

INTERPUBLIC GROUP OF COMPANIES, INC.  
Form FWP  
March 31, 2014

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration No. 333-179667

March 31, 2014

**Final Term Sheet**

**4.20% Senior Notes due 2024**

Issuer:	The Interpublic Group of Companies, Inc.
Size:	\$500,000,000
Title of Securities:	4.20% Senior Notes due 2024 (the Notes )
Maturity Date:	April 15, 2024
Coupon:	4.20%
Reoffer Yield:	4.223%
Trade Date:	March 31, 2014
Settlement Date:	April 3, 2014 (T+3)
Price to Public:	99.812% of principal amount
Spread to Benchmark Treasury:	T+150 basis points
Benchmark Treasury:	2.750% due February 15, 2024
Benchmark Treasury Price/Yield:	100-07+ / 2.723%
Make-Whole Call:	At any time at a discount rate of Treasury plus 25 basis points
Interest Payment Dates:	April 15 and October 15, beginning October 15, 2014
Expected Ratings*:	Baa3/Stable (Moody s) BB+/Stable (S&P) BBB/Stable (Fitch)
CUSIP/ISIN:	460690 BL3 / US460690BL39

Joint Book-Running Managers:

Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC

Co-Managers:

HSBC Securities (USA) Inc.  
Lloyds Securities Inc.  
Barclays Capital Inc.  
BBVA Securities Inc.  
Banca IMI S.p.A.  
Danske Markets Inc.  
ING Financial Markets LLC  
RBS Securities Inc.  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

**The issuer has filed a registration statement, including a prospectus and a preliminary prospectus supplement, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the preliminary prospectus supplement (or, if available, the prospectus supplement) if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

**\*The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by the assigning rating organization. Each of the security ratings above should be evaluated independently of any other security rating.**