

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 8-K

December 02, 2011

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

FORM 8-K

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

Date of report (Date of earliest event reported): December 1, 2011

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) |

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

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

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01

Other Events.

As a result of the cumulative effect of (1) the cash dividend on common stock declared by the Board of Directors of The Interpublic Group of Companies, Inc. (“IPG” or the “Company”) payable on December 15, 2011 to holders of record as of December 1, 2011, and (2) the common stock cash dividend paid on September 23, 2011, the number of shares of IPG common stock into which certain of the Company’s convertible securities may be converted has been adjusted in accordance with their terms.

The applicable conversion rates for IPG’s 4.25% Convertible Senior Notes due 2023 (the “4.25% Notes”) and 4.75% Convertible Senior Notes due 2023 (the “4.75% Notes”) have been adjusted as follows:

| | Former Conversion Rate | New Conversion Rate | Former Total Conversion Shares | New Total Conversion Shares |
|-------------|---------------------------|------------------------|-----------------------------------|--------------------------------|
| 4.25% Notes | 81.3289 | 82.4612 | 32,531,560 | 32,984,480 |
| 4.75% Notes | 81.3289 | 82.4612 | 16,265,780 | 16,492,240 |

The conversion rate with respect to the 4.25% Notes and the 4.75% Notes is the number of IPG common shares into which each \$1,000 principal amount of notes may be converted, which as adjusted represents a conversion price of approximately \$12.13 per conversion share.

The conversion rate with respect to the Company’s 5 1/4% Series B Cumulative Convertible Perpetual Preferred Stock has not been adjusted since September 2011 because the applicable threshold before further adjustment is required has not been reached.

SIGNATURES

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

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: December 2, 2011

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