any share ownership objectives of the Company applicable to the Participant, or (iv) before a Change of Control, any other conduct or act that the Company determines is injurious, detrimental or prejudicial to any interest of the Company.</p> <p>Participant agrees that the cancellation and rescission provisions of this Agreement are reasonable and agrees not to challenge the reasonableness of such provisions, even where forfeiture of this Agreement is the penalty for violation; provided that the Participant may challenge the reasonableness of any forfeiture that occurs after a Change of Control.</p>
<b>No Employment Rights</b>	<p>The grant of the Award shall not be interpreted to form an employment contract between the Participant and the Company or the Participant's employer.</p>
<b>Discretionary Nature of Award</b>	<p>The Participant acknowledges and agrees that the Plan is discretionary in nature and may be amended, cancelled or terminated by the Company, in its sole discretion, at any time. The grant of the Award under the Plan is a one-time benefit and does not create any contractual or other right to receive a grant of RSUs or any other forms of award permitted under the Plan or other benefits in lieu thereof in the future. Future grants, if any, will be at the sole discretion of the Company, including, but not limited to, the form and timing of any grant, the Number of RSUs granted and the vesting provisions. Any amendment, modification or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Participant's employment with the Participant's employer.</p>
<b>Extraordinary Benefit</b>	<p>The Participant's participation in the Plan is voluntary. The value of the Award and any other awards granted under the Plan is an extraordinary item of compensation outside the scope of the Participant's employment (and the Participant's employment contract, if any). Any grant under the Plan, including the grant of the Award, is not part of the Participant's normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension, or retirement benefits or similar payments.</p>
<b>Value of Benefit</b>	<p>The future value of the Award is unknown and cannot be predicted with certainty. The Company shall not be liable for any foreign exchange rate fluctuation, where applicable, between the Participant's local currency and the United States dollar that may affect the value of the Award or of any amounts due to the Participant pursuant to the settlement of the Award or the subsequent sale of any Shares acquired upon settlement.</p>

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<b>No Public Offering</b>	The grant of the Award is not intended to be a public offering of securities in the Participant's country of residence (and country of employment, if different). The Company has not submitted any registration statement, prospectus or other filings with the local securities authorities (unless otherwise required under local law). No employee of the Company or its Subsidiaries or Affiliates is permitted to advise the Participant on whether the Participant should acquire Shares under the Plan and provide the Participant with any legal, tax or financial advice with respect to the grant of the Award. The acquisition of Shares involves certain risks, and the Participant should carefully consider all risk factors and tax considerations relevant to the acquisition and disposition of Shares under the Plan. Further, the Participant should carefully review all of the materials related to the Award and the Plan, and the Participant should consult with the Participant's personal legal, tax and financial advisors for professional advice in relation to the Participant's personal circumstances.
<b>Insider Trading Laws</b>	The Participant's country of residence (and country of employment, if different) may have insider trading and/or market abuse laws that may affect the Participant's ability to acquire or sell Shares under the Plan during such times the Participant is considered to have "inside information" (as defined under local law). These laws may be the same or different from any Company insider trading policy. The Participant acknowledges that it is the Participant's responsibility to be informed of and compliant with such regulations, and should consult with his / her personal advisors for additional information.
<b>Recoupment</b>	Notwithstanding any other provision of this Agreement to the contrary, the Participant acknowledges and agrees that the Award, any Shares acquired pursuant thereto and/or any amount received with respect to any sale of such Shares are subject to potential cancellation, recoupment, rescission, payback or other action in accordance with the terms of any recoupment policy the Company may establish or adopt ("Recoupment Policy") and as the Recoupment Policy may be amended from time to time in order to comply with changes in laws, rules or regulations that are applicable to the Award and Shares. The Participant agrees and consents to the Company's application, implementation and enforcement of (a) the Recoupment Policy, and (b) any provision of applicable law relating to cancellation, recoupment, rescission or payback of compensation and expressly agrees that the Company may take such actions as are necessary to effectuate the Recoupment Policy (as applicable to the Participant) or applicable law without further consent or action being required by the Participant. For purposes of the foregoing, the Participant expressly and explicitly authorizes the Company to issue instructions, on the Participant's behalf, to any brokerage firm and/or third party administrator engaged by the Company to hold the Participant's Shares and other amounts acquired under the Plan to re-convey, transfer or otherwise return such Shares and/or other amounts to the Company. To the extent that the terms of this Agreement and the Recoupment Policy conflict, the terms of the Recoupment Policy shall prevail.
<b>English Language</b>	If the Participant is resident outside of the United States, the Participant acknowledges and agrees that it is the Participant's express intent that this Agreement, the Plan and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Award be drawn up in English. If the Participant receives this Agreement, the Plan or any other document related to the Award translated into a language other than English, and if the meaning of the translated version is different than the English version, the English version will control.
<b>Electronic Delivery</b>	The Company may, in its sole discretion, decide to deliver any documents related to the Award or other awards granted to the Participant under the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

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<b>Data Privacy</b>	<p>The Company and the Participant's employer hereby notify the Participant of the following in relation to the Participant's personal data and the collection, use, processing and transfer of such data in relation to the grant of the Award and the Participant's participation in the Plan pursuant to applicable personal data protection laws. The collection, use, processing and transfer of the Participant's personal data is necessary for the Company's administration of the Plan and the Participant's participation in the Plan, and the Participant's denial and/or objection to the collection, processing and transfer of personal data may affect the Participant's ability to participate in the Plan. As such, the Participant voluntarily acknowledges, consents and agrees (where required under applicable law) to the collection, use, processing and transfer of personal data as described herein.</p> <p>The Company and the Participant's employer hold certain personal information about the Participant, including (but not limited to) the Participant's name, home address, email address, and telephone number, date of birth, social security number, passport number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Awards or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in the Participant's favor for the purpose of managing and administering the Plan ("Data"). Data may be provided by the Participant or collected, where lawful, from third parties, and the Company and the Participant's employer will process Data for the exclusive purpose of implementing, administering and managing the Participant's participation in the Plan. Data processing will take place through electronic and non-electronic means according to logics and procedures strictly correlated to the purposes for which Data is collected and with confidentiality and security provisions as set forth by applicable laws and regulations in the Participant's country of residence. Data processing operations will be performed minimizing the use of personal and identification data when such operations are unnecessary for the processing purposes sought. Data will be accessible within the Company's organization only by those persons requiring access for purposes of the implementation, administration and operation of the Plan and for the Participant's participation in the Plan.</p> <p>The Company and the Participant's employer will transfer Data as necessary for the purpose of implementation, administration and management of the Participant's participation in the Plan, and the Company and the Participant's employer may each further transfer Data to any third parties assisting the Company in the implementation, administration and management of the Plan, including but not limited to [UBS Group AG/UBS Group SA/UBS Group Inc. ("UBS")] or any successor or other third party that the Company or [UBS] (or its successor) may engage from time to time. These recipients may be located in the European Economic Area, the United States or elsewhere throughout the world. The Participant hereby authorize (where required under applicable law) the recipients to receive, possess, use, retain and transfer Data, in electronic or other form, for purposes of implementing, administering and managing the Participant's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of cash on the Participant's behalf to a broker or other third party with whom the Participant may elect to deposit any cash acquired pursuant to the Plan.</p> <p>The Participant may, at any time, exercise the Participant's rights provided under applicable personal data protection laws, which may include the right to (a) obtain confirmation as to the existence of Data, (b) verify the content, origin and accuracy of Data, (c) request the integration, update, amendment, deletion or blockage (for breach of applicable laws) of Data and (d) oppose, for legal reasons, the collection, processing or transfer of Data that is not necessary or required for the implementation, administration and/or operation of the Plan and the Participant's participation in the Plan. The Participant may seek to exercise these rights by contacting the Participant's local HR manager.</p>
<b>Successors and Assigns</b>	<p>The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Participant and the Participant's beneficiaries, executors or administrators.</p>
<b>Additional Requirements</b>	<p>The Company reserves the right to impose other requirements on the Award, any Shares acquired pursuant to the Award and the Participant's participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable in order to comply with local law or to facilitate the operation and administration of the Award and the Plan. Such requirements may include (but are not limited to) requiring the Participant to sign any agreements or undertakings that may be necessary to accomplish the foregoing.</p>
<b>Severability</b>	<p>The invalidity or unenforceability of any provision of the Plan or this Agreement will not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement will be severable and enforceable to the extent permitted by law.</p>

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**Interpretation and Construction**

This Agreement and the Plan shall be construed and interpreted by the Committee, in its sole discretion. Any interpretation or other determination by the Committee (including, but not limited to, correction of any defect or omission and reconciliation of any inconsistency in the Agreement or the Plan) shall be binding and conclusive.

All determinations regarding enforcement, waiver or modification of the cancellation and rescission and other provisions of this Agreement (including the provisions relating to termination of employment, death and disability) shall be made in the Company's sole discretion. Determinations made under this Agreement and the Plan need not be uniform and may be made selectively among individuals, whether or not such individuals are similarly situated.

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**Entire Understanding**

This Agreement, the terms of the Plan and the non-solicitation and non-service agreement attached hereto as Exhibit B constitute the entire understanding between the Participant and the Company and its Subsidiaries and Affiliates regarding this Award. Any prior agreements, commitments, or negotiations concerning this Award are superseded.

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**Participant's Acknowledgement and Agreement**

By accepting the grant of the Award, the Participant acknowledges that the Participant has read this Agreement, the Plan, and the non-solicitation and non-service agreement and the Participant specifically accepts and agrees to the provisions therein.

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**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN**  
**PERFORMANCE SHARE AWARD AGREEMENT**

THE INTERPUBLIC GROUP OF COMPANIES, INC., a Delaware corporation (the "Company"), hereby grants to the Participant named below a Performance Share Award (the "Award") to be settled in shares of the Company's common stock (the "Shares"). The terms and conditions of this Award are set forth in this Award Agreement (this "Agreement"), The Interpublic Group 2014 Performance Incentive Plan (the "Plan"), which is attached hereto as Exhibit A and the addendum to the Award Agreement (the "Addendum") which is attached hereto as Exhibit C.

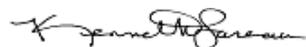
<b>Date of Award</b>	[DATE]	<b>Participant's Name [NAME]</b>
<b>Target Number of Shares to be Awarded Upon Vesting</b>	[X]	
<b>Performance Period</b>		
<b>Vesting Date</b>	<p>Subject to the (i) terms of the Plan, (ii) the [retirement, ]forfeiture, cancellation, and rescission provisions of this Agreement and (iii) Participant's execution of the non-solicitation and non-service agreement that is attached hereto as Exhibit B, the scheduled Vesting Date is as provided in the Participant's award letter, or such later date as specified in the following paragraph.</p> <p>Notwithstanding any other provision of this Agreement, if the audit of the Company's consolidated financial statements for the years included in the Performance Period (the "Audited Financials") has not been completed more than fifteen (15) days before the Vesting Date set forth above, the Vesting Date shall be delayed until the earlier of (i) the thirtieth (30th) day after the completion of the Audited Financials for the years included in the Performance Period or (ii) the date the Actual Shares Awarded (as defined below) are delivered. Except as otherwise provided in the Plan or this Agreement, any portion of this Award that is not vested on the date the Participant ceases to be an employee of the Company and its Subsidiaries and Affiliates shall be forfeited.</p>	
<b>Actual Shares Awarded</b>	<p>The "Actual Shares Awarded" (to the extent vested) shall be between 0 and 2 times the "Target Number of Shares to be Awarded Upon Vesting," as determined by the Committee based on performance against the financial metrics described in the Award Letter from the Company (the "Performance Criteria"). Although the Award is intended to be settled in Shares, the Actual Payment Amount may be paid in cash, shares, or a combination as prescribed in Section 7(b) of the Plan.</p>	
<b>Payment Date</b>	<p>The Actual Shares Awarded (to the extent vested) shall be paid to the Participant during the calendar year in which the Vesting Date occurs, subject to the following:</p> <ul style="list-style-type: none"> <li>• If the Participant dies before the Vesting Date, the Target Number of Shares to be Awarded Upon Vesting shall be paid within 90 days after the Participant's death; and</li> <li>• If the Participant's employment terminates within two (2) years after a Change of Control (and before the Vesting Date), the Actual Shares Awarded (to the extent vested) shall be paid at the time prescribed by the Change of Control provisions of this Agreement.</li> </ul>	

The provisions of the Plan are incorporated herein by reference. All capitalized terms that are not defined in this Agreement have the meanings set forth in the Plan. Except as otherwise expressly provided in this Agreement, in case of any conflict between this Agreement and the Plan, the terms of the Plan shall control.

Please (i) review the rest of this Agreement, the Addendum, the Plan document and the non-solicitation and non-service agreement attached hereto as Exhibit B, and (ii) execute this Agreement and Exhibit B by clicking "Accept" below.

By clicking "Accept" below, the Participant expressly accepts and agrees to be bound by the terms and conditions of (i) this Agreement (including the terms under "Forfeiture of Award" and "Cancellation and Rescission") and (ii) the non-solicitation and non-service agreement attached hereto as Exhibit B.

THE INTERPUBLIC GROUP OF COMPANIES, INC.



Ken Lareau  
 Vice President, Global Compensation & Benefits

**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN**  
**PERFORMANCE SHARE AWARD AGREEMENT**

The following terms and conditions supplement the terms of the Plan and govern the Award:

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<b>Achievement of Performance Criteria</b>	Subject to the terms of the Plan, the Committee shall have sole and exclusive discretion to determine whether and the extent to which the applicable Performance Criteria has been achieved, and the corresponding number of Actual Shares Awarded. Except in the case of death or a Change of Control, the Award shall not vest and no payment shall be made pursuant to this Award unless the Committee has certified in writing that the Performance Criteria and all other material terms of the Award have been satisfied.
<b>Tax Withholding</b>	<p>The Award is subject to withholding for taxes at the time and in the amount determined by the Company or the Participant's employer. Regardless of any action the Company or the Participant's employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, payment on account or other tax-related withholding ("Tax-Related Items"), the Participant acknowledges that the ultimate liability for all Tax-Related Items legally due by the Participant is and remains the Participant's responsibility. Neither the Company nor the Participant's employer: (a) make any representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Award, including the grant of the Award, the vesting or settlement of the Award, the subsequent sale of any Shares acquired pursuant to the Award and the receipt of any dividends or dividend equivalents; or (b) commit to structure the terms of the grant or any aspect of the Award to reduce or eliminate the Participant's liability for Tax-Related Items.</p> <p>Unless prohibited or problematic under applicable law or otherwise may trigger adverse consequences to the Company or the Participant's employer, the Participant may elect, via the Company's stock plan administrator (currently, UBS Financial Services), to pay any Tax-Related Items required to be withheld in connection with the Award via any of the following methods: (1) withholding a sufficient number of whole Shares from the Actual Shares Awarded to the Participant as a result of the vesting and settlement of the Award (or, in the case of an Award settled in cash, a portion of the sales proceeds) having a fair market value equal to the amount of Tax-Related Items to be withheld ("Share Withholding"); (2) selling a sufficient number of whole Shares from the Actual Shares Awarded to the Participant as a result of the vesting and settlement of the Award having a fair market value equal to the amount of Tax-Related Items to be withheld; or (3) selling all of the Actual Shares Awarded to the Participant as a result of the vesting and settlement of the Award, and withholding from the sale proceeds the amount of Tax-Related Items to be withheld, with the net proceeds disbursed to the Participant. Depending on the withholding method, the Company may withhold for Tax-Related Items by considering applicable statutory withholding amounts or other applicable withholding rates, including maximum applicable rates. To the extent the Participant fails to elect one of the foregoing withholding methods within [30] days of the Date of Award, the Company (or the Participant's employer) shall satisfy any withholding obligation for Tax-Related Items via Share Withholding.</p> <p>Notwithstanding the foregoing, if the Participant is subject to Section 16(b) of the Exchange Act, the Company will withhold using the method described in (1) above.</p> <p>If the Participant relocates to another jurisdiction, the Participant is responsible for notifying the Company of such relocation and is responsible for compliance with all applicable tax requirements. If the Participant is subject to taxation in more than one jurisdiction, the Participant acknowledges that the Company or the Participant's employer may be required to withhold or account for Tax-Related Items in more than one jurisdiction. By accepting this Award, the Participant expressly consents to the withholding methods as provided for hereunder. All other Tax-Related Items related to the Award and any Shares or cash delivered in settlement thereof are the Participant's sole responsibility. Neither the Company nor any of its Subsidiaries or Affiliates is responsible for any liability or penalty relating to taxes (including excise taxes) on compensation (including imputed compensation) or other income attributed to the Participant (or a Beneficiary) pursuant to this Agreement, whether as a result of the Participant failing to make timely payments of tax or otherwise.</p>

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**Change of Control**

This Award shall not vest or become immediately payable merely upon the occurrence of a Change of Control. However, the following provisions shall apply if a Change of Control occurs before the Vesting Date:

(i) Upon the Change of Control, the number of Actual Shares Awarded shall be fixed at no less than the Target Number of Shares. Such Actual Shares Awarded shall continue to be conditioned on the Participant remaining employed by the Company or a Subsidiary or Affiliate through the Vesting Date (subject to the provisions of the Plan, this Agreement and the Addendum with respect to [Retirement, ]death and Disability, and paragraph (iii), below), and shall be paid at the time prescribed by this Agreement.

(ii) If as a result of the Change of Control the Company ceases to exist or the Shares are no longer traded on the New York Stock Exchange, the Actual Shares Awarded shall be converted into a cash amount equal to the value of the Actual Shares Awarded, based on the closing price of the Company Shares on the last day the Company Shares are traded on the New York Stock Exchange prior to the Change of Control. Such cash amount shall continue to be conditioned on the Participant remaining employed by the Company or a Subsidiary or Affiliate through the Vesting Date (subject to the provisions of the Plan, this Agreement and the Addendum with respect to [Retirement, ]death and Disability, and paragraph (iii), below), and shall be paid at the time prescribed by this Agreement.

(iii) If prior to the Vesting Date and within two (2) years after the Change of Control, the Participant has a Termination of Employment either (1) by the Company (including its successor) or the Participant's employer without Cause or (2) if the Participant has "good reason" rights under the Company's Executive Severance Plan or an employment agreement, by the Participant for "good reason" (as defined in the applicable plan or agreement), then (A) this Award shall become immediately vested and payable to the Participant, and (B) the Payment Date shall occur within 30 days after the Participant's Termination of Employment (subject to the six-month delay rule set forth in Section 12(p)(2) of the Plan).

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**[Retirement]**

[If the Participant terminates service due to Retirement (as defined below) prior to the Vesting Date, the Participant shall vest in a portion of the Award. Such portion shall be calculated by (i) multiplying the Target Number of Shares to be Awarded Upon Vesting by a fraction, the numerator of which is the Participant's number of completed months of service with the Company, its Subsidiaries or Affiliates from the first day of the Performance Period to the date of the Participant's Termination of Service, and the denominator of which is the number of months in the Performance Period (such resulting amount, the "Reduced Target Number of Shares to be Awarded Upon Vesting"), and (ii) further adjusting the Reduced Target Number of Shares to be Awarded Upon Vesting up or down based on actual performance through the end of the Performance Period. Such vested portion shall be paid on the Payment Date prescribed by this Agreement, and any portion of the Award that is not vested shall be forfeited without consideration.

For purposes of this Agreement, "Retirement" means a voluntary Termination of Service with the Company's approval after the Participant has attained age 65.

For purposes of this Agreement, "Termination of Service" means the date the Participant ceases to provide material services to the Company and its Affiliates and Subsidiaries, which includes service as an employee, board member or consultant, as determined by the Company in its sole discretion.]

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**Compliance with Local Laws**

Notwithstanding anything to the contrary contained in this Agreement, the Company may, in its sole discretion, settle the Award in the form of: (1) a cash payment to the extent settlement in Shares (a) is prohibited under local law, rules and regulations, (b) would require the Participant, the Company or the Participant's employer to obtain the approval of any governmental and/or regulatory body in the Participant's country of residence (and/or country of employment, if different), or (c) is administratively burdensome; or (2) Shares, but require the Participant to immediately sell such Shares (in which case, this Agreement shall give the Company the authority to issue sales instructions on behalf of the Participant).

If the Participant is a resident of or employed in a country other than the United States, the Participant agrees, as a condition of the Award, to repatriate all payments attributable to the Award in accordance with local foreign exchange rules and regulations in the Participant's country of residence (and country of employment, if different). In addition, the Participant agrees to take any and all actions, and consents to any and all actions taken by the Company and the Participant's employer as may be required to allow the Company and the Participant's employer to comply with local laws, rules and regulations in the Participant's country of residence (and country of employment, if different). Finally, the Participant agrees to take any and all actions that may be required to comply with the Participant's personal legal and tax obligations under local laws, rules and regulations in the Participant's country of residence (and country of employment, if different).

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**EU Age Discrimination Rules**

If the Participant is resident and/or employed in a country that is a member of the European Union, the grant of the Award and this Agreement are intended to comply with the age discrimination provisions of the EU Equal Treatment Framework Directive, as implemented into local law (the "Age Discrimination Rules"). To the extent that a court or tribunal of competent jurisdiction determines that any provision of this Agreement is invalid or unenforceable, in whole or in part, under the Age Discrimination Rules, the Company, in its sole discretion, shall have the power and authority to revise or strike such provision to the minimum extent necessary to make it valid and enforceable to the full extent permitted under local law.

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<b>Forfeiture of Award</b>	Before accepting this Award, the Participant must disclose to the Company in writing all grants to the Participant of options, shares and other equity rights with respect to any Subsidiary of the Company ("Subsidiary Grants") that are still outstanding. Failure to disclose in writing the existence of any such outstanding Subsidiary Grants shall result in immediate cancellation and forfeiture of the Award set forth in this Agreement, unless the Committee determines in its sole discretion that such failure was reasonable under the circumstances.
<b>Cancellation and Rescission</b>	<p>Notwithstanding any other provision of the Plan or this Agreement, the Participant acknowledges and agrees that the Company may cancel, rescind, suspend, withhold, modify, amend or otherwise limit or restrict this Award (whether vested or not vested) at any time if the Participant is not in compliance with all applicable provisions of this Agreement and the Plan, or if the Participant engages in any "Prohibited Activity." For purposes of this Agreement, "Prohibited Activity" means: (i) any activity that would enable the Company (or any Subsidiary or Affiliate where the Participant is employed) to terminate the Participant's employment for cause (as defined in the Plan or any employment agreement or other plan or arrangement that covers the Participant); (ii) a material violation of any rule, policy or procedure of the Company (or any Subsidiary or Affiliate where the Participant is employed), including but not limited to the Code of Conduct of the Company (and any such Subsidiary or Affiliate); (iii) before a Change of Control, a failure to be in compliance with any share ownership objectives of the Company applicable to the Participant, or (iv) before a Change of Control, any other conduct or act that the Company determines is injurious, detrimental or prejudicial to any interest of the Company.</p> <p>The Participant agrees that the cancellation and rescission provisions of this Agreement are reasonable and agrees not to challenge the reasonableness of such provisions, even where forfeiture of this Agreement is the penalty for violation; provided that the Participant may challenge the reasonableness of any forfeiture that occurs after a Change of Control.</p>
<b>No Employment Rights</b>	The grant of the Award shall not be interpreted to form an employment contract between the Participant and the Company or the Participant's employer.
<b>Discretionary Nature of Award</b>	The Participant acknowledges and agrees that the Plan is discretionary in nature and may be amended, cancelled or terminated by the Company, in its sole discretion, at any time. The grant of the Award under the Plan is a one-time benefit and does not create any contractual or other right to receive a grant of an Award or any other forms of award permitted under the Plan or other benefits in lieu thereof in the future. Future grants, if any, will be at the sole discretion of the Company, including, but not limited to, the form and timing of any grant, the number of Shares granted and the vesting provisions. Any amendment, modification or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Participant's employment with the Participant's employer.
<b>Extraordinary Benefit</b>	The Participant's participation in the Plan is voluntary. The value of the Award and any other awards granted under the Plan is an extraordinary item of compensation outside the scope of the Participant's employment (and the Participant's employment contract, if any). Any grant under the Plan, including the grant of the Award, is not part of the Participant's normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension, or retirement benefits or similar payments.
<b>Value of Benefit</b>	The future value of the Shares subject to this Award is unknown and cannot be predicted with certainty. The Company shall not be liable for any foreign exchange rate fluctuation, where applicable, between the Participant's local currency and the United States dollar that may affect the value of the Award or of any amounts due to the Participant pursuant to the settlement of the Award or the subsequent sale of any Shares acquired upon settlement.
<b>No Public Offering</b>	The grant of the Award is not intended to be a public offering of securities in the Participant's country of residence (and country of employment, if different). The Company has not submitted any registration statement, prospectus or other filings with the local securities authorities (unless otherwise required under local law). No employee of the Company or its Subsidiaries or Affiliates is permitted to advise the Participant on whether the Participant should acquire Shares under the Plan and provide the Participant with any legal, tax or financial advice with respect to the grant of the Award. The acquisition of Shares involves certain risks, and the Participant should carefully consider all risk factors and tax considerations relevant to the acquisition and disposition of Shares under the Plan. Further, the Participant should carefully review all of the materials related to the Award and the Plan, and the Participant should consult with the Participant's personal legal, tax and financial advisors for professional advice in relation to the Participant's personal circumstances.
<b>Insider Trading Laws</b>	The Participant's country of residence (and country of employment, if different) may have insider trading and/or market abuse laws that may affect the Participant's ability to acquire or sell Shares under the Plan during such times the Participant is considered to have "inside information" (as defined under local law). These laws may be the same or different from any Company insider trading policy. The Participant acknowledges that it is the Participant's responsibility to be informed of and compliant with such regulations, and should consult with his / her personal advisors for additional information.

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**Recoupment** Notwithstanding any other provision of this Agreement to the contrary, the Participant acknowledges and agrees that the Award, any Shares acquired pursuant thereto and/or any amount received with respect to any sale of such Shares are subject to potential cancellation, recoupment, rescission, payback or other action in accordance with the terms of any recoupment policy the Company may establish or adopt ("Recoupment Policy") and as the Recoupment Policy may be amended from time to time in order to comply with changes in laws, rules or regulations that are applicable to the Award and Shares. The Participant agrees and consents to the Company's application, implementation and enforcement of (a) the Recoupment Policy, and (b) any provision of applicable law relating to cancellation, recoupment, rescission or payback of compensation and expressly agrees that the Company may take such actions as are necessary to effectuate the Recoupment Policy (as applicable to the Participant) or applicable law without further consent or action being required by the Participant. For purposes of the foregoing, the Participant expressly and explicitly authorizes the Company to issue instructions, on the Participant's behalf, to any brokerage firm and/or third party administrator engaged by the Company to hold the Participant's Shares and other amounts acquired under the Plan to re-convey, transfer or otherwise return such Shares and/or other amounts to the Company. To the extent that the terms of this Agreement and the Recoupment Policy conflict, the terms of the Recoupment Policy shall prevail.

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**English Language** If the Participant is resident outside of the United States, the Participant acknowledges and agrees that it is the Participant's express intent that this Agreement, the Plan and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Award be drawn up in English. If the Participant received this Agreement, the Plan or any other document related to the Award translated into a language other than English, and if the meaning of the translated version is different than the English version, the English version will control.

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**Electronic Delivery** The Company may, in its sole discretion, decide to deliver any documents related to the Award or other awards granted to the Participant under the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

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**Data Privacy** The Company and the Participant's employer hereby notify the Participant of the following in relation to the Participant's personal data and the collection, use, processing and transfer of such data in relation to the grant of the Award and the Participant's participation in the Plan pursuant to applicable personal data protection laws. The collection, use, processing and transfer of the Participant's personal data is necessary for the Company's administration of the Plan and the Participant's participation in the Plan, and the Participant's denial and/or objection to the collection, processing and transfer of personal data may affect the Participant's ability to participate in the Plan. As such, the Participant voluntarily acknowledges, consents and agrees (where required under applicable law) to the collection, use, processing and transfer of personal data as described herein.

The Company and the Participant's employer hold certain personal information about the Participant, including (but not limited to) the Participant's name, home address, email address, and telephone number, date of birth, social security number, passport number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Awards or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in the Participant's favor for the purpose of managing and administering the Plan ("Data"). Data may be provided by the Participant or collected, where lawful, from third parties, and the Company and the Participant's employer will process Data for the exclusive purpose of implementing, administering and managing the Participant's participation in the Plan. Data processing will take place through electronic and non-electronic means according to logics and procedures strictly correlated to the purposes for which Data is collected and with confidentiality and security provisions as set forth by applicable laws and regulations in the Participant's country of residence. Data processing operations will be performed minimizing the use of personal and identification data when such operations are unnecessary for the processing purposes sought. Data will be accessible within the Company's organization only by those persons requiring access for purposes of the implementation, administration and operation of the Plan and for the Participant's participation in the Plan.

The Company and the Participant's employer will transfer Data as necessary for the purpose of implementation, administration and management of the Participant's participation in the Plan, and the Company and the Participant's employer may each further transfer Data to any third parties assisting the Company in the implementation, administration and management of the Plan, including but not limited to [UBS Group AG/UBS Group SA/UBS Group Inc. ("UBS")] or any successor or other third party that the Company or [UBS] (or its successor) may engage from time to time. These recipients may be located in the European Economic Area, the United States or elsewhere throughout the world. The Participant hereby authorize (where required under applicable law) the recipients to receive, possess, use, retain and transfer Data, in electronic or other form, for purposes of implementing, administering and managing the Participant's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of cash on the Participant's behalf to a broker or other third party with whom the Participant may elect to deposit any cash acquired pursuant to the Plan.

The Participant may, at any time, exercise the Participant's rights provided under applicable personal data protection laws, which may include the right to (a) obtain confirmation as to the existence of Data, (b) verify the content, origin and accuracy of Data, (c) request the integration, update, amendment, deletion or blockage (for breach of applicable laws) of Data and (d) oppose, for legal reasons, the collection, processing or transfer of Data that is not necessary or required for the implementation, administration and/or operation of the Plan and the Participant's participation in the Plan. The Participant may seek to exercise these rights by contacting the Participant's local HR manager.

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<b>Successors and Assigns</b>	The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Participant and the Participant's beneficiaries, executors or administrators.
<b>Addendum</b>	Notwithstanding any provisions of this Agreement to the contrary, the Award shall be subject to any special terms and conditions for the Participant's country of residence (and country of employment, if different) set forth in an addendum to this Agreement (an "Addendum"). Further, if the Participant transfers the Participant's residence and/or employment to another country reflected in an Addendum to this Agreement at the time of transfer, the special terms and conditions for such country will apply to the Participant to the extent the Company determines, in its sole discretion, that the application of such terms and conditions is necessary or advisable in order to comply with local law or to facilitate the operation and administration of the award and the Plan (or the Company may establish alternative terms and conditions as may be necessary or advisable to accommodate the Participant's transfer). In all circumstances, any applicable Addendum shall constitute part of this Agreement.
<b>Additional Requirements</b>	The Company reserves the right to impose other requirements on the Award, any Shares acquired pursuant to the Award and the Participant's participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable in order to comply with local law or to facilitate the operation and administration of the Award and the Plan. Such requirements may include (but are not limited to) requiring the Participant to sign any agreements or undertakings that may be necessary to accomplish the foregoing.
<b>Severability</b>	The invalidity or unenforceability of any provision of the Plan or this Agreement will not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement will be severable and enforceable to the extent permitted by law.
<b>Interpretation and Construction</b>	<p>This Agreement and the Plan shall be construed and interpreted by the Committee, in its sole discretion. Any interpretation or other determination by the Committee (including, but not limited to, correction of any defect or omission and reconciliation of any inconsistency in this Agreement or the Plan) shall be binding and conclusive.</p> <p>All determinations regarding enforcement, waiver or modification of the cancellation and rescission and other provisions of this Agreement (including the provisions relating to termination of employment, death and disability) shall be made in the Company's sole discretion. Determinations made under this Agreement and the Plan need not be uniform and may be made selectively among individuals, whether or not such individuals are similarly situated.</p>
<b>Entire Understanding</b>	This Agreement, the Award Letter from the Company, the terms of the Plan and the non-solicitation and non-service agreement attached hereto as Exhibit B constitute the entire understanding between the Participant and the Company and its Subsidiaries and Affiliates regarding this Award. Any prior agreements, commitments, or negotiations concerning this Award are superseded.
<b>Participant's Acknowledgement and Agreement</b>	By accepting the grant of the Award, the Participant acknowledges that the Participant has read this Agreement, the Addendum to this Agreement (as applicable), the Plan, and the non-solicitation and non-service agreement and the Participant specifically accepts and agrees to the provisions therein.

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**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN**  
**PERFORMANCE CASH AWARD AGREEMENT**

THE INTERPUBLIC GROUP OF COMPANIES, INC., a Delaware corporation (the "Company"), hereby grants to the Participant named below a Performance Cash Award (the "Performance Cash Award") to be settled in cash. The terms and conditions of the Performance Cash Award are set forth in this Award Agreement (this "Agreement"), The Interpublic Group 2014 Performance Incentive Plan (the "Plan"), which is attached hereto as Exhibit A and the addendum to the Award Agreement (the "Addendum") which is attached hereto as Exhibit C.

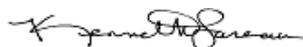
<b>Date of Award</b>	[DATE]	<b>Participant's Name</b>	[NAME]
<b>Target Amount to be Paid Upon Vesting</b>	[X]		
<b>Performance Period</b>			
<b>Vesting Date</b>	<p>Subject to the (i) terms of the Plan, (ii) the [retirement, ]forfeiture, cancellation, and rescission provisions of this Agreement and (iii) Participant's execution of the non-solicitation and non-service agreement that is attached hereto as Exhibit B, the scheduled Vesting Date is as provided in the Participant's award letter, or such later date as specified in the following paragraph.</p> <p>Notwithstanding any other provision of this Agreement, if the audit of the Company's consolidated financial statements for the years included in the Performance Period (the "Audited Financials") has not been completed more than fifteen (15) days before the Vesting Date set forth above, the Vesting Date shall be delayed until the earlier of (i) the thirtieth (30th) day after the completion of the Audited Financials for the years included in the Performance Period or (ii) the date the Actual Payment Amount (as defined below) is paid. Except as otherwise provided in the Plan or this Agreement, any portion of this Performance Cash Award that is not vested on the date the Participant ceases to be an employee of the Company and its Subsidiaries and Affiliates shall be forfeited.</p>		
<b>Actual Payment Amount</b>	The "Actual Payment Amount" (to the extent vested) shall be between 0 and 2 times the "Target Amount to be Paid Upon Vesting," as determined by the Committee based on performance against the financial metrics described in the Performance Cash Award Letter from the Company (the "Performance Criteria").		
<b>Payment Date</b>	<p>The Actual Payment Amount (to the extent vested) shall be paid to the Participant during the calendar year in which the Vesting Date occurs, subject to the following:</p> <ul style="list-style-type: none"> <li>• If the Participant dies before the Vesting Date, the Target Amount to be Paid Upon Vesting shall be paid within 90 days after the Participant's death; and</li> <li>• If the Participant's employment terminates within two (2) years after a Change of Control (and before the Vesting Date), the Actual Payment Amount (to the extent vested) shall be paid at the time prescribed by the Change of Control provisions of this Agreement.</li> </ul>		

The provisions of the Plan are incorporated herein by reference. All capitalized terms that are not defined in this Agreement have the meanings set forth in the Plan. Except as otherwise expressly provided in this Agreement, in case of any conflict between this Agreement and the Plan, the terms of the Plan shall control.

Please (i) review the rest of this Agreement, the Addendum, the Plan document and the non-solicitation and non-service agreement attached hereto as Exhibit B, and (ii) execute this Agreement and Exhibit B by clicking "Accept" below.

By clicking "Accept" below, the Participant expressly accepts and agrees to be bound by the terms and conditions of (i) this Agreement (including the terms under "Forfeiture of Award" and "Cancellation and Rescission") and (ii) the non-solicitation and non-service agreement attached hereto as Exhibit B.

**THE INTERPUBLIC GROUP OF COMPANIES, INC.**



Ken Lareau  
VP, Global Compensation and Benefits

**THE INTERPUBLIC GROUP OF COMPANIES, INC. 2014 PERFORMANCE INCENTIVE PLAN**  
**PERFORMANCE CASH AWARD AGREEMENT**

The following terms and conditions supplement the terms of the Plan and govern the Performance Cash Award:

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<b>Achievement of Performance Criteria</b>	Subject to the terms of the Plan, the Committee shall have sole and exclusive discretion to determine whether and the extent to which the applicable Performance Criteria has been achieved, and the corresponding amount that is payable pursuant to this Performance Cash Award. Except in the case of death or a Change of Control, the Performance Cash Award shall not vest and no payment shall be made pursuant to this Performance Cash Award unless the Committee has certified in writing that the Performance Criteria and all other material terms of this Performance Cash Award have been satisfied.
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<b>Tax Withholding</b>	<p>The Award is subject to withholding for taxes at the time and in the amount determined by the Company or the Participant's employer. Regardless of any action the Company or the Participant's employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, payment on account or other tax-related withholding ("Tax-Related Items"), the Participant acknowledges that the ultimate liability for all Tax-Related Items legally due by the Participant is and remains the Participant's responsibility. Neither the Company nor the Participant's employer: (a) make any representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Performance Cash Award, including the grant of the Performance Cash Award, and the vesting or settlement of the Performance Cash Award; or (b) commit to structure the terms of the grant or any aspect of the Performance Cash Award to reduce or eliminate the Participant's liability for Tax-Related Items.</p> <p>If the Participant's country of residence (and/or country of employment, if different) requires withholding of Tax-Related Items, the Company may withhold a sufficient portion of the Actual Payment Amount equal to the amount of Tax-Related Items required to be withheld. If the Participant relocates to another jurisdiction, the Participant is responsible for notifying the Company of such relocation and is responsible for compliance with all applicable tax requirements. If the Participant is subject to taxation in more than one jurisdiction, the Participant acknowledges that the Company or the Participant's employer may be required to withhold or account for Tax-Related Items in more than one jurisdiction. By accepting this Performance Cash Award, the Participant expressly consents to the withholding method as provided for hereunder. All other Tax-Related Items related to the Performance Cash Award and amounts delivered in settlement thereof are the Participant's sole responsibility. Neither the Company nor any of its Subsidiaries or Affiliates is responsible for any liability or penalty relating to taxes (including excise taxes) on compensation (including imputed compensation) or other income attributed to the Participant (or a Beneficiary) pursuant to this Agreement, whether as a result of the Participant failing to make timely payments of tax or otherwise.</p>
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<b>Change of Control</b>	<p>This Performance Cash Award shall not vest or become immediately payable merely upon the occurrence of a Change of Control. However, the following provisions shall apply if a Change of Control occurs before the Vesting Date:</p> <p>(i) Upon the Change of Control, the Actual Payment Amount shall be fixed at no less than Target. Such Actual Payment Amount shall continue to be conditioned on the Participant remaining employed by the Company or a Subsidiary or Affiliate through the Vesting Date (subject to the provisions of the Plan, this Agreement and the Addendum with respect to [Retirement, ]death and Disability, and paragraph (ii), below), and shall be paid at the time prescribed by this Agreement.</p> <p>(ii) If prior to the Vesting Date and within 24 months after the Change of Control, the Participant has a Termination of Employment either (1) by the Company (including its successor) or the Participant's employer without Cause or (2) if the Participant has "good reason" rights under the Company's Executive Severance Plan or an employment agreement, by the Participant for "good reason" (as defined in the applicable plan or agreement), then (A) this Award shall become immediately vested and payable to the Participant, and (B) the Payment Date shall occur within 30 days after the Participant's Termination of Employment (subject to the six-month delay rule set forth in Section 12(p)(2) of the Plan).</p>
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<b>[Retirement]</b>	<p>[If the Participant terminates service due to Retirement (as defined below) prior to the Vesting Date, the Participant shall vest in a portion of the Performance Cash Award. Such portion shall be calculated by (i) multiplying the Target Amount to be Paid Upon Vesting by a fraction, the numerator of which is the Participant's number of completed months of service with the Company, its Subsidiaries or Affiliates from the first day of the Performance Period to the Participant's Termination of Service, and the denominator of which is the number of months in the Performance Period (such resulting amount, the "Reduced Target Amount to be Paid Upon Vesting"), and (ii) further adjusting the Reduced Target Amount to be Paid Upon Vesting up or down based on actual performance through the end of the Performance Period. Such vested portion shall be paid on the Payment Date prescribed by this Agreement, and any portion of the Award that is not vested shall be forfeited without consideration.</p> <p>For purposes of this Agreement, "Retirement" means a voluntary Termination of Service with the Company's approval after the Participant has attained age 65.</p> <p>For purposes of this Agreement, "Termination of Service" means the date the Participant ceases to provide material services to the Company and its Affiliates and Subsidiaries, which includes service as an employee, board member or consultant, as determined by the Company in its sole discretion.]</p>
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<b>Compliance with Local Laws</b>	If the Participant is a resident of or employed in a country other than the United States, the Participant agrees, as a condition of the Performance Cash Award, to repatriate all payments attributable to the Performance Cash Award in accordance with local foreign exchange rules and regulations in the Participant's country of residence (and country of employment, if different). In addition, the Participant agrees to take any and all actions, and consents to any and all actions taken by the Company and the Participant's employer as may be required to allow the Company and the Participant's employer to comply with local laws, rules and regulations in the Participant's country of residence (and country of employment, if different). Finally, the Participant agrees to take any and all actions that may be required to comply with the Participant's personal legal and tax obligations under local laws, rules and regulations in the Participant's country of residence (and country of employment, if different).
<b>EU Age Discrimination Rules</b>	If the Participant is resident and/or employed in a country that is a member of the European Union, the grant of the Performance Cash Award and this Agreement are intended to comply with the age discrimination provisions of the EU Equal Treatment Framework Directive, as implemented into local law (the "Age Discrimination Rules"). To the extent that a court or tribunal of competent jurisdiction determines that any provision of this Agreement is invalid or unenforceable, in whole or in part, under the Age Discrimination Rules, the Company, in its sole discretion, shall have the power and authority to revise or strike such provision to the minimum extent necessary to make it valid and enforceable to the full extent permitted under local law.
<b>Forfeiture of Award</b>	Before accepting this Performance Cash Award, the Participant must disclose to the Company in writing all grants to the Participant of options, shares and other equity rights with respect to any Subsidiary of the Company ("Subsidiary Grants") that are still outstanding. Failure to disclose in writing the existence of any such outstanding Subsidiary Grants shall result in immediate cancellation and forfeiture of the Performance Cash Award set forth in this Agreement, unless the Committee determines in its sole discretion that such failure was reasonable under the circumstances.
<b>Cancellation and Rescission</b>	<p>Notwithstanding any other provision of the Plan or this Agreement, the Participant acknowledges and agrees that the Company may cancel, rescind, suspend, withhold, modify, amend or otherwise limit or restrict this Performance Cash Award (whether vested or not vested) at any time if the Participant is not in compliance with all applicable provisions of this Agreement and the Plan, or if the Participant engages in any "Prohibited Activity." For purposes of this Agreement, "Prohibited Activity" means: (i) any activity that would enable the Company (or any Subsidiary or Affiliate where the Participant is employed) to terminate the Participant's employment for cause (as defined in the Plan or any employment agreement or other plan or arrangement that covers the Participant); (ii) a material violation of any rule, policy or procedure of the Company (or any Subsidiary or Affiliate where the Participant is employed), including but not limited to the Code of Conduct of the Company (and any such Subsidiary or Affiliate); (iii) before a Change of Control, a failure to be in compliance with any share ownership objectives of the Company applicable to the Participant, or (iv) before a Change of Control, any other conduct or act that the Company determines is injurious, detrimental or prejudicial to any interest of the Company.</p> <p>The Participant agrees that the cancellation and rescission provisions of this Agreement are reasonable and agrees not to challenge the reasonableness of such provisions, even where forfeiture of this Agreement is the penalty for violation; provided that the Participant may challenge the reasonableness of any forfeiture that occurs after a Change of Control.</p>
<b>No Employment Rights</b>	The grant of the Performance Cash Award shall not be interpreted to form an employment contract between the Participant and the Company or the Participant's employer.
<b>Discretionary Nature of Award</b>	The Participant acknowledges and agrees that the Plan is discretionary in nature and may be amended, cancelled or terminated by the Company, in its sole discretion, at any time. The grant of the Performance Cash Award under the Plan is a one-time benefit and does not create any contractual or other right to receive a grant of a Performance Cash Award or any other forms of award permitted under the Plan or other benefits in lieu thereof in the future. Future grants, if any, will be at the sole discretion of the Company, including, but not limited to, the form and timing of any grant, the amount of the cash payment granted and the vesting provisions. Any amendment, modification or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Participant's employment with the Participant's employer.
<b>Extraordinary Benefit</b>	The Participant's participation in the Plan is voluntary. The value of the Performance Cash Award and any other awards granted under the Plan is an extraordinary item of compensation outside the scope of the Participant's employment (and the Participant's employment contract, if any). Any grant under the Plan, including the grant of the Performance Cash Award, is not part of the Participant's normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension, or retirement benefits or similar payments.
<b>Value of Benefit</b>	The future value of the Actual Payment Amount subject to the Performance Cash Award is unknown and cannot be predicted with certainty. The Company shall not be liable for any foreign exchange rate fluctuation, where applicable, between the Participant's local currency and the United States dollar that may affect the value of the Performance Cash Award or of any amounts due to the Participant pursuant to the settlement of the Performance Cash Award.

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**No Public Offering**

The grant of the Performance Cash Award is not intended to be a public offering of securities in the Participant's country of residence (and country of employment, if different). The Company has not submitted any registration statement, prospectus or other filings with the local securities authorities (unless otherwise required under local law). No employee of the Company or its Subsidiaries or Affiliates is permitted to provide the Participant with any legal, tax or financial advice with respect to the grant of the Performance Cash Award. The Participant should carefully review all of the materials related to the Performance Cash Award and the Plan, and the Participant should consult with the Participant's personal legal, tax and financial advisors for professional advice in relation to the Participant's personal circumstances.

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**Recoupment**

Notwithstanding any other provision of this Agreement to the contrary, the Participant acknowledges and agrees that the Performance Cash Award, or any amount received with respect thereto are subject to potential cancellation, recoupment, rescission, payback or other action in accordance with the terms of any recoupment policy the Company may establish or adopt ("Recoupment Policy") and as the Recoupment Policy may be amended from time to time in order to comply with changes in laws, rules or regulations that are applicable to the Performance Cash Award. The Participant agrees and consents to the Company's application, implementation and enforcement of (a) the Recoupment Policy, and (b) any provision of applicable law relating to cancellation, recoupment, rescission or payback of compensation and expressly agrees that the Company may take such actions as are necessary to effectuate the Recoupment Policy (as applicable to the Participant) or applicable law without further consent or action being required by the Participant. For purposes of the foregoing, the Participant expressly and explicitly authorizes the Company to issue instructions, on the Participant's behalf, to any brokerage firm and/or third party administrator engaged by the Company to hold any amounts acquired under the Plan to re-convey, transfer or otherwise return such amounts to the Company. To the extent that the terms of this Agreement and the Recoupment Policy conflict, the terms of the Recoupment Policy shall prevail.

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**English Language**

If the Participant is resident outside of the United States, the Participant acknowledges and agrees that it is the Participant's express intent that this Agreement, the Plan and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Performance Cash Award be drawn up in English. If the Participant receives this Agreement, the Plan or any other document related to the Performance Cash Award translated into a language other than English, and if the meaning of the translated version is different than the English version, the English version will control.

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**Electronic Delivery**

The Company may, in its sole discretion, decide to deliver any documents related to the Performance Cash Award or other awards granted to the Participant under the Plan by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

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**Data Privacy**

The Company and the Participant's employer hereby notify the Participant of the following in relation to the Participant's personal data and the collection, use, processing and transfer of such data in relation to the grant of the Performance Cash Award and the Participant's participation in the Plan pursuant to applicable personal data protection laws. The collection, use, processing and transfer of the Participant's personal data is necessary for the Company's administration of the Plan and the Participant's participation in the Plan, and the Participant's denial and/or objection to the collection, processing and transfer of personal data may affect the Participant's ability to participate in the Plan. As such, the Participant voluntarily acknowledges, consents and agrees (where required under applicable law) to the collection, use, processing and transfer of personal data as described herein.

The Company and the Participant's employer hold certain personal information about the Participant, including (but not limited to) the Participant's name, home address, email address, and telephone number, date of birth, social security number, passport number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Performance Cash Awards or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in the Participant's favor for the purpose of managing and administering the Plan ("Data"). Data may be provided by the Participant or collected, where lawful, from third parties, and the Company and the Participant's employer will process Data for the exclusive purpose of implementing, administering and managing the Participant's participation in the Plan. Data processing will take place through electronic and non-electronic means according to logics and procedures strictly correlated to the purposes for which Data is collected and with confidentiality and security provisions as set forth by applicable laws and regulations in the Participant's country of residence. Data processing operations will be performed minimizing the use of personal and identification data when such operations are unnecessary for the processing purposes sought. Data will be accessible within the Company's organization only by those persons requiring access for purposes of the implementation, administration and operation of the Plan and for the Participant's participation in the Plan.

The Company and the Participant's employer will transfer Data as necessary for the purpose of implementation, administration and management of the Participant's participation in the Plan, and the Company and the Participant's employer may each further transfer Data to any third parties assisting the Company in the implementation, administration and management of the Plan, including but not limited to [UBS Group AG/UBS Group SA/UBS Group Inc. ("UBS")] or any successor or other third party that the Company or [UBS] (or its successor) may engage from time to time. These recipients may be located in the European Economic Area, the United States or elsewhere throughout the world. The Participant hereby authorize (where required under applicable law) the recipients to receive, possess, use, retain and transfer Data, in electronic or other form, for purposes of implementing, administering and managing the Participant's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of cash on the Participant's behalf to a broker or other third party with whom the Participant may elect to deposit any cash acquired pursuant to the Plan.

The Participant may, at any time, exercise the Participant's rights provided under applicable personal data protection laws, which may include the right to (a) obtain confirmation as to the existence of Data, (b) verify the content, origin and accuracy of Data, (c) request the integration, update, amendment, deletion or blockage (for breach of applicable laws) of Data and (d) oppose, for legal reasons, the collection, processing or transfer of Data that is not necessary or required for the implementation, administration and/or operation of the Plan and the Participant's participation in the Plan. The Participant may seek to exercise these rights by contacting the Participant's local HR manager.

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**Successors and Assigns**

The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Participant and the Participant's beneficiaries, executors or administrators.

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**Addendum**

Notwithstanding any provisions of this Agreement to the contrary, the Performance Cash Award shall be subject to any special terms and conditions for the Participant's country of residence (and country of employment, if different) set forth in an addendum to this Agreement (an "Addendum"). Further, if the Participant transfers the Participant's residence and/or employment to another country reflected in an Addendum to this Agreement at the time of transfer, the special terms and conditions for such country will apply to the Participant to the extent the Company determines, in its sole discretion, that the application of such terms and conditions is necessary or advisable in order to comply with local law or to facilitate the operation and administration of the award and the Plan (or the Company may establish alternative terms and conditions as may be necessary or advisable to accommodate the Participant's transfer). In all circumstances, any applicable Addendum shall constitute part of this Agreement.

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**Additional Requirements**

The Company reserves the right to impose other requirements on the Performance Cash Award and the Participant's participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable in order to comply with local law or to facilitate the operation and administration of the Performance Cash Award and the Plan. Such requirements may include (but are not limited to) requiring the Participant to sign any agreements or undertakings that may be necessary to accomplish the foregoing.

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<b>Severability</b>	The invalidity or unenforceability of any provision of the Plan or this Agreement will not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement will be severable and enforceable to the extent permitted by law.
<b>Interpretation and Construction</b>	<p>This Agreement and the Plan shall be construed and interpreted by the Committee, in its sole discretion. Any interpretation or other determination by the Committee (including, but not limited to, correction of any defect or omission and reconciliation of any inconsistency in this Agreement or the Plan) shall be binding and conclusive.</p> <p>All determinations regarding enforcement, waiver or modification of the cancellation and rescission and other provisions of this Agreement (including the provisions relating to termination of employment, death and disability) shall be made in the Company's sole discretion. Determinations made under this Agreement and the Plan need not be uniform and may be made selectively among individuals, whether or not such individuals are similarly situated.</p>
<b>Entire Understanding</b>	This Agreement, the Performance Cash Award Letter from the Company, the terms of the Plan and the non-solicitation and non-service agreement attached hereto as Exhibit B constitute the entire understanding between the Participant and the Company and its Subsidiaries and Affiliates regarding this Performance Cash Award. Any prior agreements, commitments, or negotiations concerning this Performance Cash Award are superseded.
<b>Participant's Acknowledgement and Agreement</b>	By accepting the grant of the Performance Cash Award, the Participant acknowledges that the Participant has read this Agreement, the Addendum to this Agreement (as applicable), the Plan, and the non-solicitation and non-service agreement and the Participant specifically accepts and agrees to the provisions therein.

**COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**(Amounts in Millions, Except Ratios)**

	Years ended December 31,				
	2017	2016	2015	2014	2013
<b>Earnings</b> <sup>1</sup>					
Income from continuing operations before income taxes	\$ 876.0	\$ 830.2	\$ 762.2	\$ 720.7	\$ 468.0
<b>Fixed charges</b> <sup>2</sup>					
Interest expense	90.8	90.6	85.8	84.9	122.7
Interest factor of net operating rents <sup>3</sup>	175.9	170.4	162.4	170.0	173.3
Total fixed charges	<u>266.7</u>	<u>261.0</u>	<u>248.2</u>	<u>254.9</u>	<u>296.0</u>
<b>Earnings, as adjusted</b>	<u>\$ 1,142.7</u>	<u>\$ 1,091.2</u>	<u>\$ 1,010.4</u>	<u>\$ 975.6</u>	<u>\$ 764.0</u>
<b>Ratio of earnings to fixed charges</b>	4.3	4.2	4.1	3.8	2.6

1 Earnings consist of income from continuing operations before income taxes, equity in net income of unconsolidated affiliates and adjustments for net income attributable to noncontrolling interests.

2 Fixed charges consist of interest on indebtedness, amortization of debt discount, waiver and other amendment fees, debt issuance costs (all of which are included in interest expense) and the portion of net rental expense deemed representative of the interest component (one-third).

3 We have calculated the interest factor of net operating rent as one third of our operating rent, as this represents a reasonable approximation of the interest factor.

**The Interpublic Group of Companies, Inc.**

Our principal subsidiaries as of December 31, 2017 are listed below. All other subsidiaries, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary under Rule 1-02(w) of Regulation S-X.

<b>Company Name</b>	<b>State (U.S.)</b>
Business Science Research Corporation	Delaware
Campbell-Ewald Company	Delaware
Carmichael Lynch, Inc.	Minnesota
Chase Design Holdings, LLC	Delaware
Craft Translation, LLC	New York
DeVries Public Relations, Ltd.	New York
Fitzgerald & Company	Georgia
Genuine Interactive, LLC	Massachusetts
Gillespie, LLC	Delaware
Hello Elephant, LLC	Delaware
HG Group, LLC	Delaware
Huge, LLC	New York
Independent Advertising, Inc.	Delaware
IPG Asia & Oceania LLC	Delaware
Lowe & Partners Worldwide Inc.	Delaware
Lowe Group Holdings, Inc.	New York
McCann-Erickson Marketing, Inc.	New York
McCann-Erickson USA, Inc.	Delaware
McCann-Erickson Worldwide, Inc.	Delaware
Mediabrand Worldwide, Inc.	California
Momentum Events LLC	Delaware
Octagon, Inc.	District of Columbia
Optaros, Inc.	Delaware
PMK-BNC, Inc.	California
Reprise Media, Inc.	Delaware
True North Communications Inc.	Delaware
Universal McCann Worldwide, Inc.	Delaware

<b>Company Name</b>	<b>Country</b>
Cadreon Corp.	Canada
Interpublic Group Deutschland GmbH	Germany
Interpublic Group Netherlands B.V.	Netherlands
Interpublic Group of Companies de Espana, S.L.	Spain
Interpublic Limited	United Kingdom
IPG Advertising Israel Holdings Ltd	Israel
Orion Trading Canada Inc.	Canada
The Interpublic Group of Companies Canada, Inc.	Canada

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-134498, 333-159544, 333-159546, 333-196194, and 333-208670) and on Form S-3 (No. 333-212742) of The Interpublic Group of Companies, Inc. of our report dated February 26, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

New York, New York  
February 26, 2018

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints MICHAEL I. ROTH, FRANK MERGENTHALER, CHRISTOPHER F. CARROLL and ANDREW BONZANI, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign the Report on Form 10-K for the year ended December 31, 2017, for The Interpublic Group of Companies, Inc., S.E.C. File No. 1-6686, and any and all amendments and supplements thereto and all other instruments necessary or desirable in connection therewith, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requested and necessary to be done in and about the premises as fully to all intents and purposes as he or she might do or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: February 15, 2018

*/s/ Michael I. Roth*

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Michael I. Roth

*/s/ Jocelyn Carter-Miller*

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Jocelyn Carter-Miller

*/s/ H. John Greeniaus*

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H. John Greeniaus

*/s/ Mary J. Steele Guilfoile*

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Mary J. Steele Guilfoile

*/s/ Dawn Hudson*

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Dawn Hudson

*/s/ William T. Kerr*

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William T. Kerr

*/s/ Henry S. Miller*

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Henry S. Miller

*/s/ Jonathan F. Miller*

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Jonathan F. Miller

*/s/ Patrick Q. Moore*

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Patrick Q. Moore

*/s/ David M. Thomas*

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David M. Thomas

*/s/ E. Lee Wyatt Jr.*

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E. Lee Wyatt Jr.

*/s/ Frank Mergenthaler*

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Frank Mergenthaler

*/s/ Christopher F. Carroll*

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Christopher F. Carroll

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Certified Resolutions

I, Andrew Bonzani, Secretary of The Interpublic Group of Companies, Inc. (the "Corporation"), hereby certify that the resolutions attached hereto were duly adopted on February 15th, 2018 by the Board of Directors of the Corporation and that such resolutions have not been amended or revoked.

WITNESS my hand and the seal of the Corporation this 15th day of February, 2018.

/s/ Andrew Bonzani

Andrew Bonzani

THE INTERPUBLIC GROUP OF COMPANIES, INC.  
MEETING OF THE BOARD OF DIRECTORS

Resolutions re Form 10-K

RESOLVED, that the Chairman of the Board and the Executive Vice President and Chief Financial Officer of the Corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation an annual report on Form 10-K for the year ended December 31, 2017, in the form presented to this meeting with such changes therein as either of them with the advice of the General Counsel shall approve; and further

RESOLVED, that the Chairman of the Board in his capacity as Chief Executive Officer, the Executive Vice President and Chief Financial Officer in his capacity as Chief Financial Officer, and the Senior Vice President, Controller and Chief Accounting Officer in his capacity as Chief Accounting Officer of the Corporation be, and each of them hereby is, authorized to execute such annual report on Form 10-K; and further

RESOLVED, that the officers of the Corporation be and each of them hereby is, authorized and directed to file such annual report on Form 10-K, with all the exhibits thereto and any other documents that may be necessary or desirable in connection therewith, after its execution by the foregoing officers and by a majority of this Board of Directors, with the Securities and Exchange Commission and the New York Stock Exchange; and further

RESOLVED, that the officers and directors of the Corporation who may be required to execute such annual report on Form 10-K be, and each of them hereby is, authorized to execute a power of attorney in the form submitted to this meeting appointing Michael I. Roth, Frank Mergenthaler, Christopher F. Carroll and Andrew Bonzani, and each of them, severally, his or her true and lawful attorneys and agents to act in his or her name, place and stead, to execute said annual report on Form 10-K and any and all amendments and supplements thereto and all other instruments necessary or desirable in connection therewith; and further

RESOLVED, that the signature of any officer of the Corporation required by law to affix his signature to such annual report on Form 10-K or to any amendment or supplement thereto and such additional documents as they may deem necessary or advisable in connection therewith, may be affixed by said officer personally or by any attorney-in-fact duly constituted in writing by said officer to sign his name thereto; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute such amendments or supplements to such annual report on Form 10-K and such additional documents as they may deem necessary or advisable in connection with any such amendment or supplement and to file the foregoing with the Securities and Exchange Commission and the New York Stock Exchange; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to take such actions and to execute such other documents, agreements or instruments as may be necessary or desirable in connection with the foregoing.

## CERTIFICATION

I, Michael I. Roth, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Interpublic Group of Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2018

*/s/ Michael I. Roth*

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Michael I. Roth

Chairman and Chief Executive Officer

## CERTIFICATION

I, Frank Mergenthaler, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Interpublic Group of Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2018

*/s/ Frank Mergenthaler*

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Frank Mergenthaler

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of The Interpublic Group of Companies, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2017 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 26, 2018

*/s/ Michael I. Roth*

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Michael I. Roth

Chairman and Chief Executive Officer

Dated: February 26, 2018

*/s/ Frank Mergenthaler*

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Frank Mergenthaler

Executive Vice President and Chief Financial Officer