

INTERPUBLIC GROUP OF COMPANIES INC

Form 8-A12B

December 12, 2003

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE INTERPUBLIC GROUP OF COMPANIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE 13-1024020
(State of Incorporation or Organization) (I.R.S. Employer Identification no.)

1271 Avenue of the Americas
New York, New York 10020
(Address of Principal Executive Offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
333-109384

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered ----- | Name of Each Exchange on Which Each Class is to be Registered ----- |
|--|---|
| Series A Mandatory Convertible Preferred Stock, no par value, liquidation preference \$50.00 per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: None.

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Item 1. Description of Registrant's Securities to be Registered.

The Interpublic Group of Companies, Inc. (the "Registrant") registers hereunder its Series A Mandatory Convertible Preferred Stock (the "Preferred Stock"). A general description of the Preferred Stock may be found on page 31 of the prospectus forming part of the Registrant's Amendment No. 1 to

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Form S-3 Registration Statement (Registration No. 333-109384), filed with the Securities and Exchange Commission (the "Commission") and declared effective on November 20, 2003. In addition, a detailed description of the Preferred Stock may be found under the heading "Description of Series A Mandatory Convertible Preferred Stock" beginning on page S-21 of the preliminary prospectus supplement, subject to completion, dated December 9, 2003 (Registration No. 333-109384), which description is hereby incorporated herein by reference and made part of this registration statement in its entirety. The Registrant also incorporates by reference its contemplated future filing of the final prospectus supplement pursuant to Rule 424(b).

Item 2. Exhibits.

The following exhibits are filed as part of this registration statement:

- 3.1 Restated Certificate of Incorporation of the Registrant, filed as Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, is incorporated herein by reference.
- 3.2 Bylaws of the Registrant, amended as of July 31, 2003, filed as Exhibit 3(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, is incorporated herein by reference.
- 4.1* Form of Certificate of Designations of Series A Mandatory Convertible Preferred Stock of the Registrant.
- 99(A) Preliminary Prospectus Supplement, subject to completion, dated December 9, 2003, is incorporated herein by reference to the Registrant's filing under Rule 424(b) with the Commission on December 10, 2003 (Registration No. 333-109384).
- 99(B) Registration Statement on Form S-3 (Registration No. 333-109384), as amended by Amendment No. 1 to the Registration Statement on Form S-3, filed with the Commission and declared effective on November 20, 2003, is incorporated herein by reference.

* Form of Certificate of Designations of Series A Mandatory Convertible Preferred Stock is filed herewith. The executed Certificate of Designations of Series A Mandatory Convertible Preferred Stock will be filed as an exhibit to a Current Report on Form 8-K filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 12, 2003

The Interpublic Group of Companies, Inc.
(Registrant)
By: /s/ Nicholas J. Camera

Name: Nicholas J. Camera
Title: Senior Vice President,

EXHIBIT INDEX

| Exhibit No. ----- | Description of Exhibit ----- |
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