

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

FORM 8-K

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

Date of report (Date of earliest event reported): **November 15, 2004**

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-6686
(Commission File
Number)

13-1024020
(IRS Employer
Identification No.)

1114 Avenue of the Americas, New York, New York
(Address of Principal Executive Offices)

10036
(Zip Code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

The Interpublic Group of Companies, Inc. (the "Registrant") is filing this Current Report on Form 8-K to provide certain exhibits to Registration Statements on Form S-3 previously filed by the Registrant with the Securities and Exchange Commission as set forth in greater detail below in Item 9.01.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit 12.1: Computation of earnings to fixed charges being filed as an exhibit to (i) the Registrant's Registration Statement on Form S-3 (File No. 333-109384) and (ii) the Registrant's Registration Statement on Form S-3 (File No. 333-106255).

Exhibit 25.1: Statement of Eligibility of Trustee on Form T-1 under the Trust Indenture Act of 1939, as amended, being filed as an exhibit to the Registrant's Registration Statement on Form S-3 (File No. 333-109384).

SIGNATURES

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

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: November 15, 2004

By: /s/ NICHOLAS J. CAMERA

Nicholas J. Camera
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 12.1:	Computation of earnings to fixed charges being filed as an exhibit to (i) the Registrant's Registration Statement on Form S-3 (File No. 333-109384) and (ii) the Registrant's Registration Statement on Form S-3 (File No. 333-106255).
Exhibit 25.1:	Statement of Eligibility of Trustee on Form T-1 under the Trust Indenture Act of 1939, as amended, being filed as an exhibit to the Registrant's Registration Statement on Form S-3 (File No. 333-109384).

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THE INTERPUBLIC GROUP OF COMPANIES, INC.
CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES(1)
(in millions, except ratios)

	Nine Months Ended September 30, 2004	Year Ended December 31,				
		2003	2002	2001	2000	1999
EARNINGS						
Pre-tax income (loss) from continuing operations	\$ (492.5)	\$ (269.0)	\$ 211.4	\$ (586.4)	\$ 778.9	\$ 630.6
FIXED CHARGES						
Interest expense	117.3	172.8	145.6	164.6	126.3	99.5
Rent interest factor	109.5	149.8	145.2	148.8	141.6	126.1
Total Fixed Charges	\$ 226.8	\$ 322.6	\$ 290.8	\$ 313.4	\$ 267.9	\$ 225.6
Adjusted Earnings	\$ (265.7)	\$ 53.6	\$ 502.2	\$ (273.0)	\$ 1,046.8	\$ 856.2
Ratio of Earnings to Fixed Charges	—(2)	—(2)	1.73x	—(2)	3.91x	3.80x

- (1) In calculating the ratio of earnings to fixed charges, earnings are the sum of earnings from continuing operations before income taxes, income applicable to minority interests and equity in net income (loss) of unconsolidated affiliates, plus fixed charges. Fixed charges are the sum of interest on indebtedness, amortization of debt discount and expense and that portion of net rental expense deemed representative of the interest component.
- (2) For the nine months ended September 30, 2004, and the years ended December 31, 2003 and December 31, 2001, we had a deficiency of earnings to fixed charges. Results as reported would have required additional earnings of \$492.5 million, \$269.0 million and \$586.4 million, respectively, to provide a one-to-one coverage ratio for those periods. The decline in the ratio of earnings to fixed charges subsequently to 2000 is due to lower income from operations, including restructuring and merger-related charges (in 2001, 2003 and 2004), impairment charges (in 2001, 2002, 2003 and 2004) and litigation charges (in 2003) as compared to prior periods.

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[THE INTERPUBLIC GROUP OF COMPANIES, INC. CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES\(1\)_\(in millions, except ratios\)](#)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY UNDER THE
TRUST INDENTURE ACT OF 1939 OF A CORPORATION
DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE
PURSUANT TO SECTION 305(b)(2)**

SUNTRUST BANK

(Exact name of trustee as specified in its charter)

Georgia

(State of incorporation
if not a U.S. national bank)

58-0466330

(I.R.S. employer identification no.)

303 Peachtree Street

30th Floor

Atlanta, Georgia

(Address of principal executive offices)

30308

(Zip Code)

George T. Hogan

SunTrust Bank

25 Park Place, N.E.

24th Floor

Atlanta, Georgia 30303-2900

(404) 588-7591

(Name, address and telephone number of agent for service)

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-1024020

(IRS employer identification no.)

1114 Avenue of the Americas

New York, New York

(Address of principal executive offices)

10036

(Zip Code)

Senior Debt Securities

Pursuant to Registration Statement No. 333-109384

(Title of the indenture securities)

1. General information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

**Department of Banking and Finance,
State of Georgia
Atlanta, Georgia**

**Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Atlanta, Georgia**

**Federal Deposit Insurance Corporation
Washington, D.C.**

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with the Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

3-15 **No responses are included for Items 3 through 15. As provided in General Instruction B, responses to those Items are not required because the obligor is not in default on any securities issued under indentures under which SunTrust Bank is a trustee.**

16. List of Exhibits.

List below all exhibits filed as a part of this statement of eligibility; exhibits identified in parentheses are filed with the Commission and are incorporated herein by reference as exhibits hereto pursuant to Rule 7a-29 under the Trust Indenture Act of 1939, as amended, and Rule 24 of the Commission's Rules of Practice.

- (1) A copy of the Articles of Amendment and Restated Articles of Association of the trustee as now in effect (Incorporated by reference to Exhibit 1 to Form T-1, Registration No. 333-82717 filed by ONEOK, Inc.).
 - (2) A copy of the certificate of authority of the trustee to commence business. (Included in Exhibit 1).
 - (3) A copy of the authorization of the trustee to exercise corporate trust powers (Included in Exhibit 1).
 - (4) A copy of the existing by-laws of the trustee as now in effect (Incorporated by reference to Exhibit 4 to Form T-1, Registration No. 333-82717 filed by ONEOK, Inc.).
 - (5) Not applicable.
 - (6) The consent of the trustee required by Section 321(b) of the Trust Indenture Act of 1939.
 - (7) A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority as of the close of business on June 30, 2004.
 - (8) Not applicable.
 - (9) Not applicable.
-

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the trustee, SunTrust Bank, a banking corporation organized and existing under the laws of the State of Georgia, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta, and the State of Georgia, on the 12th day of November, 2004.

SUNTRUST BANK

By: /s/ George T. Hogan

George T. Hogan
Vice President

**ARTICLES OF ASSOCIATION
OF
SUNTRUST BANK**

(Incorporated by reference to Exhibit 1 to Form T-1, Registration No. 333-82717 filed by ONEOK, Inc.)

**CERTIFICATE OF AUTHORITY
OF
SUNTRUST BANK TO COMMENCE BUSINESS**

(Included in Exhibit 1)

EXHIBIT 3 TO FORM T-1

**AUTHORIZATION
OF
SUNTRUST BANK TO EXERCISE
CORPORATE TRUST POWERS**

(Included in Exhibit 1)

EXHIBIT 4 TO FORM T-1

**BY-LAWS
OF
SUNTRUST BANK**

(Incorporated by reference to Exhibit 4 to Form T-1, Registration No. 333-82717 filed by ONEOK, Inc.)

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, in connection with the proposed issuance of up to \$1,800,000,000 of Senior Debt Securities by The Interpublic Group of Companies, Inc., SunTrust Bank hereby consents that reports of examinations by Federal, State, Territorial or District Authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

SUNTRUST BANK

By:

/s/ George T. Hogan

George T. Hogan
Vice President

EXHIBIT 7 TO FORM T-1

**REPORT OF CONDITION
(ATTACHED)**

**Consolidated Report of Condition for Insured Commercial
 and State-Chartered Savings Banks for June 30, 2004**

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

C400

Dollar Amounts in Thousands

ASSETS					
1.	Cash and balances due from depository institutions (from Schedule RC-A):			<u>RCFD</u>	
a.	Non-interest bearing balances and currency and coin (1)			0081	4,194,416 1.a
b.	Interest-bearing balances (2)			0071	21,915 1.b
2.	Securities:				
a.	Held-to-maturity securities (from Schedule RC-B, column A)			1754	0 2.a
b.	Available-for-sale securities (from Schedule RC-B, column D)			1773	23,009,751 2.b
3.	Federal funds sold and securities purchased under agreements to resell:			<u>RCON</u>	
a.	Federal funds sold in domestic offices			B987	357,925 3.a
b.	Securities purchased under agreements to resell (3)			<u>RCFD</u> B989	3,578,775 3.b
4.	Loans and lease financing receivables (from Schedule RC-C):				
a.	Loans and leases held for sale			5369	5,030,617 4.a
b.	Loans and leases, net of unearned income	B528	82,439,174		4.b
c.	LESS: Allowance for loan and lease losses	3123	938,733		4.c
d.	Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529	81,500,441 4.d
5.	Trading assets (from Schedule RC-D)			3545	1,198,917 5
6.	Premises and fixed assets (including capitalized leases)			2145	1,375,533 6
7.	Other real estate owned (from Schedule RC-M)			2150	20,827 7
8.	Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)			2130	0 8
9.	Customers' liability to this bank on acceptances outstanding			2155	25,849 9
10.	Intangible assets:				10
a.	Goodwill			3163	886,405 10.a
b.	Other intangible assets from Schedule RC-M			0426	613,708 10.b
11.	Other assets (from Schedule RC-F)			2160	4,065,518 11
12.	Total assets (sum of items 1 through 11)			2170	125,880,597 12

(1) Includes cash items in process of collection and unposted debits.

(2) Include time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule RC – Continued

Dollar Amounts in Thousands

LIABILITIES

13.	Deposits:		<u>RCON</u>		
a.	In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I):		2200	78,171,321	13.a
	(1) Noninterest-bearing (1)	6631	11,214,162		13.a.1
	(2) Interest-bearing	6636	66,957,159		13.a.2
b.	In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)		<u>RCFN</u>		
	(1) Noninterest-bearing	6631	0	7,633,771	13.b.1
	(2) Interest-bearing	6636	7,633,771		13.b.2
14.	Federal funds purchased and securities sold under agreements to repurchase:		<u>RCON</u>		
a.	Federal funds purchased in domestic offices (2)		<u>B993</u>	1,826,284	14.a
b.	Securities sold under agreements to repurchase (3)		<u>B995</u>	8,933,552	14.b
15.	Trading liabilities (from Schedule RC-D)		3548	1,043,323	15
16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)		3190	12,892,704	16
17.	Not applicable				
18.	Bank's liability on acceptances executed and outstanding		2920	25,849	18
19.	Subordinated notes and debentures (4)		3200	2,149,384	19
20.	Other liabilities (from Schedule RC-G)		2930	2,177,105	20
21.	Total liabilities (sum of items 13 through 20)		2948	114,853,293	21
22.	Minority interest in consolidated subsidiaries		3000	967,608	22

EQUITY CAPITAL

23.	Perpetual preferred stock and related surplus		3838	0	23
24.	Common stock		3230	21,600	24
25.	Surplus (exclude all surplus related to preferred stock)		3839	3,245,229	25
26.	a. Retained earnings		3632	6,060,212	26.a
	b. Accumulated other comprehensive income (5)		B530	732,655	26.b
27.	Other equity capital components (6)		A130	0	27
28.	Total equity capital (sum of items 23 through 27)		3210	10,059,696	28
29.	Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28)		3300	125,880,597	29

Memorandum To be reported only with the March Report of Condition.

1.	Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2003		<u>RCFD</u>		Number	
			6724		N/A	M.1
1=	Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank	5=	Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
2=	Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)	6=	Review of the bank's financial statements by external auditors			
3=	Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm	7=	Compilation of the bank's financial statements by external auditors			
4=	Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)	8=	Other audit procedures (excluding tax preparation work)			
		9=	No external audit work			

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.

- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "other borrowed money."
 - (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
 - (4) Includes limited-life preferred stock and related surplus.
 - (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 - (6) Includes treasury stock and unearned Employee Stock Ownership Plan Shares.
-

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

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[EXHIBIT 5 TO FORM T-1 \(INTENTIONALLY OMITTED. NOT APPLICABLE.\)](#)

[EXHIBIT 6 TO FORM T-1 CONSENT OF TRUSTEE](#)

[EXHIBIT 7 TO FORM T-1 REPORT OF CONDITION \(ATTACHED\)](#)

[EXHIBIT 8 TO FORM T-1 \(INTENTIONALLY OMITTED. NOT APPLICABLE.\)](#)

[EXHIBIT 9 TO FORM T-1 \(INTENTIONALLY OMITTED. NOT APPLICABLE.\)](#)