

Edgar Filing: MODEM MEDIA INC - Form SC 13G

MODEM MEDIA INC  
Form SC 13G  
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)\*

Modem Media, Inc.

-----  
(Name of Issuer)

Common Stock (\$0.001 par value)

-----  
(Title of Class of Securities)

60753310

-----  
(CUSIP Number)

Nicholas J. Camera, Esq.  
Senior Vice President, General Counsel & Secretary  
The Interpublic Group of Companies, Inc.  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 399-8000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Interpublic Group of Companies, Inc.  
13-1024020

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- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware Corporation
- |              |   |                          |                                   |
|--------------|---|--------------------------|-----------------------------------|
|              | 5 | SOLE VOTING POWER        |                                   |
|              |   |                          | 11,103,305 shares of Common Stock |
| NUMBER OF    | 6 | SHARED VOTING POWER      |                                   |
| SHARES       |   | (see Item 4(a))          |                                   |
| BENEFICIALLY | 7 | SOLE DISPOSITIVE POWER   |                                   |
| OWNED BY     |   |                          | 11,103,305 shares of Common Stock |
| EACH         | 8 | SHARED DISPOSITIVE POWER |                                   |
| REPORTING    |   | (see Item 4(a))          |                                   |
| PERSON       |   |                          |                                   |
| WITH         |   |                          |                                   |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,103,305 shares of Common Stock
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
43.0% of the Common Stock
- 12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

- (a) Name of Issuer:  
Modem Media, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
230 East Avenue  
Norwalk, CT 06855

Item 2.

- (a) Name of Persons Filing:  
The Interpublic Group of Companies, Inc.
- (b) Address of Principal Business Office:  
1271 Avenue of the Americas  
New York, New York 10020
- (c) Citizenship:

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a Delaware corporation

(d) Title of Class of Securities:  
Common Stock

(e) CUSIP Number:  
60753310

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

This statement is being filed pursuant to Rule 13-1(d).

- (a)  [ ] Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b)  [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c)  [ ] Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  [ ] Investment Company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8)
- (e)  [ ] Person registered as an investment adviser under Section 203 of the Investment Advisers Act of 1940 (15 U.S.C. 80b-3) or under the laws of any state.
- (f)  [ ] Employee Benefit Plan or Endowment Fund in accordance with Section 240.13d-1(b)(1)(ii)(F)
- (g)  [ ] Parent Holding Company or Control Person in accordance with Section 240.13d-1(b)(ii)(G)
- (h)  [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  [ ] Group in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount Beneficially Owned:  
See cover page, item 9

(b) Percent of Class:  
See cover page, item 11

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
See cover page, item 5
  - (ii) Shared power to vote or to direct the vote:  
See cover page, item 6
  - (iii) Sole power to dispose or to direct the disposition of:  
See cover page, item 7
  - (iv) Shared power to direct the disposition of:  
See cover page, item 8

Item 5. Ownership of Five Percent or Less of a Class

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If this statement is being filed to report the fact that as of [ ] the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

- Item 6. Ownership of More than Five Percent on Behalf of Another Person  
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company  
Not Applicable
- Item 8. Identification and Classification of Members of the Group  
Not Applicable
- Item 9. Notice of Dissolution of Group  
Not Applicable
- Item 10. Certification  
Not Applicable.

SIGNATURE

After reasonable inquiry, and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: /s/ Nicholas J. Camera

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Name: Nicholas J. Camera  
Title: Senior Vice President, General  
Counsel & Secretary