

INTERPUBLIC GROUP OF COMPANIES, INC.
Form DEFA14A
April 08, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Name of the Registrant as Specified In Its Charter

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Vote by Internet

Go to www.envisionreports.com/IPG
Or scan the QR code with your
smartphone
Follow the steps outlined on the secure
website

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on
Thursday, May 19, 2016**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/IPG to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 10, 2016 to facilitate timely delivery.

The 2016 Annual Meeting of Shareholders of The Interpublic Group of Companies, Inc. (Interpublic) will be held at the Paley Center for Media, 25 W. 52nd Street, New York, New York 10019, on Thursday, May 19, 2016, at 9:30 A.M. Eastern Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote FOR the election of each of the nominees for Director, FOR proposals 2, 3 and 4 and AGAINST proposals 5 and 6.

1. Election of Directors: Jocelyn Carter-Miller, Deborah G. Ellinger, H. John Greeniaus, Mary J. Steele Guilfoile, Dawn Hudson, William T. Kerr, Henry S. Miller, Jonathan F. Miller, Michael I. Roth and David M. Thomas;
2. Ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic's independent registered public accounting firm for 2016;
3. Advisory vote to approve named executive officer compensation;
4. Approval of The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016);
5. Shareholder proposal entitled Shareholder Proxy Access; and
6. Shareholder proposal entitled Independent Board Chairman.

The Board of Directors has fixed the close of business on March 24, 2016 as the record date (the Record Date) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Meeting Location:

Paley Center for Media

25 W. 52nd Street

New York, New York 10019

The following Proxy Materials are available for you to review online:

Interpublic's 2016 Proxy Statement (including all attachments thereto);
Interpublic's Annual Report for the year ended December 31, 2015 (which is not deemed to be part of the official proxy soliciting materials); and
any amendments to the foregoing materials that are required to be furnished to shareholders.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g **Internet** Go to **www.envisionreports.com/IPG**. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g **Email** Send email to investorvote@computershare.com with Proxy Materials The Interpublic Group of Companies, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 10, 2016.

02BOFD