

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2016

or

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

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)

(Former name, former address and former fiscal year, if changed since last report)

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 [x] 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 [x] No [ ]

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

Large accelerated filer [x] Accelerated filer [ ]

Non-accelerated filer [ ] Smaller reporting company [ ]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [x]

The number of shares of the registrant's common stock outstanding as of October 15, 2016 was 397,009,967.

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### **INFORMATION REGARDING FORWARD-LOOKING DISCLOSURE**

This quarterly report on Form 10-Q 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 our most recent annual report on Form 10-K. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- potential effects of a challenging economy, for example, on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a weakened economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail under Item 1A, *Risk Factors*, in our most recent annual report on Form 10-K.

## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements (Unaudited)

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>REVENUE</b>	\$ 1,922.2	\$ 1,865.5	\$ 5,582.1	\$ 5,417.6
<b>OPERATING EXPENSES:</b>				
Salaries and related expenses	1,228.8	1,202.2	3,728.7	3,622.6
Office and general expenses	486.2	471.4	1,400.5	1,379.5
Total operating expenses	1,715.0	1,673.6	5,129.2	5,002.1
<b>OPERATING INCOME</b>	207.2	191.9	452.9	415.5
<b>EXPENSES AND OTHER INCOME:</b>				
Interest expense	(21.7)	(21.3)	(68.8)	(62.5)
Interest income	4.7	5.6	16.1	17.8
Other income (expense), net	6.1	(37.2)	(11.1)	(36.4)
Total (expenses) and other income	(10.9)	(52.9)	(63.8)	(81.1)
<b>Income before income taxes</b>	196.3	139.0	389.1	334.4
Provision for income taxes	63.8	61.1	91.9	137.4
<b>Income of consolidated companies</b>	132.5	77.9	297.2	197.0
Equity in net income (loss) of unconsolidated affiliates	0.2	0.1	(1.6)	0.6
<b>NET INCOME</b>	132.7	78.0	295.6	197.6
Net income attributable to noncontrolling interests	(4.1)	(3.1)	(4.7)	(3.3)
<b>NET INCOME AVAILABLE TO IPG COMMON STOCKHOLDERS</b>	\$ 128.6	\$ 74.9	\$ 290.9	\$ 194.3
<b>Earnings per share available to IPG common stockholders:</b>				
Basic	\$ 0.32	\$ 0.18	\$ 0.73	\$ 0.47
Diluted	\$ 0.32	\$ 0.18	\$ 0.71	\$ 0.47
<b>Weighted-average number of common shares outstanding:</b>				
Basic	397.7	407.6	399.5	409.7
Diluted	407.9	415.5	408.8	417.0
<b>Dividends declared per common share</b>	\$ 0.15	\$ 0.12	\$ 0.45	\$ 0.36

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>NET INCOME</b>	\$ 132.7	\$ 78.0	\$ 295.6	\$ 197.6
<b>OTHER COMPREHENSIVE LOSS</b>				
Foreign currency translation:				
Foreign currency translation adjustments	4.4	(109.0)	43.5	(218.0)
Less: reclassification adjustments recognized in net income	(4.2)	14.9	2.3	13.7
	0.2	(94.1)	45.8	(204.3)
Available-for-sale securities:				
Changes in fair value of available-for-sale securities	0.2	0.2	0.4	0.4
Less: recognition of previously unrealized gains included in net income	(0.1)	0.0	(1.3)	0.0
Income tax effect	0.1	0.0	0.1	(0.1)
	0.2	0.2	(0.8)	0.3
Derivative instruments:				
Recognition of previously unrealized losses in net income	0.5	0.5	1.5	1.5
Income tax effect	(0.2)	(0.7)	(0.6)	(1.1)
	0.3	(0.2)	0.9	0.4
Defined benefit pension and other postretirement plans:				
Net actuarial (losses) gains for the period	(79.2)	2.8	(78.4)	8.5
Less: amortization of unrecognized losses, transition obligation and prior service cost included in net income	1.2	1.3	3.7	7.5
Less: settlement and curtailment losses (gains) included in net income	0.1	(0.2)	0.3	0.0
Other	0.0	0.1	0.0	(0.1)
Income tax effect	13.0	(2.6)	12.5	(4.8)
	(64.9)	1.4	(61.9)	11.1
<b>Other comprehensive loss, net of tax</b>	(64.2)	(92.7)	(16.0)	(192.5)
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	68.5	(14.7)	279.6	5.1
Less: comprehensive income attributable to noncontrolling interests	5.4	0.8	5.9	0.3
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO IPG</b>	\$ 63.1	\$ (15.5)	\$ 273.7	\$ 4.8

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

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

	September 30, 2016	December 31, 2015
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 891.6	\$ 1,502.9
Marketable securities	3.0	6.8
Accounts receivable, net of allowance of \$59.1 and \$54.2, respectively	3,714.4	4,361.0
Expenditures billable to clients	1,843.7	1,594.4
Other current assets	280.5	228.0
Total current assets	6,733.2	7,693.1
Property and equipment, net of accumulated depreciation of \$989.3 and \$961.9, respectively	581.6	567.2
Deferred income taxes	298.7	228.4
Goodwill	3,715.3	3,608.5
Other non-current assets	510.7	487.9
<b>TOTAL ASSETS</b>	<b>\$ 11,839.5</b>	<b>\$ 12,585.1</b>
<b>LIABILITIES:</b>		
Accounts payable	\$ 6,025.9	\$ 6,672.0
Accrued liabilities	631.7	760.3
Short-term borrowings	133.0	150.1
Current portion of long-term debt	24.5	1.9
Total current liabilities	6,815.1	7,584.3
Long-term debt	1,583.3	1,610.3
Deferred compensation	485.7	464.2
Other non-current liabilities	733.0	672.6
<b>TOTAL LIABILITIES</b>	<b>9,617.1</b>	<b>10,331.4</b>
Redeemable noncontrolling interests (see Note 4)	246.9	251.9
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock	40.7	40.4
Additional paid-in capital	1,481.2	1,404.1
Retained earnings	1,546.6	1,437.6
Accumulated other comprehensive loss, net of tax	(862.8)	(845.6)
	2,205.7	2,036.5
Less: Treasury stock	(264.3)	(71.0)
Total IPG stockholders' equity	1,941.4	1,965.5
Noncontrolling interests	34.1	36.3
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,975.5</b>	<b>2,001.8</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 11,839.5</b>	<b>\$ 12,585.1</b>

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

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

	Nine months ended September 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 295.6	\$ 197.6
<b>Adjustments to reconcile net income to net cash used in operating activities:</b>		
Depreciation and amortization of fixed assets and intangible assets	117.5	116.3
Provision for uncollectible receivables	13.6	12.2
Amortization of restricted stock and other non-cash compensation	59.0	49.7
Net amortization of bond discounts and deferred financing costs	4.2	4.2
Deferred income tax provision (benefit)	2.6	(33.7)
Losses on sales of businesses	16.1	38.1
Other	29.0	13.0
<b>Changes in assets and liabilities, net of acquisitions and dispositions, providing (using) cash:</b>		
Accounts receivable	666.3	308.0
Expenditures billable to clients	(241.2)	(235.1)
Other current assets	(21.3)	(12.1)
Accounts payable	(696.3)	(538.7)
Accrued liabilities	(207.9)	(110.3)
Other non-current assets and liabilities	(72.0)	(47.5)
Net cash used in operating activities	(34.8)	(238.3)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(114.5)	(80.7)
Acquisitions, net of cash acquired	(47.9)	(5.9)
Other investing activities	(5.8)	(3.9)
Net cash used in investing activities	(168.2)	(90.5)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repurchase of common stock	(193.3)	(172.3)
Common stock dividends	(179.6)	(147.2)
Acquisition-related payments	(36.7)	(31.8)
Net (decrease) increase in short term bank borrowings	(26.0)	29.4
Tax payments for employee shares withheld	(22.7)	(17.4)
Distributions to noncontrolling interests	(10.8)	(13.1)
Exercise of stock options	10.2	11.8
Excess tax benefit on share-based compensation	0.0	9.0
Other financing activities	(0.1)	2.6
Net cash used in financing activities	(459.0)	(329.0)
Effect of foreign exchange rate changes on cash and cash equivalents	50.7	(128.5)
Net decrease in cash and cash equivalents	(611.3)	(786.3)
Cash and cash equivalents at beginning of period	1,502.9	1,660.6
Cash and cash equivalents at end of period	\$ 891.6	\$ 874.3

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

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

	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, 2015	406.3	\$ 40.4	\$ 1,404.1	\$ 1,437.6	\$ (845.6)	\$ (71.0)	\$ 1,965.5	\$ 36.3	\$ 2,001.8
Net income				290.9			290.9	4.7	295.6
Other comprehensive (loss) income					(17.2)		(17.2)	1.2	(16.0)
Reclassifications related to redeemable noncontrolling interests								0.5	0.5
Distributions to noncontrolling interests								(10.8)	(10.8)
Change in redemption value of redeemable noncontrolling interests				(1.3)			(1.3)		(1.3)
Repurchase of common stock						(193.3)	(193.3)		(193.3)
Common stock dividends				(179.6)			(179.6)		(179.6)
Stock-based compensation	3.9	0.3	88.2				88.5		88.5
Exercise of stock options	1.2	0.1	10.2				10.3		10.3
Shares withheld for taxes	(1.1)	(0.1)	(22.9)				(23.0)		(23.0)
Other			1.6	(1.0)			0.6	2.2	2.8
Balance at September 30, 2016	410.3	\$ 40.7	\$ 1,481.2	\$ 1,546.6	\$ (862.8)	\$ (264.3)	\$ 1,941.4	\$ 34.1	\$ 1,975.5

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

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

	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	414.6	\$ 41.2	\$ 1,547.5	\$ 1,183.3	\$ (636.7)	\$ (19.0)	\$ 2,116.3	\$ 34.9	\$ 2,151.2
Net income				194.3			194.3	3.3	197.6
Other comprehensive loss					(189.5)		(189.5)	(3.0)	(192.5)
Reclassifications related to redeemable noncontrolling interests								4.3	4.3
Distributions to noncontrolling interests								(13.1)	(13.1)
Change in redemption value of redeemable noncontrolling interests				(3.6)			(3.6)		(3.6)
Repurchase of common stock						(172.3)	(172.3)		(172.3)
Common stock dividends				(147.2)			(147.2)		(147.2)
Stock-based compensation	2.4	0.3	63.1				63.4		63.4
Exercise of stock options	1.2	0.1	11.8				11.9		11.9
Shares withheld for taxes	(0.8)	(0.1)	(17.4)				(17.5)		(17.5)
Excess tax benefit from stock-based compensation			9.0				9.0		9.0
Other			(0.4)	(0.6)			(1.0)	1.4	0.4
Balance at September 30, 2015	417.4	\$ 41.5	\$ 1,613.6	\$ 1,226.2	\$ (826.2)	\$ (191.3)	\$ 1,863.8	\$ 27.8	\$ 1,891.6

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



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

**Note 1: Basis of Presentation**

The unaudited Consolidated Financial Statements have been prepared by The Interpublic Group of Companies, Inc. and its subsidiaries (the "Company," "IPG," "we," "us" or "our") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for reporting interim financial information on Form 10-Q. Accordingly, they do not include certain information and disclosures required for complete financial statements. The preparation of financial statements in conformity with U.S. GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported and disclosed. Actual results could differ from these estimates and assumptions. The consolidated results for interim periods are not necessarily indicative of results for the full year and should be read in conjunction with our 2015 Annual Report on Form 10-K.

In the opinion of management, these unaudited Consolidated Financial Statements include all adjustments, consisting only of normal and recurring adjustments necessary for a fair statement of the information for each period contained therein. Certain reclassifications have been made to prior-period financial statements to conform to the current-period presentation.

**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	September 30, 2016		December 31, 2015	
		Book Value	Fair Value <sup>1</sup>	Book Value	Fair Value <sup>1</sup>
2.25% Senior Notes due 2017 (less unamortized discount and issuance costs of \$0.2 and \$0.5, respectively)	2.30%	\$ 299.3	\$ 301.5	\$ 298.8	\$ 299.3
4.00% Senior Notes due 2022 (less unamortized discount and issuance costs of \$1.7 and \$1.4, respectively)	4.13%	246.9	266.8	246.4	250.9
3.75% Senior Notes due 2023 (less unamortized discount and issuance costs of \$1.0 and \$2.6, respectively)	4.32%	496.4	524.9	496.0	484.8
4.20% Senior Notes due 2024 (less unamortized discount and issuance costs of \$0.8 and \$3.1, respectively)	4.24%	496.1	539.0	495.8	496.4
Other notes payable and capitalized leases		69.1	69.1	75.2	75.2
Total long-term debt		1,607.8		1,612.2	
Less: current portion		24.5		1.9	
Long-term debt, excluding current portion		<u>\$ 1,583.3</u>		<u>\$ 1,610.3</u>	

<sup>1</sup> See Note 11 for information on the fair value measurement of our long-term debt.

**Credit Agreements**

We maintain a committed corporate credit facility (the "Credit Agreement") and uncommitted lines of credit to increase our financial flexibility. The Credit Agreement is a revolving facility, expiring in October 2020, 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 \$1,000.0, 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 \$200.0 or the equivalent in other currencies. Our obligations under the Credit Agreement are unsecured.

We were in compliance with all of our covenants in the Credit Agreement as of September 30, 2016.

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

**Note 3: Earnings Per Share**

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>Net income available to IPG common stockholders</b>	\$ 128.6	\$ 74.9	\$ 290.9	\$ 194.3
<b>Weighted-average number of common shares outstanding - basic</b>	397.7	407.6	399.5	409.7
Add: Effect of dilutive securities				
Restricted stock, stock options and other equity awards	10.2	7.9	9.3	7.3
<b>Weighted-average number of common shares outstanding - diluted</b>	<u>407.9</u>	<u>415.5</u>	<u>408.8</u>	<u>417.0</u>

**Earnings per share available to IPG common stockholders:**

Basic	\$ 0.32	\$ 0.18	\$ 0.73	\$ 0.47
Diluted	\$ 0.32	\$ 0.18	\$ 0.71	\$ 0.47

As part of the adoption of Financial Accounting Standards Board (the "FASB") Accounting Standards Update 2016-09, our excess tax benefit is no longer included in our calculation of diluted shares under the treasury stock method, resulting in an increase of 1.6 shares in the effect of dilutive securities for the three and nine months ended September 30, 2016.

**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 our technological capabilities and improve our 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, foreign currency exchange rates and other factors.

During the first nine months of 2016, we completed nine acquisitions, including 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 branded content production agency specializing in sports and entertainment based in Australia, 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., a mobile focused digital agency based in the U.K. and a business consultancy services agency based in Australia. Of our nine acquisitions, three were included in the Integrated Agency Networks ("IAN") operating segment, and six were included in the Constituency Management Group ("CMG") operating segment. During the first nine months of 2016, we recorded approximately \$147.9 of goodwill and intangible assets related to our acquisitions, primarily in CMG.

During the first nine months of 2015, we completed two acquisitions, including a full-service digital agency in the U.K. Of our two acquisitions, one was included in the IAN operating segment, and one was included in the CMG operating segment. During the first nine months of 2015, we recorded approximately \$14.0 of goodwill and intangible assets related to our acquisitions.

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

The results of operations of our acquired companies were included in our consolidated results from the closing date of each acquisition. Details of cash paid for current and prior years' acquisitions are listed below.

	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Cost of investment: current-year acquisitions	\$ 61.0	\$ 8.3
Cost of investment: prior-year acquisitions	37.2	31.8
Less: net cash acquired	(13.6)	(2.4)
Total cost of investment	84.6	37.7
Operating expense <sup>1</sup>	18.7	17.6
Total cash paid for acquisitions <sup>2</sup>	<u>\$ 103.3</u>	<u>\$ 55.3</u>

<sup>1</sup> Represents cash payments made that were either in excess of the initial value of contingent payments or contingent upon the future employment of the former owners of the acquired companies and are recorded in the operating section of the unaudited Consolidated Statements of Cash Flows.

<sup>2</sup> \$47.9 of cash paid for acquisitions for the nine months ended September 30, 2016 is classified under the investing section of the unaudited Consolidated Statements of Cash Flows, as acquisitions, net of cash acquired. This amount relates to initial payments for new transactions. \$36.7 of cash paid for acquisitions for the nine months ended September 30, 2016 is classified under the financing section of the unaudited Consolidated Statements of Cash Flows as acquisition-related payments. This amount relates to deferred payments and increases in our ownership interest for prior acquisitions.

Many of our acquisitions also include provisions under which the noncontrolling equity owners may require us to purchase additional interests in a subsidiary at their discretion. 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.

	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Balance at beginning of period	\$ 251.9	\$ 257.4
Change in related noncontrolling interests balance	(1.5)	(9.4)
Changes in redemption value of redeemable noncontrolling interests:		
Additions	6.8	0.5
Redemptions and other	(14.8)	(24.4)
Redemption value adjustments	4.5	2.4
Balance at end of period	<u>\$ 246.9</u>	<u>\$ 226.5</u>

**Note 5: Supplementary Data**

***Accrued Liabilities***

The following table presents the components of accrued liabilities.

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Salaries, benefits and related expenses	\$ 386.9	\$ 502.4
Acquisition obligations	73.8	50.1
Office and related expenses	42.9	51.0
Interest	17.2	17.3
Other	110.9	139.5
Total accrued liabilities	<u>\$ 631.7</u>	<u>\$ 760.3</u>

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

**Other Income (Expense), Net**

Results of operations for the three and nine months ended September 30, 2016 and 2015 include certain items that are not directly associated with our revenue-producing operations.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Gains (losses) on sales of businesses and investments	\$ 3.9	\$ (37.6)	\$ (14.6)	\$ (37.8)
Other income, net	2.2	0.4	3.5	1.4
Total other income (expense), net	<u>\$ 6.1</u>	<u>\$ (37.2)</u>	<u>\$ (11.1)</u>	<u>\$ (36.4)</u>

*Gains (Losses) on Sales of Businesses and Investments* – During the three and nine months ended September 30, 2016, the amounts recognized are related primarily to sales of businesses within our IAN segment. During the three and nine months ended September 30, 2015, the amounts recognized are related to sales of businesses within our IAN and CMG segments and the classification of certain assets as held for sale within our IAN segment.

**Share Repurchase Program**

In February 2016, 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 "2016 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 2015 (the "2015 Share Repurchase Program").

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.

The following table presents our share repurchase activity under our share repurchase programs for the nine months ended September 30, 2016 and 2015.

	Nine months ended September 30,	
	2016	2015
Number of shares repurchased	8.5	8.5
Aggregate cost, including fees	\$ 193.3	\$ 172.3
Average price per share, including fees	\$ 22.69	\$ 20.36

We fully utilized the 2015 Share Repurchase Program during the third quarter of 2016. As of September 30, 2016, \$265.4 remains available for repurchase under the 2016 Share Repurchase Program. The 2016 Share Repurchase Program has no expiration date.

**Note 6: Income Taxes**

For the three months ended September 30, 2016, our effective income tax rate was 32.5%. For the nine months ended September 30, 2016, our effective income tax rate of 23.6% was positively impacted by 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, \$10.5 related to the adoption of the FASB Accounting Standards Update 2016-09, *Stock Compensation*, and the recognition of previously unrecognized tax benefits as a result of a lapse in statute of limitations. The positive impacts to our tax rates were partially offset by 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.

We have various tax years under examination by tax authorities 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.

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

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 \$10.0 and \$20.0 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.

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.

**Note 7: Incentive Compensation Plans**

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.

We issued the following stock-based awards under the 2014 Performance Incentive Plan (the "2014 PIP") during the nine months ended September 30, 2016.

	Awards	Weighted-average grant-date fair value (per award)
Stock-settled awards	1.1	\$ 21.86
Performance-based awards	3.2	\$ 19.56
<b>Total stock-based compensation awards</b>	<b>4.3</b>	

During the nine months ended September 30, 2016, the Compensation Committee granted performance cash awards and restricted cash awards under the 2014 PIP with a total target value of \$40.8 and \$4.8, respectively. Cash awards are expensed over the vesting period, which is typically three years.

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

The following tables present 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 income (loss) before reclassifications	42.3	0.4	0.0	(64.5)	(21.8)
Amount reclassified from accumulated other comprehensive loss, net of tax	2.3	(1.2)	0.9	2.6	4.6
Balance as of September 30, 2016	\$ (621.0)	\$ 0.5	\$ (8.7)	\$ (233.6)	\$ (862.8)

	Foreign Currency Translation Adjustments	Available-for-Sale Securities	Derivative Instruments	Defined Benefit Pension and Other Postretirement Plans	Total
Balance as of December 31, 2014	\$ (436.3)	\$ 0.8	\$ (10.9)	\$ (190.3)	\$ (636.7)
Other comprehensive (loss) income before reclassifications	(215.0)	0.4	0.0	6.0	(208.6)
Amount reclassified from accumulated other comprehensive loss, net of tax	13.7	(0.1)	0.4	5.1	19.1
Balance as of September 30, 2015	\$ (637.6)	\$ 1.1	\$ (10.5)	\$ (179.2)	\$ (826.2)

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

Amounts reclassified from accumulated other comprehensive loss, net of tax, for the three and nine months ended September 30, 2016 and 2015 are as follows:

	Three months ended September 30,		Nine months ended September 30,		Affected Line Item in the Consolidated Statements of Operations
	2016	2015	2016	2015	
Foreign currency translation adjustments <sup>1</sup>	\$ (4.2)	\$ 14.9	\$ 2.3	\$ 13.7	Other income (expense), net
Gains on available-for-sale securities	(0.1)	0.0	(1.3)	0.0	Other income (expense), net
Losses on derivative instruments	0.5	0.5	1.5	1.5	Interest expense
Amortization of defined benefit pension and postretirement plan items <sup>2</sup>	1.3	1.1	4.0	7.5	
Tax effect	(1.3)	(2.2)	(1.9)	(3.6)	Provision for income taxes
Total amount reclassified from accumulated other comprehensive loss, net of tax	\$ (3.8)	\$ 14.3	\$ 4.6	\$ 19.1	

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

<sup>2</sup> These accumulated other comprehensive loss components are included in the computation of net periodic cost. See Note 9 for further information.

**Note 9: Employee Benefits**

We have a defined benefit pension plan that covers certain U.S. employees (the "Domestic Pension Plan"). 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. During the third quarter of 2016, the U.K. Pension Plan was amended and participants ceased accruing incremental service benefits, requiring the U.K. Pension Plan to be re-measured. As a result, we re-measured the benefit obligation resulting in the recognition of a pre-tax net actuarial loss of \$79.2, as reflected in our Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016. The net actuarial loss was primarily due to an increase to the projected benefit obligation resulting from a lower discount rate, partially offset by higher actual investment returns.

Some of our domestic and foreign subsidiaries provide postretirement health benefits and life insurance to eligible employees and, in certain cases, their dependents. The domestic postretirement benefit plan is our most material postretirement benefit plan in terms of the benefit obligation. Certain immaterial foreign pension and postretirement benefit plans have been excluded from the table below.

The components of net periodic cost for the Domestic Pension Plan, the significant foreign pension plans and the domestic postretirement benefit plan are listed below.

Three months ended September 30,	Domestic Pension Plan		Foreign Pension Plans		Domestic Postretirement Benefit Plan	
	2016	2015	2016	2015	2016	2015
Service cost	\$ 0.0	\$ 0.0	\$ 2.4	\$ 2.7	\$ 0.0	\$ 0.0
Interest cost	1.4	(4.1)	4.1	4.9	0.4	0.5
Expected return on plan assets	(1.5)	(1.8)	(4.9)	(5.3)	0.0	0.0
Settlements and curtailments	0.0	0.0	0.1	(0.2)	0.0	0.0
Amortization of:						
Prior service cost (credit)	0.0	0.0	0.1	0.0	(0.1)	(0.1)
Unrecognized actuarial losses	0.3	0.3	0.9	1.1	0.0	0.0
Net periodic cost	\$ 0.2	\$ (5.6)	\$ 2.7	\$ 3.2	\$ 0.3	\$ 0.4

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

Nine months ended September 30,	Domestic Pension Plan		Foreign Pension Plans		Domestic Postretirement Benefit Plan	
	2016	2015	2016	2015	2016	2015
Service cost	\$ 0.0	\$ 0.0	\$ 7.3	\$ 7.6	\$ 0.0	\$ 0.0
Interest cost	4.4	(1.1)	13.3	14.3	1.1	1.2
Expected return on plan assets	(4.9)	(5.6)	(15.5)	(15.6)	0.0	0.0
Settlements and curtailments	0.0	0.0	0.3	0.0	0.0	0.0
Amortization of:						
Prior service cost (credit)	0.0	0.0	0.1	0.1	(0.1)	(0.1)
Unrecognized actuarial losses	1.0	4.4	2.7	3.1	0.0	0.0
Net periodic cost	\$ 0.5	\$ (2.3)	\$ 8.2	\$ 9.5	\$ 1.0	\$ 1.1

During the nine months ended September 30, 2016, we contributed \$20.3 of cash to our foreign pension plans. For the remainder of 2016, we expect to contribute approximately \$5.0 of cash to our foreign pension plans. We do not expect to make any contributions to our Domestic Pension Plan in 2016.

**Note 10: Segment Information**

As of September 30, 2016, 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. The profitability measure employed by our chief operating decision maker for allocating resources to operating divisions and assessing operating division performance is segment operating income (loss). Segment information is presented consistently with the basis described in our 2015 Annual Report on Form 10-K; however, segment operating income (loss) for the three and nine months ended September 30, 2016 and 2015 includes a minimal impact of restructuring and other reorganization-related charges.

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>Revenue:</b>				
IAN	\$ 1,503.2	\$ 1,484.1	\$ 4,453.3	\$ 4,351.3
CMG	419.0	381.4	1,128.8	1,066.3
Total	<u>\$ 1,922.2</u>	<u>\$ 1,865.5</u>	<u>\$ 5,582.1</u>	<u>\$ 5,417.6</u>
<b>Segment operating income (loss):</b>				
IAN	\$ 183.3	\$ 182.9	\$ 421.7	\$ 419.2
CMG	54.8	48.2	125.2	109.5
Corporate and other	(30.9)	(39.2)	(94.0)	(113.2)
Total	<u>207.2</u>	<u>191.9</u>	<u>452.9</u>	<u>415.5</u>
Interest expense	(21.7)	(21.3)	(68.8)	(62.5)
Interest income	4.7	5.6	16.1	17.8
Other income (expense), net	6.1	(37.2)	(11.1)	(36.4)
<b>Income before income taxes</b>	<u>\$ 196.3</u>	<u>\$ 139.0</u>	<u>\$ 389.1</u>	<u>\$ 334.4</u>
<b>Depreciation and amortization of property and equipment and intangible assets:</b>				
IAN	\$ 29.1	\$ 27.9	\$ 85.9	\$ 87.5
CMG	4.9	4.9	14.6	13.9
Corporate and other	5.7	5.3	17.0	14.9
Total	<u>\$ 39.7</u>	<u>\$ 38.1</u>	<u>\$ 117.5</u>	<u>\$ 116.3</u>
<b>Capital expenditures:</b>				
IAN	\$ 39.7	\$ 23.0	\$ 86.9	\$ 55.4
CMG	4.7	2.3	8.4	5.8
Corporate and other	7.1	5.6	19.2	19.5
Total	<u>\$ 51.5</u>	<u>\$ 30.9</u>	<u>\$ 114.5</u>	<u>\$ 80.7</u>
	<b>September 30,</b>	<b>December 31,</b>		
	<b>2016</b>	<b>2015</b>		
<b>Total assets:</b>				
IAN	\$ 10,285.1	\$ 10,738.2		
CMG	1,419.0	1,338.6		
Corporate and other	135.4	508.3		
Total	<u>\$ 11,839.5</u>	<u>\$ 12,585.1</u>		



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

**Note 11: 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 the nine months ended September 30, 2016. The following tables present information about our financial instruments measured at fair value on a recurring basis as of September 30, 2016 and December 31, 2015, and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	September 30, 2016				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<b>Assets</b>					
Cash equivalents	\$ 117.9	\$ 0.0	\$ 0.0	\$ 117.9	Cash and cash equivalents
Short-term marketable securities	3.0	0.0	0.0	3.0	Marketable securities
Long-term investments	0.5	0.0	0.0	0.5	Other non-current assets
Total	<u>\$ 121.4</u>	<u>\$ 0.0</u>	<u>\$ 0.0</u>	<u>\$ 121.4</u>	
As a percentage of total assets	1.0%	0.0%	0.0%	1.0%	

<b>Liabilities</b>					
Mandatorily redeemable noncontrolling interests <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 53.2	\$ 53.2	

	December 31, 2015				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<b>Assets</b>					
Cash equivalents	\$ 875.7	\$ 0.0	\$ 0.0	\$ 875.7	Cash and cash equivalents
Short-term marketable securities	6.8	0.0	0.0	6.8	Marketable securities
Long-term investments	0.4	0.0	0.0	0.4	Other non-current assets
Total	<u>\$ 882.9</u>	<u>\$ 0.0</u>	<u>\$ 0.0</u>	<u>\$ 882.9</u>	
As a percentage of total assets	7.0%	0.0%	0.0%	7.0%	

<b>Liabilities</b>					
Mandatorily redeemable noncontrolling interests <sup>1</sup>	\$ 0.0	\$ 0.0	\$ 45.0	\$ 45.0	

<sup>1</sup> Relates to unconditional obligations to purchase additional noncontrolling equity shares of consolidated subsidiaries. Fair value measurement of the obligation was based upon the amount payable as if the forward contracts were settled. The amount redeemable within the next twelve months is classified in accrued liabilities; any interests redeemable thereafter are classified in other non-current liabilities.

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

The following table presents additional information about financial instruments measured at fair value on a recurring basis and for which we utilized Level 3 inputs to determine fair value for the nine months ended September 30, 2016 and 2015.

<b>Liabilities</b>	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Mandatorily redeemable noncontrolling interests -				
Balance at beginning of period	\$ 57.8	\$ 44.9	\$ 45.0	\$ 32.8
Level 3 additions	5.1	1.9	16.3	23.7
Level 3 reductions	(10.6)	(3.9)	(11.8)	(15.3)
Realized losses included in net income	0.9	1.4	4.9	2.3
Foreign currency translation	0.0	(0.2)	(1.2)	0.6
Mandatorily redeemable noncontrolling interests -				
Balance at end of period	<u>\$ 53.2</u>	<u>\$ 44.1</u>	<u>\$ 53.2</u>	<u>\$ 44.1</u>

Realized losses included in net income for mandatorily redeemable noncontrolling interests are reported as a component of interest expense in the unaudited Consolidated Statements of Operations.

***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 September 30, 2016 and December 31, 2015, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	<b>September 30, 2016</b>				<b>December 31, 2015</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Total long-term debt	\$ 0.0	\$ 1,632.2	\$ 69.1	\$ 1,701.3	\$ 0.0	\$ 1,531.4	\$ 75.2	\$ 1,606.6

Our long-term debt is comprised of senior notes and other notes payable. The fair value of our senior notes traded over-the-counter is based on quoted prices for such securities, but for which fair value can also be derived from inputs that are readily observable. 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. Thus, the fair value of our other notes payable is determined based on proprietary valuation methods and therefore are classified as Level 3 within the fair value hierarchy. See Note 2 for further information on our long-term debt.

***Non-financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis***

Certain non-financial assets and liabilities are measured at fair value on a recurring basis, primarily accrued restructuring charges.

***Non-financial Assets and Liabilities that are Measured at Fair Value on a Nonrecurring Basis***

Certain non-financial assets and liabilities 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.

**Note 12: Commitments and Contingencies**

***Legal Matters***

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 business. The types of allegations that arise in connection with such legal proceedings may 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.

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

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 and has previously provided for such settlement in its Consolidated Financial Statements.

#### ***Guarantees***

As discussed in our 2015 Annual Report on Form 10-K, we have guaranteed certain obligations of our subsidiaries relating principally to operating leases and credit facilities of certain subsidiaries. The amount of parent company guarantees on lease obligations was \$834.1 and \$619.4 as of September 30, 2016 and December 31, 2015, respectively, and the amount of parent company guarantees primarily relating to credit facilities was \$353.5 and \$336.5 as of September 30, 2016 and December 31, 2015, respectively.

#### **Note 13: 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.

#### ***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.

#### ***Stock Compensation***

In March 2016, the FASB issued amended guidance on the accounting for employee share-based payments which requires all excess tax benefits and tax deficiencies to be recognized on the income statement instead of as additional paid-in capital, with prospective application required. The guidance also changes the classification of such tax benefits or tax deficiencies on the Consolidated Statement of Cash Flows from a financing activity to an operating activity, with prospective application required. Additionally, the guidance changes the classification of employee taxes paid when an employer withholds shares for tax-withholding purposes on the Consolidated Statement of Cash Flows from an operating activity, previously included in the changes in Accounts Payable, to a financing activity, with retrospective application required. We have early adopted this amended guidance as of the quarter ended March 31, 2016. See Notes 3 and 6 to the Consolidated Financial Statements for additional information related to the adoption of this amended guidance.

#### ***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. As a result of the adoption of this amended guidance, we expect 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.

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

**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 or services. The new standard affects the timing of recognizing revenue in connection with variable consideration. We are currently assessing the impact the adoption of the amended guidance will have on our Consolidated Financial Statements. We will adopt the standard effective January 1, 2018. The method of adoption has not been finalized.

**Consolidation**

In February 2015, the FASB issued amended guidance to the consolidation standard which updates the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The amendment modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships, among other provisions. This amended guidance was effective January 1, 2016. The adoption of this amended guidance did not have a significant impact on our Consolidated Financial Statements.

**Going Concern**

In August 2014, the FASB issued amended guidance which defines management's responsibility to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern and to provide related disclosures. To date, this evaluation has only been an auditor requirement. Specifically, the amendments (1) provide a definition of the term “substantial doubt,” (2) require an evaluation every reporting period, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of the consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that financial statements are issued. This amended guidance is effective for our annual period ending December 31, 2016, and for annual periods and interim periods thereafter. We do not expect the adoption of this amended guidance to have a significant impact on our Consolidated Financial Statements.

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

**Item 2. 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 unaudited Consolidated Financial Statements and the accompanying notes included in this report and our 2015 Annual Report on Form 10-K, as well as our other reports and filings with the Securities and Exchange Commission (the "SEC"). Our Annual Report includes additional information about our significant accounting policies and practices as well as details about our most significant risks and uncertainties associated with our financial and operating results. 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.

RESULTS OF OPERATIONS provides an analysis of the consolidated and segment results of operations for the periods presented.

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

CRITICAL ACCOUNTING ESTIMATES provides an update to the discussion in our 2015 Annual Report on Form 10-K of our accounting policies that require critical judgment, assumptions and estimates.

RECENT ACCOUNTING STANDARDS, by reference to Note 13 to the unaudited Consolidated Financial Statements, provides a discussion of certain accounting standards that have been recently adopted or that have not yet been required to be implemented and may be applicable to our future operations.

**EXECUTIVE SUMMARY**

We are one of the world's premier global advertising and marketing services companies. Our companies specialize in consumer advertising, digital marketing, media planning and 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.

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. We consistently review opportunities within our Company to enhance our operations through mergers and strategic alliances as well as through the development of 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.

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 to deliver long-term shareholder value.

The following tables present a summary of financial performance for the three and nine months ended September 30, 2016, as compared with the same periods in 2015.

% Increase/(Decrease)	Three months ended September 30, 2016		Nine months ended September 30, 2016	
	Total	Organic	Total	Organic
<b>Revenue</b>	3.0%	4.3%	3.0%	4.8%
<b>Salaries and related expenses</b>	2.2%	3.5%	2.9%	4.9%
<b>Office and general expenses</b>	3.1%	5.6%	1.5%	4.2%

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>Operating margin</b>	10.8%	10.3%	8.1%	7.7%
<b>Expenses as % of revenue:</b>				
Salaries and related expenses	63.9%	64.4%	66.8%	66.9%
Office and general expenses	25.3%	25.3%	25.1%	25.5%
<b>Net income available to IPG common stockholders</b>	\$ 128.6	\$ 74.9	\$ 290.9	\$ 194.3
<b>Earnings per share available to IPG common stockholders:</b>				
Basic	\$ 0.32	\$ 0.18	\$ 0.73	\$ 0.47
Diluted	\$ 0.32	\$ 0.18	\$ 0.71	\$ 0.47

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 to our operations related to each geographic region depends on the significance and operating performance of the region. The foreign currencies that most impacted our results during the first nine months of 2016 included the Argentine Peso, Brazilian Real and British Pound Sterling.

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. For the third quarter of 2016, the net effect of acquisitions and divestitures increased revenue and decreased operating expenses compared to the prior-year period. For the first nine months of 2016, the net effect of acquisitions and divestitures increased revenue and operating expenses compared to the prior-year period. See Note 4 to the Consolidated Financial Statements for additional information on our acquisitions.

## RESULTS OF OPERATIONS

### *Consolidated Results of Operations – Three and Nine Months Ended September 30, 2016 Compared to Three and Nine Months Ended September 30, 2015*

#### **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, reflecting 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.

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

	Three months ended September 30, 2015	Components of Change			Three months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 1,865.5	\$ (31.0)	\$ 8.2	\$ 79.5	\$ 1,922.2	4.3 %	3.0%
<b>Domestic</b>	1,138.5	0.0	7.1	20.3	1,165.9	1.8 %	2.4%
<b>International</b>	727.0	(31.0)	1.1	59.2	756.3	8.1 %	4.0%
United Kingdom	165.4	(24.9)	6.4	27.1	174.0	16.4 %	5.2%
Continental Europe	142.3	(0.1)	(6.4)	11.8	147.6	8.3 %	3.7%
Asia Pacific	216.9	2.9	1.1	(3.0)	217.9	(1.4)%	0.5%
Latin America	97.7	(7.1)	(4.4)	17.4	103.6	17.8 %	6.0%
Other	104.7	(1.8)	4.4	5.9	113.2	5.6 %	8.1%

During the third quarter of 2016, our revenue increased by \$56.7, or 3.0%, compared to the third quarter of 2015, comprised of an organic revenue increase of \$79.5, or 4.3%, and the effect of net acquisitions of \$8.2, partially offset by an adverse foreign currency rate impact of \$31.0. Our organic revenue increase was throughout all geographic regions, except for a minor organic decrease in the Asia Pacific region, and nearly all client sectors, primarily attributable to a combination of net higher spending from existing clients and net client wins, most notably in the technology and telecom and food and beverage sectors, partially offset by a decrease in the consumer goods sector. The organic revenue increase in our domestic market was driven by growth across most disciplines, primarily at our digital specialist agencies, public relations companies and certain of our advertising businesses. In our international markets, the organic revenue increase was driven by our events businesses in the United Kingdom, the impact of which is also reflected as a comparable increase in office and general expenses, our advertising and media businesses in Continental Europe, driven by growth in Germany, and our digital specialist agencies, primarily in the Latin America region, led by Brazil, and our Other region, driven by growth in Canada.

	Nine months ended September 30, 2015	Components of Change			Nine months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 5,417.6	\$ (115.9)	\$ 19.8	\$ 260.6	\$ 5,582.1	4.8 %	3.0 %
<b>Domestic</b>	3,254.4	0.0	16.9	154.9	3,426.2	4.8 %	5.3 %
<b>International</b>	2,163.2	(115.9)	2.9	105.7	2,155.9	4.9 %	(0.3)%
United Kingdom	487.0	(43.1)	16.7	34.7	495.3	7.1 %	1.7 %
Continental Europe	474.8	(3.9)	(18.1)	15.3	468.1	3.2 %	(1.4)%
Asia Pacific	636.4	(14.9)	1.5	(5.3)	617.7	(0.8)%	(2.9)%
Latin America	265.7	(40.5)	(10.3)	40.8	255.7	15.4 %	(3.8)%
Other	299.3	(13.5)	13.1	20.2	319.1	6.7 %	6.6 %

During the first nine months of 2016, our revenue increased by \$164.5, or 3.0%, compared to the first nine months of 2015, comprised of an organic revenue increase of \$260.6, or 4.8%, and the effect of net acquisitions of \$19.8, partially offset by an adverse foreign currency rate impact of \$115.9. The organic increase was primarily driven by factors similar to those noted above for the third quarter of 2016, as well as a strong international performance at our advertising businesses, primarily in the Latin America region, led by growth in Argentina and Brazil. The organic increase in our international market was partially offset by a decrease within our events businesses in the Asia Pacific region as a result of certain projects where we acted as principal that decreased in size or did not recur during the second quarter of 2016, the impact of which is also reflected as a comparable reduction in office and general expenses.

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

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

**OPERATING EXPENSES**

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Salaries and related expenses	\$ 1,228.8	\$ 1,202.2	\$ 3,728.7	\$ 3,622.6
Office and general expenses	486.2	471.4	1,400.5	1,379.5
Total operating expenses	<u>\$ 1,715.0</u>	<u>\$ 1,673.6</u>	<u>\$ 5,129.2</u>	<u>\$ 5,002.1</u>
Operating income	<u>\$ 207.2</u>	<u>\$ 191.9</u>	<u>\$ 452.9</u>	<u>\$ 415.5</u>

In the third quarter of 2016, total operating expenses increased 2.5%, compared to our revenue increase of 3.0%, from the third quarter of 2015, resulting in operating margin expansion to 10.8% from 10.3%. In the first nine months of 2016, total operating expenses increased 2.5%, compared to our revenue increase of 3.0%, from the first nine months of 2015, resulting in operating margin expansion to 8.1% from 7.7%.

**Salaries and Related Expenses**

	Components of Change				Change		
	2015	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	2016	Organic	Total
Three months ended September 30,	\$ 1,202.2	\$ (18.2)	\$ 2.6	\$ 42.2	\$ 1,228.8	3.5%	2.2%
Nine months ended September 30,	3,622.6	(76.1)	5.4	176.8	3,728.7	4.9%	2.9%

Salaries and related expenses in the third quarter of 2016 increased by \$26.6 compared to the third quarter of 2015, comprised of an organic increase of \$42.2 and the effect of net acquisitions of \$2.6, partially offset by a favorable foreign currency rate impact of \$18.2. 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. Our staff cost ratio, defined as salaries and related expenses as a percentage of total consolidated revenue, decreased in the third quarter of 2016 to 63.9% from 64.4% when compared to the prior-year period.

Salaries and related expenses in the first nine months of 2016 increased by \$106.1 compared to the first nine months of 2015, comprised of an organic increase of \$176.8 and the effect of net acquisitions of \$5.4, partially offset by a favorable foreign currency rate impact of \$76.1. The organic increase was primarily driven by factors similar to those noted above for the third quarter of 2016. Our staff cost ratio decreased in the first nine months of 2016 to 66.8% from 66.9% when compared to the prior-year period.

The following table details our staff cost ratio.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>Salaries and related expenses</b>	<b>63.9%</b>	<b>64.4%</b>	<b>66.8%</b>	<b>66.9%</b>
Base salaries, benefits and tax	53.6%	53.3%	55.6%	55.5%
Incentive expense	3.7%	3.9%	3.8%	3.8%
Severance expense	0.7%	0.8%	1.0%	0.9%
Temporary help	3.9%	3.7%	3.9%	3.8%
All other salaries and related expenses	2.0%	2.7%	2.5%	2.9%

**Office and General Expenses**

	Components of Change				Change		
	2015	Foreign Currency	Net Acquisitions/ (Divestitures)	Organic	2016	Organic	Total
Three months ended September 30,	\$ 471.4	\$ (7.8)	\$ (3.8)	\$ 26.4	\$ 486.2	5.6%	3.1%
Nine months ended September 30,	1,379.5	(33.0)	(3.3)	57.3	1,400.5	4.2%	1.5%



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

Office and general expenses in the third quarter of 2016 increased by \$14.8 compared to the third quarter of 2015, primarily due to an organic increase of \$26.4, partially offset by a favorable foreign currency rate impact of \$7.8 and the effect of net divestitures of \$3.8. The organic increase was attributable to higher production expenses related to pass-through costs, which are also reflected in revenue, and higher occupancy costs as compared to the prior-year period. Our office and general expense ratio, defined as office and general expenses as a percentage of total consolidated revenue, remained flat in the third quarter of 2016 at 25.3%, when compared to the prior-year period.

Office and general expenses in the first nine months of 2016 increased by \$21.0 compared to the first nine months of 2015, primarily due to an organic increase of \$57.3, partially offset by a favorable foreign currency rate impact of \$33.0 and the effect of net divestitures of \$3.3. The organic increase was primarily driven by factors similar to those noted above for the third quarter of 2016, as well as increases in adjustments to contingent acquisition obligations, partially offset by lower charges for contingencies as compared to the prior-year period. Our office and general expense ratio decreased in the first nine months of 2016 to 25.1% from 25.5% when compared to the prior-year period.

The following table details our office and general expense ratio.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
<b>Office and general expenses</b>	<b>25.3%</b>	<b>25.3%</b>	<b>25.1%</b>	<b>25.5%</b>
Professional fees	1.4%	1.6%	1.5%	1.6%
Occupancy expense (excluding depreciation and amortization)	6.6%	6.6%	6.8%	6.5%
Travel & entertainment, office supplies and telecommunications	2.8%	3.2%	3.2%	3.5%
All other office and general expenses <sup>1</sup>	14.5%	13.9%	13.6%	13.9%

<sup>1</sup> Includes 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.

**EXPENSES AND OTHER INCOME**

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Cash interest on debt obligations	\$ (19.5)	\$ (18.4)	\$ (59.8)	\$ (55.9)
Non-cash interest	(2.2)	(2.9)	(9.0)	(6.6)
Interest expense	(21.7)	(21.3)	(68.8)	(62.5)
Interest income	4.7	5.6	16.1	17.8
Net interest expense	(17.0)	(15.7)	(52.7)	(44.7)
Other income (expense), net	6.1	(37.2)	(11.1)	(36.4)
Total (expenses) and other income	\$ (10.9)	\$ (52.9)	\$ (63.8)	\$ (81.1)

**Net Interest Expense**

For the three and nine months ended September 30, 2016, net interest expense increased by \$1.3 and \$8.0 as compared to the respective prior-year periods, primarily due to increased cash interest expense from uncommitted credit lines in international markets. For the nine months ended September 30, 2016, there was an increase in non-cash interest expense from revaluations of mandatorily redeemable noncontrolling interests.

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

**Other Income (Expense), Net**

Results of operations for the three and nine months ended September 30, 2016 and 2015 include certain items that are not directly associated with our revenue-producing operations.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Gains (losses) on sales of businesses and investments	3.9	(37.6)	(14.6)	(37.8)
Other income, net	2.2	0.4	3.5	1.4
Total other income (expense), net	\$ 6.1	\$ (37.2)	\$ (11.1)	\$ (36.4)

*Gains (Losses) on Sales of Businesses and Investments* – During the three and nine months ended September 30, 2016, the amounts recognized are related primarily to sales of businesses within our Integrated Agency Networks (“IAN”) segment. During the three and nine months ended September 30, 2015, the amounts recognized are related to sales of businesses within our IAN and Constituency Management Group (“CMG”) segments and the classification of certain assets as held for sale within our IAN segment.

**INCOME TAXES**

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Income before income taxes	\$ 196.3	\$ 139.0	\$ 389.1	\$ 334.4
Provision for income taxes	\$ 63.8	\$ 61.1	\$ 91.9	\$ 137.4
Effective income tax rate	32.5%	44.0%	23.6%	41.1%

Our tax rates are affected by many factors, including our worldwide earnings from various countries, changes in legislation and tax characteristics of our income. For the nine months ended September 30, 2016, our effective income tax rate of 23.6% was also positively impacted by 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, \$10.5 related to the adoption of the Financial Accounting Standards Board (the “FASB”) Accounting Standards Update 2016-09, *Stock Compensation*, and the recognition of previously unrecognized tax benefits as a result of a lapse in statute of limitations. The positive impacts to our tax rates were partially offset by 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.

For the three and nine months ended September 30, 2015, our effective income tax rates of 44.0% and 41.1%, respectively, were 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 reversal of a valuation allowance in Continental Europe. For the nine months ended September 30, 2015, our effective income tax rate of 41.1% was also positively impacted by the recognition of previously unrecognized tax benefits as a result of the settlement of a 2010 income tax audit.

**EARNINGS PER SHARE**

Basic earnings per share available to IPG common stockholders for the three and nine months ended September 30, 2016, were \$0.32 and \$0.73, respectively, compared to \$0.18 and \$0.47 for the three and nine months ended September 30, 2015, respectively. Diluted earnings per share were \$0.32 and \$0.71 for the three and nine months ended September 30, 2016, respectively, compared to \$0.18 and \$0.47 for the three and nine months ended September 30, 2015.

For the nine months ended September 30, 2016, net income available to IPG common stockholders included the recognition of certain previously unrecognized tax benefits totaling \$23.4, losses of \$15.7, net of tax, on sales of businesses in our international markets, a benefit of \$12.2 related to the reversals of valuation allowances as a consequence of the sales of businesses and a benefit of \$10.5 related to the early adoption of FASB Accounting Standards Update 2016-09, *Stock Compensation*, resulting in impacts of \$0.06, (\$0.04), \$0.03 and \$0.03, respectively, to basic and diluted earnings per share.

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

**Segment Results of Operations – Three and Nine Months Ended September 30, 2016 Compared to Three and Nine Months Ended September 30, 2015**

As discussed in Note 10 to the unaudited Consolidated Financial Statements, we have two reportable segments as of September 30, 2016: IAN and CMG. We also report results for the "Corporate and other" group.

**IAN**

**REVENUE**

	Three months ended September 30, 2015	Components of Change			Three months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 1,484.1	\$ (23.5)	\$ (1.2)	\$ 43.8	\$ 1,503.2	3.0%	1.3%
<b>Domestic</b>	879.2	0.0	0.2	14.4	893.8	1.6%	1.7%
<b>International</b>	604.9	(23.5)	(1.4)	29.4	609.4	4.9%	0.7%

During the third quarter of 2016, IAN revenue increased by \$19.1 compared to the third quarter of 2015, comprised of an organic revenue increase of \$43.8, partially offset by an adverse foreign currency rate impact of \$23.5 and the effect of net divestitures of \$1.2. The organic revenue increase was primarily attributable to a combination of net higher spending from existing clients and net client wins, most notably in the food and beverage sector, partially offset by a decrease in the consumer goods sector. The organic revenue increase in our domestic market was primarily driven by growth at our digital specialist agencies and certain of our advertising businesses. The international organic revenue increase was driven by growth across all disciplines, most notably at our advertising and media businesses in Continental Europe, driven by growth in Germany, and our digital specialist agencies, primarily in the Latin America region, led by Brazil, and our Other region, driven by growth in Canada.

	Nine months ended September 30, 2015	Components of Change			Nine months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 4,351.3	\$ (96.5)	\$ (5.9)	\$ 204.4	\$ 4,453.3	4.7%	2.3 %
<b>Domestic</b>	2,543.4	0.0	0.2	132.3	2,675.9	5.2%	5.2 %
<b>International</b>	1,807.9	(96.5)	(6.1)	72.1	1,777.4	4.0%	(1.7)%

During the first nine months of 2016, IAN revenue increased by \$102.0 compared to the first nine months of 2015, comprised of an organic revenue increase of \$204.4, partially offset by an adverse foreign currency rate impact of \$96.5 and the effect of net divestitures of \$5.9. The organic revenue increases in our domestic and international markets were primarily driven by factors similar to those noted above for the third quarter of 2016, as well as strong growth in the technology and telecom sector and at our advertising businesses, primarily in the Latin America region, led by growth in Argentina and Brazil.

**SEGMENT OPERATING INCOME**

	Three months ended September 30,			Nine months ended September 30,		
	2016	2015	Change	2016	2015	Change
<b>Segment operating income</b>	\$ 183.3	\$ 182.9	0.2%	\$ 421.7	\$ 419.2	0.6%
<b>Operating margin</b>	12.2%	12.3%		9.5%	9.6%	

Operating income increased during the third quarter of 2016 when compared to the third quarter of 2015, comprised of an increase in revenue of \$19.1 and a decrease in office and general expenses of \$5.6, partially offset by an increase in salaries and related expenses of \$24.3. The increase in salaries and related expenses was primarily due to an increase in base salaries, benefits and tax, 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 as compared to the prior year.

Operating income increased during the first nine months of 2016 when compared to the first nine months of 2015, comprised of an increase in revenue of \$102.0, partially offset by an increase in salaries and related expenses of \$90.2 and an increase in office and general expenses of \$9.3. The increase in salaries and related expenses was primarily due to an increase in base salaries,

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

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 increase in office and general expenses was attributable to higher occupancy costs and increases in adjustments to contingent acquisition obligations, as compared to the prior year, partially offset by lower charges for contingencies.

**CMG**
**REVENUE**

	Three months ended September 30, 2015	Components of Change			Three months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 381.4	\$ (7.5)	\$ 9.4	\$ 35.7	\$ 419.0	9.4%	9.9%
<b>Domestic</b>	259.3	0.0	6.9	5.9	272.1	2.3%	4.9%
<b>International</b>	122.1	(7.5)	2.5	29.8	146.9	24.4%	20.3%

During the third quarter of 2016, CMG revenue increased by \$37.6 compared to the third quarter of 2015, due to an organic revenue increase of \$35.7 and the effect of net acquisitions of \$9.4, partially offset by an adverse foreign currency rate impact of \$7.5. The organic revenue increase in our domestic market was primarily attributable to growth at our public relations companies. The international organic revenue increase was driven by growth across all disciplines, most notably at our events businesses in the United Kingdom, the impact of which is also reflected as a comparable increase in office and general expenses.

	Nine months ended September 30, 2015	Components of Change			Nine months ended September 30, 2016	Change	
		Foreign Currency	Net Acquisitions/ (Divestitures)	Organic		Organic	Total
<b>Consolidated</b>	\$ 1,066.3	\$ (19.4)	\$ 25.7	\$ 56.2	\$ 1,128.8	5.3%	5.9%
<b>Domestic</b>	711.0	0.0	16.7	22.6	750.3	3.2%	5.5%
<b>International</b>	355.3	(19.4)	9.0	33.6	378.5	9.5%	6.5%

During the first nine months of 2016, CMG revenue increased by \$62.5 compared to the first nine months of 2015, due to an organic revenue increase of \$56.2 and the effect of net acquisitions of \$25.7, partially offset by an adverse foreign currency rate impact of \$19.4. The organic revenue increases in our domestic and international markets were primarily driven by factors similar to those noted above for the third quarter of 2016, partially offset by a decrease within our events businesses in the Asia Pacific region as a result of certain projects where we acted as principal that decreased in size or did not recur during the second quarter of 2016, the impact of which is also reflected as a comparable reduction in office and general expenses.

**SEGMENT OPERATING INCOME**

	Three months ended September 30,			Nine months ended September 30,		
	2016	2015	Change	2016	2015	Change
<b>Segment operating income</b>	\$ 54.8	\$ 48.2	13.7%	\$ 125.2	\$ 109.5	14.3%
<b>Operating margin</b>	13.1%	12.6%		11.1%	10.3%	

Operating income increased during the third quarter of 2016 when compared to the third quarter of 2015, due to an increase in revenue of \$37.6, partially offset by an increase in office and general expenses of \$23.5 and an increase in salaries and related expenses of \$7.5. The increase in office and general expenses was primarily due to higher production expenses related to pass-through costs, which are also reflected in revenue. 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.

Operating income increased during the first nine months of 2016 when compared to the first nine months of 2015, due to an increase in revenue of \$62.5, partially offset by an increase in salaries and related expenses of \$30.6 and an increase in office and general expenses of \$16.2. The increase in operating income was primarily driven by factors similar to those noted above for the third quarter of 2016.

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

## CORPORATE AND OTHER

Certain corporate and other charges are reported as separate line items within total segment operating income (loss) 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 the third quarter of 2016 by \$8.3 to \$30.9 compared to the third quarter of 2015. During the first nine months of 2016, corporate and other expenses decreased by \$19.2 to \$94.0 compared to the first nine months of 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>	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Net income, adjusted to reconcile net income to net cash used in operating activities <sup>1</sup>	\$ 537.6	\$ 397.4
Net cash used in working capital <sup>2</sup>	(500.4)	(588.2)
Changes in other non-current assets and liabilities using cash	(72.0)	(47.5)
Net cash used in operating activities	\$ (34.8)	\$ (238.3)
Net cash used in investing activities	(168.2)	(90.5)
Net cash used in financing activities	(459.0)	(329.0)

<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, 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

Net cash used in operating activities during the first nine months of 2016 was \$34.8, which was an improvement of \$203.5 as compared to the first nine months of 2015. Due to the seasonality of our business, we typically use cash from working capital in the first half of a year and generate cash from working capital in the second half of a year, with the largest impacts in the first and fourth quarters. The working capital use in the first nine months of 2016 was primarily attributable to our media businesses.

The timing of media buying on behalf of our clients affects our working capital and operating cash flow. 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 substantially exceed our revenues and 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.

### Investing Activities

Net cash used in investing activities during the first nine months of 2016 primarily consists of payments for capital expenditures of \$114.5, related mostly to leasehold improvements and computer hardware and software, and payments for acquisitions of \$47.9, net of cash acquired.

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

*Financing Activities*

Net cash used in financing activities during the first nine months of 2016 is primarily driven by the repurchase of 8.5 shares of our common stock for an aggregate cost of \$193.3, including fees, and the payment of dividends of \$179.6.

*Foreign Exchange Rate Changes*

The effect of foreign exchange rate changes on cash and cash equivalents included in the unaudited Consolidated Statements of Cash Flows resulted in a net increase of \$50.7 during the first nine months of 2016. The increase was a result of the U.S. Dollar being stronger than the British Pound Sterling and weaker than several foreign currencies, including the Australian Dollar, Brazilian Real, Canadian Dollar, Euro and Japanese Yen as of September 30, 2016 as compared to December 31, 2015.

<b>Balance Sheet Data</b>	<b>September 30, 2016</b>	<b>December 31, 2015</b>	<b>September 30, 2015</b>
Cash, cash equivalents and marketable securities	\$ 894.6	\$ 1,509.7	\$ 881.2
Short-term borrowings	\$ 133.0	\$ 150.1	\$ 128.3
Current portion of long-term debt	24.5	1.9	2.0
Long-term debt	1,583.3	1,610.3	1,612.0
Total debt	<u>\$ 1,740.8</u>	<u>\$ 1,762.3</u>	<u>\$ 1,742.3</u>

**LIQUIDITY OUTLOOK**

We expect our cash flow from operations, 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 as well as uncommitted facilities 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.

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 rating, 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 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, debt service and contributions to pension and postretirement plans. 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:

- Acquisitions – We paid cash of \$47.4, net of cash acquired of \$13.6, for acquisitions completed in the first nine months of 2016. We also paid \$0.5 in up-front payments related to prior-year acquisitions. We paid cash of \$55.4 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 \$6.0 in the fourth quarter of 2016 related to prior-year acquisitions. We may also be required to pay approximately \$27.0 related to put options held by minority shareholders if exercised over the next twelve months. 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 – In the first nine months of 2016, we paid three quarterly cash dividends of \$0.15 per share on our common stock, which corresponded to an aggregate dividend payment of \$179.6. Assuming we continue to pay a quarterly dividend of \$0.15 per share, and there is no significant change in the number of outstanding shares as of September 30, 2016, we would expect to pay approximately \$239.0 over the next twelve months.
- Contributions to pension plans – Our funding policy regarding our pension plans is to make contributions necessary to satisfy minimum pension funding requirements, plus such additional contributions as we consider appropriate to improve the plans' funded status. During the first nine months of 2016, we contributed \$20.3 of cash to our foreign pension plans.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**  
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For the remainder of 2016, we expect to contribute approximately \$5.0 of cash to our foreign pension plans. We do not expect to make any contributions to our domestic pension plan in 2016.

*Share Repurchase Program*

In February 2016, 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 "2016 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 2015 (the "2015 Share Repurchase Program"). We fully utilized the 2015 Share Repurchase Program during the third quarter of 2016. As of September 30, 2016, \$265.4 remains available for repurchase under the 2016 Share Repurchase Program. The 2016 Share Repurchase Program has no expiration date.

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, including at the holding company level. Below is a summary of our sources of liquidity.

	September 30, 2016			
	Total Facility	Amount Outstanding	Letters of Credit <sup>1</sup>	Total Available
Cash, cash equivalents and marketable securities				\$ 894.6
Committed credit agreement	\$ 1,000.0	\$ 0.0	\$ 4.9	\$ 995.1
Uncommitted credit arrangements	\$ 827.1	\$ 133.0	\$ 2.3	\$ 691.8

<sup>1</sup> We are required from time to time to post letters of credit, primarily to support obligations of our subsidiaries. These letters of credit have historically not been drawn upon.

*Credit Agreements*

We maintain a committed corporate credit facility to increase our financial flexibility, which has been amended and restated from time to time (the "Credit Agreement"). The Credit Agreement is a revolving facility, expiring in October 2020, 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 \$1,000.0, 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 \$200.0, or the equivalent in other currencies. We use our Credit Agreement to provide letters of credit primarily to support obligations of our subsidiaries. Our obligations under the Credit Agreement are unsecured.

We were in compliance with all of our covenants in the Credit Agreement as of September 30, 2016. The financial covenants in the Credit Agreement require that we maintain, as of the end of each fiscal quarter, certain financial measures for the four quarters then ended.

**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**  
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The table below sets forth the financial covenants in effect as of September 30, 2016.

Financial Covenants	Four Quarters Ended	EBITDA Reconciliation	Four Quarters Ended
	September 30, 2016		September 30, 2016
Interest coverage ratio (not less than) <sup>1</sup>	5.00x	Operating income	\$ 909.3
Actual interest coverage ratio	18.19x	Add:	
Leverage ratio (not greater than) <sup>1</sup>	3.50x	Depreciation and amortization	237.8
Actual leverage ratio	1.52x	Other non-cash amounts	0.5
		EBITDA <sup>1</sup>	\$ 1,147.6

<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.

We also have uncommitted credit facilities with various banks that permit borrowings at variable interest rates. As of September 30, 2016, there were borrowings under some of the uncommitted facilities to manage 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 international operations. As of September 30, 2016, the weighted-average interest rate on outstanding balances of our international operations under the uncommitted credit facilities was approximately 3%.

#### *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 that other agencies owe the bank, and the bank provides for overdrafts as long as the net balance for all the agencies does not exceed an agreed-upon level. Typically, each agency pays interest on outstanding overdrafts and receives interest on cash balances. Our unaudited Consolidated Balance Sheets reflect cash, net of bank overdrafts, under all of our pooling arrangements, and as of September 30, 2016, the amount netted was \$1,844.7.

#### **DEBT CREDIT RATINGS**

Our long-term debt credit ratings as of October 15, 2016, are listed below.

Rating	Moody's Investors Service	S&P Global Ratings	Fitch Ratings
	Rating	Baa2	BBB-
Outlook	Stable	Positive	Positive

We are rated investment-grade by Moody's Investors Service, S&P Global Ratings and Fitch Ratings. The most recent updates to our credit ratings occurred in July 2016 when Fitch Ratings revised our outlook from 'Stable' to 'Positive' and in April 2016 when Moody's Investors Service upgraded our rating from Baa3 to Baa2 and S&P Global Ratings revised our outlook from 'Stable' to 'Positive'. 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 the capital markets or otherwise. For example, our Credit Agreement fees and borrowing rates are based on a credit ratings grid.

#### **CRITICAL ACCOUNTING ESTIMATES**

Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements for the year ended December 31, 2015, included in our 2015 Annual Report on Form 10-K. As summarized in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report, we believe that certain of these policies are critical because they are important to the presentation of our financial condition and results of operations, and they require management's most difficult, subjective or complex judgments, often as a result of the need to estimate the effect of matters that are inherently uncertain. These critical estimates relate to revenue recognition, income taxes, goodwill and other intangible assets, and pension and postretirement benefits. We base our estimates on historical experience and various other factors that we believe



**Management's Discussion and Analysis of Financial Condition and Results of Operations - (continued)**  
**(Amounts in Millions, Except Per Share Amounts)**  
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to be relevant under the circumstances. Estimation methodologies are applied consistently from year to year, and there have been no significant changes in the application of critical accounting estimates since December 31, 2015. Actual results may differ from these estimates under different assumptions or conditions.

**RECENT ACCOUNTING STANDARDS**

See Note 13 to the unaudited Consolidated Financial Statements for further information on certain accounting standards that have been recently adopted or that have not yet been required to be implemented and may be applicable to our future operations.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

In the normal course of business, we are exposed to market risks related to interest rates, foreign currency rates and certain balance sheet items. There has been no significant change in our exposure to market risk during the first nine months of 2016. Our exposure to market risk for changes in interest rates primarily relates to the fair market value and cash flows of our debt obligations. As of September 30, 2016, and December 31, 2015, approximately 89% of our debt obligations bore fixed interest rates. We have, from time to time, used interest rate swaps for risk management purposes to manage our exposure to changes in interest rates. We do not have any interest rate swaps outstanding as of September 30, 2016. For further discussion of our exposure to market risk, refer to Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, in our 2015 Annual Report on Form 10-K.

**Item 4. Controls and Procedures**

**Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness 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”)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2016, the Company’s disclosure controls and procedures were effective 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 that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

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.

**Changes in Internal Control Over Financial Reporting**

There has been no change in internal control over financial reporting in the quarter ended September 30, 2016, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II – OTHER INFORMATION****Item 1. Legal Proceedings**

Information about our legal proceedings is set forth in Note 12 to the unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

**Item 1A. Risk Factors**

In the third quarter of 2016, there have been no material changes in the risk factors we have previously disclosed in Item 1A, *Risk Factors*, in our 2015 Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(c) The following table provides information regarding our purchases of our equity securities during the period from July 1, 2016 to September 30, 2016:

	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>
July 1 - 31	1,550,826	\$ 23.31	1,549,338	\$ 310,035,288
August 1 - 31	916,576	\$ 22.96	916,576	\$ 288,991,776
September 1 - 30	1,059,899	\$ 22.58	1,044,649	\$ 265,395,732
Total	3,527,301	\$ 23.00	3,510,563	

<sup>1</sup> 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 arose upon vesting and release of restricted shares (the "Withheld Shares"). We repurchased 1,488 Withheld Shares in July 2016, no Withheld Shares in August 2016 and 15,250 Withheld Shares in September 2016, for a total of 16,738 Withheld Shares during the three month period.

<sup>2</sup> The average price per share for each of the months in the fiscal quarter and for the three month period was calculated by dividing (a) the sum for 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 programs, described in Note 5 to the unaudited Consolidated Financial Statements, by (b) the sum of the number of Withheld Shares and the number of shares acquired in our share repurchase programs.

<sup>3</sup> On February 12, 2016, we announced that our Board of Directors had approved a new share repurchase program to repurchase from time to time up to \$300.0 million of our common stock, in addition to amounts available on existing authorizations. There is no expiration date associated with the share repurchase program.

**Item 5. Other Information**

(a) Pursuant to authorization received from the Compensation and Leadership Talent Committee of our Board of Directors at its regularly scheduled meeting on October 26, 2016, we, on October 26, 2016, entered into extension agreements, effective as of September 1, 2016 (the "Extensions") to our existing Executive Change of Control Agreements (the "Agreements") with each of our named executive officers, Michael Roth, Frank Mergenthaler, Andrew Bonzani, Christopher Carroll and Philippe Krakowsky. The Extensions extend the termination date of the respective Agreements, which were scheduled to terminate on September 1, 2016, to September 1, 2019. No other changes to the terms and conditions of the Agreements were effected by the Extensions.

A copy of each of the Extensions is attached hereto as Exhibits 10(iii)(A)(1) through 10(iii)(A)(5) and incorporated by reference herein.

(b) As previously disclosed, effective October 26, 2016 our Board of Directors amended and restated our By-Laws (the "Amended and Restated By-Laws") to make changes to the procedures by which stockholders may nominate directors by implementation of a proxy access by-law. Article III, Section 3.16 of the Amended and Restated By-Laws permits a stockholder, or a group of up to 20 stockholders, owning 3% or more of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials up to the greater of two directors and 20% of the number of directors then serving on our Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in Article III, Section 3.16.

The Amended and Restated By-Laws also make clarifications, updates and conforming changes to the advance notice provisions in Article II.

This description of the amendments to the By-Laws is qualified in its entirety by reference to the text of the Amended and Restated By-Laws filed as Exhibit 3(ii) to this Report.

**Item 6. Exhibits**

All exhibits 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 Index to Exhibits that immediately precedes the exhibits filed with this Report on Form 10-Q and the exhibits transmitted to the Securities and Exchange Commission as part of the electronic filing of this report.

**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 thereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By /s/ Michael I. Roth

Michael I. Roth  
Chairman and Chief Executive Officer

Date: October 27, 2016

By /s/ Christopher F. Carroll

Christopher F. Carroll  
Senior Vice President, Controller and  
Chief Accounting Officer  
(Principal Accounting Officer)

Date: October 27, 2016

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
3(ii)	The Amended and Restated By-Laws of The Interpublic Group of Companies, Inc. (the “Company”), dated as of October 26, 2016, are incorporated by reference to Exhibit 3(ii) to the Current Report on Form 8-K of the Company which was filed with the Securities and Exchange Commission on October 27, 2016.
10(iii)(A)(1)	Extension of Existing Executive Change of Control Agreement between the Company and Michael Roth dated October 26, 2016.
10(iii)(A)(2)	Extension of Existing Executive Change of Control Agreement between the Company and Frank Mergenthaler dated October 26, 2016.
10(iii)(A)(3)	Extension of Existing Executive Change of Control Agreement between the Company and Andrew Bonzani dated October 26, 2016.
10(iii)(A)(4)	Extension of Existing Executive Change of Control Agreement between the Company and Christopher Carroll dated October 26, 2016.
10(iii)(A)(5)	Extension of Existing Executive Change of Control Agreement between the Company and Philippe Krakowsky dated October 26, 2016.
12.1	Computation of Ratios of Earnings to Fixed Charges.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32	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 September 30, 2016.

**Amendments to Executive Change of Control Agreement**

WHEREAS, **Michael Roth** (the “*Executive*”) and The Interpublic Group of Companies, Inc. (“*Interpublic*,” Interpublic and its subsidiaries being referred to herein as the “*Company*”) are parties to an Executive Change of Control Agreement dated as of May 27, 2010 and amended on August 29, 2013 (the “*Agreement*”); and

WHEREAS, Section 5.1 of the Agreement states that the Agreement will expire as of September 1, 2016; and

WHEREAS, the Executive and the Company wish to extend the Agreement for another three years;

NOW, THEREFORE, the Agreement is hereby amended, effective as of September 1, 2016, as follows:

1. Incorporation by Reference. All provisions of the Agreement are hereby incorporated herein by reference and shall remain in full force and effect except to the extent that such provisions are expressly modified by the provisions of this Amendment. Words and phrases used in this Amendment shall have the meaning set forth in the Agreement unless the context clearly indicates that a different meaning is intended.
2. Extension. Section 5.1(a)(i) of the Agreement is amended by replacing the phrase “September 1, 2016” with “September 1, 2019”.

\* \* \*

IN WITNESS WHEREOF, Interpublic, by its duly authorized officer, and Executive have caused this Amendment to the Agreement to be executed.

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

**Executive**

BY: /s/ Andrew Bonzani

/s/ Michael Roth

**Andrew Bonzani**

**Michael Roth**

**SVP, General Counsel & Secretary**

DATE: October 26, 2016

DATE: October 26, 2016

**Amendments to Executive Change of Control Agreement**

WHEREAS, **Frank Mergenthaler** (the “*Executive*”) and The Interpublic Group of Companies, Inc. (“*Interpublic*,” Interpublic and its subsidiaries being referred to herein as the “*Company*”) are parties to an Executive Change of Control Agreement dated as of May 27, 2010 and amended on August 29, 2013 (the “*Agreement*”); and

WHEREAS, Section 5.1 of the Agreement states that the Agreement will expire as of September 1, 2016; and

WHEREAS, the Executive and the Company wish to extend the Agreement for another three years;

NOW, THEREFORE, the Agreement is hereby amended, effective as of September 1, 2016, as follows:

1. Incorporation by Reference. All provisions of the Agreement are hereby incorporated herein by reference and shall remain in full force and effect except to the extent that such provisions are expressly modified by the provisions of this Amendment. Words and phrases used in this Amendment shall have the meaning set forth in the Agreement unless the context clearly indicates that a different meaning is intended.
2. Extension. Section 5.1(a)(i) of the Agreement is amended by replacing the phrase “September 1, 2016” with “September 1, 2019”.

\* \* \*

IN WITNESS WHEREOF, Interpublic, by its duly authorized officer, and Executive have caused this Amendment to the Agreement to be executed.

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

**Executive**

BY: /s/ Andrew Bonzani

/s/ Frank Mergenthaler

**Andrew Bonzani**

**Frank Mergenthaler**

**SVP, General Counsel & Secretary**

DATE: October 26, 2016

DATE: October 26, 2016



**Amendments to Executive Change of Control Agreement**

WHEREAS, **Andrew Bonzani** (the “*Executive*”) and The Interpublic Group of Companies, Inc. (“*Interpublic*,” Interpublic and its subsidiaries being referred to herein as the “*Company*”) are parties to an Executive Change of Control Agreement dated as of December 22, 2011 and amended on August 29, 2013 (the “*Agreement*”); and

WHEREAS, Section 5.1 of the Agreement states that the Agreement will expire as of September 1, 2016; and

WHEREAS, the Executive and the Company wish to extend the Agreement for another three years;

NOW, THEREFORE, the Agreement is hereby amended, effective as of September 1, 2016, as follows:

1. Incorporation by Reference. All provisions of the Agreement are hereby incorporated herein by reference and shall remain in full force and effect except to the extent that such provisions are expressly modified by the provisions of this Amendment. Words and phrases used in this Amendment shall have the meaning set forth in the Agreement unless the context clearly indicates that a different meaning is intended.
2. Extension. Section 5.1(a)(i) of the Agreement is amended by replacing the phrase “September 1, 2016” with “September 1, 2019”.

\* \* \*

IN WITNESS WHEREOF, Interpublic, by its duly authorized officer, and Executive have caused this Amendment to the Agreement to be executed.

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

**Executive**

BY: /s/ Philippe Krakowsky

/s/ Andrew Bonzani

**Philippe Krakowsky**  
EVP, Chief Strategy & Talent Officer

**Andrew Bonzani**

DATE: October 26, 2016

DATE: October 26, 2016

**Amendments to Executive Change of Control Agreement**

WHEREAS, **Christopher Carroll** (the “*Executive*”) and The Interpublic Group of Companies, Inc. (“*Interpublic*,” Interpublic and its subsidiaries being referred to herein as the “*Company*”) are parties to an Executive Change of Control Agreement dated as of May 27, 2010 and amended on August 29, 2013 (the “*Agreement*”); and

WHEREAS, Section 5.1 of the Agreement states that the Agreement will expire as of September 1, 2016; and

WHEREAS, the Executive and the Company wish to extend the Agreement for another three years;

NOW, THEREFORE, the Agreement is hereby amended, effective as of September 1, 2016, as follows:

1. Incorporation by Reference. All provisions of the Agreement are hereby incorporated herein by reference and shall remain in full force and effect except to the extent that such provisions are expressly modified by the provisions of this Amendment. Words and phrases used in this Amendment shall have the meaning set forth in the Agreement unless the context clearly indicates that a different meaning is intended.
2. Extension. Section 5.1(a)(i) of the Agreement is amended by replacing the phrase “September 1, 2016” with “September 1, 2019”.

\* \* \*

IN WITNESS WHEREOF, Interpublic, by its duly authorized officer, and Executive have caused this Amendment to the Agreement to be executed.

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

**Executive**

BY: /s/ Andrew Bonzani

/s/ Christopher Carroll

**Andrew Bonzani**

**Christopher Carroll**

**SVP, General Counsel & Secretary**

DATE: October 26, 2016

DATE: October 26, 2016

**Amendments to Executive Change of Control Agreement**

WHEREAS, **Philippe Krakowsky** (the “*Executive*”) and The Interpublic Group of Companies, Inc. (“*Interpublic*,” Interpublic and its subsidiaries being referred to herein as the “*Company*”) are parties to an Executive Change of Control Agreement dated as of May 27, 2010 and amended on August 29, 2013 (the “*Agreement*”); and

WHEREAS, Section 5.1 of the Agreement states that the Agreement will expire as of September 1, 2016; and

WHEREAS, the Executive and the Company wish to extend the Agreement for another three years;

NOW, THEREFORE, the Agreement is hereby amended, effective as of September 1, 2016, as follows:

1. Incorporation by Reference. All provisions of the Agreement are hereby incorporated herein by reference and shall remain in full force and effect except to the extent that such provisions are expressly modified by the provisions of this Amendment. Words and phrases used in this Amendment shall have the meaning set forth in the Agreement unless the context clearly indicates that a different meaning is intended.
2. Extension. Section 5.1(a)(i) of the Agreement is amended by replacing the phrase “September 1, 2016” with “September 1, 2019”.

\* \* \*

IN WITNESS WHEREOF, Interpublic, by its duly authorized officer, and Executive have caused this Amendment to the Agreement to be executed.

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

**Executive**

BY: /s/ Andrew Bonzani

/s/ Philippe Krakowsky

**Andrew Bonzani**

**Philippe Krakowsky**

**SVP, General Counsel & Secretary**

DATE: October 26, 2016

DATE: October 26, 2016

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

	Nine months ended September 30,	Years ended December 31,				
	2016	2015	2014	2013	2012	2011
<b>Earnings <sup>1</sup></b>						
Income from continuing operations before income taxes	\$ 389.1	\$ 762.2	\$ 720.7	\$ 468.0	\$ 674.8	\$ 738.4
<b>Fixed charges <sup>2</sup></b>						
Interest expense	68.8	85.8	84.9	122.7	133.5	136.8
Interest factor of net operating rents <sup>3</sup>	127.4	162.4	170.0	173.3	169.0	175.6
Total fixed charges	<u>196.2</u>	<u>248.2</u>	<u>254.9</u>	<u>296.0</u>	<u>302.5</u>	<u>312.4</u>
<b>Earnings, as adjusted</b>	<u>\$ 585.3</u>	<u>\$ 1,010.4</u>	<u>\$ 975.6</u>	<u>\$ 764.0</u>	<u>\$ 977.3</u>	<u>\$ 1,050.8</u>
<b>Ratio of earnings to fixed charges</b>	3.0	4.1	3.8	2.6	3.2	3.4

<sup>1</sup> Earnings consist of income from continuing operations before income taxes, equity in net (loss) income of unconsolidated affiliates and adjustments for net income attributable to noncontrolling interests.

<sup>2</sup> 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).

<sup>3</sup> 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.

## CERTIFICATION

I, Michael I. Roth, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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.

*/s/ Michael I. Roth*

\_\_\_\_\_  
Michael I. Roth

Chairman and Chief Executive Officer

Date: October 27, 2016

## CERTIFICATION

I, Frank Mergenthaler, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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.

*/s/ Frank Mergenthaler*

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Frank Mergenthaler

Executive Vice President and Chief Financial Officer

Date: October 27, 2016

**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 quarterly report on Form 10-Q for the quarter ended September 30, 2016 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 quarterly report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Michael I. Roth*

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Michael I. Roth

Chairman and Chief Executive Officer

Dated: October 27, 2016

*/s/ Frank Mergenthaler*

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Frank Mergenthaler

Executive Vice President and Chief Financial Officer

Dated: October 27, 2016