
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): February 28, 2002

The Interpublic Group of Companies, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-6686	13-1024020
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1271 Avenue of the Americas, New York, New York		10020
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: 212-399-8000

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

Item 9. Regulation FD Disclosure.

On February 28, 2002, The Interpublic Group of Companies, Inc., in connection with a telephone conference with investors, made available via the internet a slide show relating to fourth quarter and full-year 2001 results.

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: March 4, 2002

By: /s/ Nicholas J. Camera

Nicholas J. Camera
SENIOR VICE PRESIDENT, GENERAL
COUNSEL AND SECRETARY

The
Interpublic
Group of
Companies, Inc

Fourth Quarter 2001
Conference Call Notes

February 28, 2002

Summary
Fourth Quarter Results

(Excludes restructuring charges and other unusual items)

\$ Millions

	2001	2000	Change %
Revenue	\$1,719.5	\$ 2,041.8	(15.8%)
EBITDA	331.8	417.0	(20.4)
Margin %	19.3%	20.4%	
Depreciation	50.1	49.2	2.0
Amortization of Intangibles	46.1	42.4	8.7
Income from Operations	235.6	325.4	(27.6)
Margin %	13.7%	15.9%	
Net Income	111.2	190.5	(41.6)
EPS	.30	.51	(41.2)

Summary
Full Year Results

(Excludes restructuring charges and other unusual items)

\$ Millions

	2001	2000	Change %
	-----	-----	-----
Revenue	\$ 6,726.8	\$ 7,182.7	(6.3%)
EBITDA	1,148.2	1,363.7	(15.8)
Margin %	17.1%	19.0%	
Depreciation	199.2	192.6	3.4
Amortization of Intangibles	173.0	144.3	20.0
Income from Operations	776.0	1,026.8	(24.4)
Margin %	11.5%	14.3%	
Net Income	359.2	570.3	(37.0)
EPS	.96	1.53	(37.3)

Fourth Quarter 2001:
Components of Revenue Change

\$ Millions

2000 Revenue	\$2,041.8	
Effects of:		Variance %
Organic	(205.8)	(10.1)%
Loss of Chrysler	(35.9)	(1.8)
Currency Translation	(52.2)	(2.6)
Acquisitions (net of dispositions)	(28.4)	(1.3)
	-----	-----
2001 Revenue	\$1,719.5	(15.8)%
	=====	=====

Year 2001:
Components of Revenue Change

\$ Millions

2000 Revenue	\$7,182.7	
Effects of:		Variance %
Organic	(207.4)	(2.9)%
Loss of Chrysler	(116.3)	(1.6)
Currency Translation	(159.4)	(2.2)
Acquisitions (net of dispositions)	62.2	0.9
September 11	(35.0)	(0.5)
2001 Revenue	<u>\$6,726.8</u>	<u>(6.3)%</u>

4Q01 Components of Net Income Change

(Excludes restructuring charges and other unusual items)

\$ Millions

4Q 2000 Net Income	\$190.5
Decrease in Revenue	(322.3)
Decrease in Operating Expenses	237.1
Increase in Depreciation and Amortization	(4.6)
Decrease in Non-Operating Items	8.6
Increase in Equity Earnings and Minority Interests	1.9

4Q 2001 Net Income	\$111.2
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2001 Components of Net Income Change

(Excludes restructuring charges and other unusual items)

\$ Millions

2000 Net Income	\$570.3
Decrease in Revenue	(455.9)
Decrease in Operating Expenses	240.4
Increase in Depreciation and Amortization	(35.3)
Decrease in Non-Operating Items	32.9
Increase in Equity Earnings and Minority Interests	6.8

2001 Net Income	\$359.2
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Pro Forma EBITDA Margin Trend

* Estimated impact of September 11: \$35 million or 210 basis points.

	'00	'01
First Quarter	13.4%	14.8%
Second Quarter	23.3%	19.5%
Third Quarter	17.8%	14.4%*
Fourth Quarter	20.4%	19.3%

* Estimated impact of September 11 is \$35 million or 210 basis points, which would have resulted in an EBITDA margin trend of 16.5%.

Selected Cash Flow Items

\$ Millions

	2001	2000
Depreciation and Amortization of Fixed Assets	\$ 199.2	\$ 192.6
Amortization of Intangible Assets	173.0	144.3
Acquisitions	314.1	653.2
Capital Expenditures	268.0	259.5
Dividends -- IPG only	136.6	109.1
Purchase of Treasury Stock	115.7	253.9

Selected Balance Sheet Items

 \$ Millions

	December 31, 2001	September 30, 2001	December 31, 2000
	-----	-----	-----
Cash & Cash Equivalents	\$ 935.2	\$ 685.6	\$ 844.6
Total Debt	2,933.7	3,125.9	2,081.1
Debt as % of Capital	60%	63%	46%
Stockholders' Equity	1,979.3	1,863.5	2,482.4

2001 Net New Business

Key Wins

Verizon
L'Oreal
United Parcel Service
Sepracor
Microsoft
Sirius Satellite Radio
Pfizer/Pharmacia
Coca-Cola
H.J. Heinz
Best Foods (Unilever)

Total Wins \$5,548.5

Key Losses

Gateway
Dell
Fidelity
Gillette Oral Care

AT&T Wireless
Reckitt & Benkiser
PepsiCo

Total Losses \$2,762.9

Net New Business \$2,785.6

2002 New Business Wins

Sony

American Airlines

Starwood Hotels

HSBC

Zenith Electronics

Tricon Global Restaurants

Electrolux

Nextel

Revlon

Deutsche Telekom

MCI Worldcom

- o First and second quarter revenue comparisons remain difficult
- o In a flat full-year revenue scenario, EPS grows 15%
 - If full year revenue increases, each 1% of revenue growth generates an incremental 2% EPS growth
 - If full year revenue declines, margins will equal or exceed 2000 level

Appendix I: Revenue by Discipline

(\$Millions)

	Fourth Quarter Revenue					Full Year Revenue				
	2001	% of Rev	2000	% of Rev	% Change	2001	% of Rev	2000	% of Rev	% Change
Promotion Event And Direct Marketing (Incl. Healthcare Marketing)	371.5	21.6%	415.5	20.3%	(11%)	1,429.1	21.2%	1,366.6	19.0%	5%
Public Relations	124.8	7.3%	165.7	8.1%	(25%)	578.1	8.6%	611.3	8.5%	(5%)
Marketing Intelligence	146.8	8.5%	158.5	9.7%	(7%)	551.5	8.2%	555.6	7.7%	(1%)
Interactive	23.9	1.4%	39.1	2.0%	(39%)	106.7	1.6%	164.9	2.3%	(35%)
Total Specialized Marketing Services	667.0	38.8%	778.8	38.1%	(14%)	2,665.4	39.6%	2,698.3	37.6%	(1%)
Total Media Buying & Advertising	1,052.5	61.2%	1,263.0	61.9%	(17%)	4,061.4	60.4%	4,484.4	62.4%	(9%)
Total	1,719.5	100%	2,041.8	100%	(16%)	6,726.8	100%	7,182.7	100%	(6%)

Appendix II: Revenue by Region
Fourth Quarter 2001

(\$Millions)

	Revenue	% Total	% Change	% Change Constant \$	% Change Organic

Europe	\$ 496.6	29%	(10%)	(6%)	(7%)
Latin America	96.4	6%	(14%)	(6%)	(7%)
Asia/Other	158.5	9%	(18%)	(12%)	(11%)
Canada	49.5	3%	(5%)	(1%)	3%

Total International	801.0	47%	(12%)	(7%)	(6%)
Total Domestic	918.5	53%	(19%)	(19%)	(15%)

Total	\$1,719.5	100%	(16%)	(14%)	(10.1%)
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Appendix II: Revenue by Region
Year 2001

(Millions)

	Revenue	% Total	% Change	% Change Constant \$	% Change Organic
Europe	\$1,840.7	27%	0%	4%	0%
Latin America	327.1	5%	(2%)	9%	4%
Asia/Other	583.6	9%	(3%)	4%	0%
Canada	169.6	2%	4%	8%	3%
Total International	2,921.0	43%	(1%)	5%	3%
Total Domestic	3,805.8	57%	(10%)	(10%)	(7%)
Total	\$6,726.8	100%	(6%)	(4%)	(2.9%)

Appendix III: 2001 Quarterly Results
 Restated for FAS 142

(Excludes one time charges and restructuring items)

	1Q	2Q	3Q	4Q	Year
Revenue	\$1,658.3	\$1,743.4	\$1,605.6	\$1,719.5	\$6,726.8
EBITDA	246.1	339.1	231.2	331.8	1,148.2
Margin %	14.8%	19.5%	14.4%	19.3%	17.1%
Depreciation	49.6	50.4	49.1	50.1	199.2
Amortization of Intangibles	0.9	1.0	1.0	1.0	3.9
Income from Operations	195.6	287.8	181.1	280.7	945.2
Margin %	11.8%	16.5%	11.3%	16.3%	14.1%
Net Income	111.8	152.1	89.8	150.3	504.0
EPS	.30	.40	.24	.40	1.34

Appendix IV: Summary of Restructuring
Charges and One Time Items

Full Year 2001
(\$ Millions)

	Total	Cash	Non-cash	Annualized Savings
Severance	\$297.5	\$297.5	\$ -	\$250.0
Facilities costs	257.6	180.1	77.5	50.0
Other Restructuring Costs	53.3	32.2	21.1	
Transaction costs 37.2	31.5	5.7		
	-----	-----	-----	-----
	\$645.6	\$541.3	\$104.3	\$300.0
	=====	=====	=====	=====
Goodwill and other charges	\$303.1	-	\$303.1	-
Investment write-offs	208.3	-	208.3	-
Other Non Recurring (Net)	35.4		35.4	
	-----		-----	
	\$546.8		\$546.8	
	=====		=====	

Appendix V: Summary of Reported
Fourth Quarter Results

\$ Millions

	2001	2000	Change %
	-----	-----	-----
Revenue	\$ 1,719.5	\$ 2,041.8	(15.8%)
EBITDA	331.8	354.8	(6.5)
Margin %	19.3%	17.4%	
Depreciation	50.1	49.1	2.0
Amortization of Intangibles	46.1	42.5	8.5
Income from Operations	235.6	263.2	(10.5)
Margin %	13.7%	12.9%	
Net Income	111.2	113.0	(1.6)
EPS	.30	.30	-

Appendix VI: Summary of Reported
Full Year Results

\$ Millions

	2001	2000	Change %
	-----	-----	-----
Revenue	\$ 6,726.8	\$ 7,182.7	(6.3%)
EBITDA	164.0	1,186.0	(86.2)
Margin %	2.4%	16.5%	
Depreciation	199.2	192.6	3.4
Amortization of Intangibles	173.0	144.3	19.9
Income (Loss) from Operations	(208.1)	849.1	(124.5)
Margin %	(3.1%)	11.8%	
Net Income (Loss)	(505.3)	420.3	(220.2)
EPS	(1.37)	1.14	(220.2)

Cautionary Statement

This document contains forward-looking statements. Statements that are not historical fact, including statements about Interpublic's beliefs and expectations constitute forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made, and Interpublic undertakes no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. Interpublic cautions that 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, those associated with the effect of national and regional economic conditions, the ability of Interpublic to attract new clients and retain existing clients, the financial success of the clients of Interpublic, and developments from changes in the regulatory and legal environment for advertising companies around the world, and the successful completion and integration of acquisitions which complement and expand Interpublic's business capabilities.

Another important factor is Interpublic's acquisition strategy. One of Interpublic's business strategies is to acquire businesses that complement and expand its current business capabilities. Accordingly, Interpublic is usually engaged in evaluating potential acquisition candidates. Interpublic is currently engaged in a number of preliminary discussions that may result in one or more substantial acquisitions. These acquisition opportunities require confidentiality and from time to time give rise to bidding scenarios that require quick responses by Interpublic. Although there is uncertainty that any of these discussions will result in definitive agreements or the completion of any transactions, the announcement of any such transaction may lead to increased volatility in the trading price of the shares of Interpublic.

Moreover, the success of recent or contemplated future acquisitions will depend on the effective integration of newly-acquired businesses into Interpublic's current activities. Important factors for integration include realization of anticipated synergies and the ability to retain new personnel and clients.

This document includes financial information calculated on a "pro forma" basis. This "pro forma" financial information, by its very nature, departs from traditional accounting conventions. Accordingly, "pro forma" financial information should be read in conjunction with, and should not be viewed as a substitute for, the information prepared in accordance with Generally Accepted Accounting Principles (GAAP) contained in this document, including the GAAP numbers under the "actual reported" columns in the unaudited "consolidated summaries of earnings" contained in this document.

Investors should evaluate any statements in light of these important factors.