

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

FORM 8-K

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

Date of report (Date of earliest event reported): December 14, 2004

The Interpublic Group of Companies, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1- 6686

13- 1024020

(State or Other Jurisdiction  
of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

1114 Avenue of the Americas, New York, New York

10036

(Address of Principal Executive Offices)

(Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into Material Definitive Agreement.**

On December 14, 2004, The Interpublic Group of Companies, Inc. ("Interpublic") announced its acceptance for purchase and paid for, at a price of \$1,039.36 (which includes an early tender premium of \$10) per \$1,000 principal amount with respect to all notes tendered and accepted for purchase, \$250,000,000 of notes validly tendered and not withdrawn pursuant to Interpublic's tender offer for up to \$250,000,000 of its 7.875% Senior Unsecured Notes due 2005, which represents 50% of the \$500,000,000 principal amount outstanding of the notes, as set forth in greater detail in Interpublic's press release dated December 14, 2004 (attached hereto as Exhibit 99.1 and incorporated by reference herein).

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

(c) Exhibits

Exhibit 99.1: Press Release dated December 14, 2004.

**SIGNATURES**

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

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: December 16, 2004

By: /s/ Nicholas J. Camera  
Nicholas J. Camera  
Senior Vice President, General Counsel  
and Secretary

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**EXHIBIT INDEX**

Exhibit No.      Description

Exhibit 99.1:      Press Release dated December 14, 2004.



**FOR IMMEDIATE RELEASE**

**INTERPUBLIC ANNOUNCES RESULTS AND PRORATION OF ITS TENDER OFFER FOR \$250,000,000 OF ITS 7.875% SENIOR UNSECURED NOTES DUE 2005**

New York, NY (December 14, 2004) – The Interpublic Group of Companies, Inc. (NYSE: IPG) today announced the results and proration of its tender offer for up to \$250,000,000 of its 7.875% Senior Unsecured Notes due 2005 (CUSIP No. 460690AK6). The tender offer expired at midnight, New York City time, on December 13, 2004.

Interpublic has been advised by the depository that, as of the expiration date of the offer, of the \$500,000,000 in aggregate principal amount of notes outstanding, approximately \$394,265,000 had been validly tendered and not validly withdrawn pursuant to the tender offer.

Interpublic has accepted for purchase, at a price of \$1,039.36 (which includes an early tender premium of \$10) per \$1,000 principal amount, \$250,000,000 of the notes validly tendered and not withdrawn pursuant to the tender offer in the manner described in the offer to purchase which represents 50% of the \$500,000,000 principal amount outstanding of the notes. This pricing information supersedes the pricing information in Interpublic's press release dated December 9, 2004. Accrued and unpaid interest from the last interest payment date to, but not including, the settlement date, will be paid for the notes accepted pursuant to the tender offer. The total cash payment to purchase the notes is approximately \$263,066,563.

As the tender offer is oversubscribed, the notes have been accepted on a pro rata basis. The proration factor for the notes is approximately 63.42% .

Interpublic Group 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

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Payment of the tender offer consideration, accrued and unpaid interest from the last interest payment date to, but not including, the settlement date, and the early tender premium for all notes accepted pursuant to the tender offer will occur on the settlement date, which is December 14, 2004.

Interpublic has retained Citigroup Global Capital Markets Inc., J.P. Morgan Securities Inc. and UBS Securities LLC to serve as dealer managers for the tender offer, and Global Bondholder Service Corporation to serve as the information agent and the depository.

Copies of the offer to purchase and related documents may be obtained at no charge by contacting the information agent and depository by telephone at (866) 470-4300 (toll-free) or (212) 430-3774, or in writing at 65 Broadway – Suite 704, New York, NY 10006.

Questions regarding the tender offer may be directed to: Citigroup Global Markets Inc. at (800) 558-3745 (toll-free), J.P. Morgan Securities Inc. at (866) 834-4666 (toll-free) and UBS Securities LLC at (888) 722-9555 ext. 4210 (toll-free).

This announcement does not constitute an offer to purchase or a solicitation of an offer to sell securities. The tender offer is being made solely by the offer to purchase. In any jurisdiction where the laws require tender offers to be made by a licensed broker or dealer, the tender offer will be deemed to be made on behalf of Interpublic by the dealer managers, or one or more registered broker dealers under the laws of such jurisdiction.

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Partners Worldwide, McCann Erickson, Octagon, Universal McCann and Weber Shandwick Worldwide. Leading domestic brands include Campbell-Ewald, Deutsch and Hill Holliday.

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Contact Information

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