INTERPUBLIC GROUP OF COMPANIES INC
Form 8-K
December 05, 2003

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 5, 2003

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	1-6686	13 -1024020
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. 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

Item 5. Other Events and Regulation FD Disclosure.

On December 5, 2003, The Interpublic Group of Companies, Inc. ("Interpublic") issued a press release, attached hereto as exhibit 99.1, which is hereby incorporated by reference, announcing a proposed settlement of the consolidated class action shareholder suits currently pending in federal district court in New York. The settlement is subject to the execution of a definitive settlement agreement and approval from the federal district court judge. Under the proposed settlement, Interpublic will pay $115 million, of which $20 million will be cash and $95 million will be common stock of Interpublic. The shares to be disbursed will be valued at $14.50 per share, thereby resulting in the disbursement of 6,551,725 shares of Interpublic common stock. The parties to the settlement have also agreed that, should the price of Interpublic common stock drop below $8.70 per share prior to final approval of the settlement, Interpublic will issue at its sole discretion either additional stock or cash so that the consideration for the stock portion of the settlement will have a total value of $57 million.

Item 7. Financial Statements and Exhibits.

On December 5, 2003, the Company issued a press release announcing a proposed settlement of the consolidated class actions shareholder suits currently pending in federal district court in New York, a copy of which is attached hereto as Exhibit 99.1.

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 5, 2003 by: /s/ NICHOLAS J. CAMERA

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