

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 8-K

May 28, 2013

**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): May 23, 2013**

**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.)**

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**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 5.07. Submission of Matters to a Vote of Security Holders**

(a) The Annual Meeting of Shareholders of The Interpublic Group of Companies, Inc. ( IPG ) was held on May 23, 2013.

(b) The following matters were voted upon with the final results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

| NOMINEE                  | <b>BROKER</b> |            |           |            |
|--------------------------|---------------|------------|-----------|------------|
|                          | FOR           | AGAINST    | ABSTAIN   | NON-VOTES  |
| Jocelyn Carter-Miller    | 351,154,458   | 339,604    | 1,085,609 | 20,736,176 |
| Jill M. Considine        | 342,127,707   | 9,313,979  | 1,137,985 | 20,736,176 |
| Richard A. Goldstein     | 342,164,657   | 9,274,372  | 1,140,642 | 20,736,176 |
| Mary J. Steele Guilfoile | 351,143,840   | 323,812    | 1,112,019 | 20,736,176 |
| H. John Greeniaus        | 342,162,075   | 9,272,977  | 1,144,619 | 20,736,176 |
| Dawn Hudson              | 348,380,665   | 3,116,237  | 1,082,769 | 20,736,176 |
| William T. Kerr          | 351,137,310   | 353,212    | 1,089,149 | 20,736,176 |
| Michael I. Roth          | 332,391,486   | 17,542,418 | 2,645,767 | 20,736,176 |
| David M. Thomas          | 349,693,287   | 1,801,687  | 1,084,697 | 20,736,176 |

2. A proposal to approve confirmation of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal year 2013 was approved with the votes set forth below. There were no broker non-votes.

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 362,459,272 |
| <b>Against</b>          | 9,650,585   |
| <b>Abstain</b>          | 1,205,990   |
| <b>Broker non-votes</b> | 0           |

3. An advisory ballot question on named executive officer compensation was approved with the votes set forth below:

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 343,986,627 |
| <b>Against</b>          | 7,341,623   |
| <b>Abstain</b>          | 1,251,421   |
| <b>Broker non-votes</b> | 20,736,176  |

4. A shareholder proposal calling for full disclosure of IPG's EEO-1 data was defeated with the votes set forth below:

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 23,523,150  |
| <b>Against</b>          | 272,993,975 |
| <b>Abstain</b>          | 56,062,546  |
| <b>Broker non-votes</b> | 20,736,176  |

5. A shareholder proposal on limiting the accelerated vesting of outstanding equity awards in the event of a change in control to pro rata vesting was defeated with the votes set forth below:

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 134,327,405 |
| <b>Against</b>          | 215,942,162 |
| <b>Abstain</b>          | 2,310,104   |
| <b>Broker non-votes</b> | 20,736,176  |

**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: May 28, 2013

By: /s/ ANDREW BONZANI

Andrew Bonzani

Senior Vice President, General Counsel and

Secretary