

INTERPUBLIC GROUP OF COMPANIES, INC.

Form DEF 14A

April 13, 2017

[Table of Contents](#)

**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.

Edgar Filing: INTERPUBLIC GROUP OF COMPANIES, INC. - Form DEF 14A

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.**

**Table of Contents**

**The Interpublic Group of Companies, Inc.**

**909 Third Avenue, New York, NY 10022**

April 13, 2017

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of The Interpublic Group of Companies, Inc., to be held at 9:30 A.M. Eastern Time, on Thursday, May 25, 2017. The meeting will be held at the Paley Center for Media, 25 West 52 Street, New York, NY 10019.

This year, we are pleased to once again use the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials on the Internet. As a result, we are mailing to many of our Stockholders a notice of the online availability of our proxy materials instead of paper copies of this proxy statement and our 2016 Annual Report. The notice contains instructions on how to access those documents online. The notice also contains instructions on how Stockholders receiving the notice can request a paper copy of our proxy materials, including this proxy statement, our 2016 Annual Report and a form of proxy card or voting instruction card. This distribution method conserves natural resources and reduces the costs of printing and distributing our proxy materials.

The business to be considered is described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. In addition to these matters, we will present a report on the state of our Company.

We hope you will be able to attend.

Sincerely,

Michael I. Roth

*Chairman of the Board*

*and Chief Executive Officer*

**Table of Contents**

**The Interpublic Group of Companies, Inc.**

**909 Third Avenue, New York, NY 10022**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Time and Date:** 9:30 a.m., local time, on Thursday, May 25, 2017

**Place:** The Paley Center for Media, 25 West 52 Street, New York, NY 10019  
**Items of Business:**

1. To elect the nine directors listed on pages 4-7 of the enclosed Proxy Statement;
  2. To ratify the appointment of PricewaterhouseCoopers LLP as Interpublic's independent registered public accounting firm for the year 2017;
  3. To hold an advisory vote on named executive officer compensation;
  4. To hold an advisory vote on the frequency of the advisory vote on named executive officer compensation;
  5. Transaction of such other business as may properly come before the meeting.
- Information about the foregoing matters to be voted upon at the Annual Meeting is contained in the Proxy Statement.

The close of business on April 5, 2017 has been established as the record date for the determination of Stockholders entitled to notice of and to vote at this meeting and any adjournment thereof.

Stockholders will need to present a valid photo identification to be admitted to the Annual Meeting. Please note that the use of photographic and recording devices is prohibited at the meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on May 25, 2017.**

**Interpublic's 2017 Proxy Statement and 2016 Annual Report are available electronically at <http://www.interpublic.com>.**

By Order of the Board of Directors,

Andrew Bonzani

*Senior Vice President, General Counsel and Secretary*

**Your vote is important! Whether or not you plan to attend the meeting in person, please take a moment to vote by Internet, telephone or completing a proxy card as described in the *How Do I Vote* section of this document. Your prompt cooperation will save Interpublic additional solicitation costs. You may revoke your proxy as described in the *How Can I Revoke My Proxy or Change My Vote* section of this document if you decide to change your vote or if you decide to attend the meeting and vote in person.**

Dated: April 13, 2017

**Table of Contents**

**Table of Contents**

<b><u>INTRODUCTION</u></b>	<b>1</b>
<b><u>FREQUENTLY ASKED QUESTIONS</u></b>	<b>1</b>
<b><u>ITEM 1. ELECTION OF DIRECTORS</u></b>	<b>4</b>
<b><u>OUR CORPORATE GOVERNANCE FRAMEWORK</u></b>	<b>8</b>
<u>Interpublic Governance Highlights</u>	8
<u>Corporate Governance Principles and Practices</u>	9
<u>Communications with the Board of Directors</u>	11
<u>Meetings and Committees of the Board</u>	11
<u>Board Leadership Structure</u>	14
<u>The Board's Role in Risk Oversight</u>	14
<u>Transactions with Related Persons</u>	15
<u>Director Share Ownership Guidelines</u>	16
<b><u>NON-MANAGEMENT DIRECTOR COMPENSATION</u></b>	<b>17</b>
<u>Director Summary Compensation Table</u>	18
<b><u>ITEM 2. APPOINTMENT OF REGISTERED PUBLIC ACCOUNTING FIRM</u></b>	<b>19</b>
<b><u>AUDIT COMMITTEE REPORT</u></b>	<b>20</b>
<b><u>ITEM 3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u></b>	<b>21</b>
<b><u>ITEM 4. ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION</u></b>	<b>22</b>
<b><u>COMPENSATION DISCUSSION &amp; ANALYSIS</u></b>	<b>23</b>
<u>Overview of Executive Compensation Programs</u>	23
<u>Compensation Practices &amp; Corporate Governance</u>	23
<u>2016 Business Highlights</u>	24
<u>Aligning Pay with Performance</u>	26
<u>Changes in Target Compensation in 2016</u>	27
<u>2016 Compensation Enhancements &amp; Link to Strategy</u>	28
<u>Base Salary</u>	28
<u>Annual Incentives</u>	29
<u>Long-term Incentives</u>	32
<u>Compensation Philosophy and Basic Principles</u>	35
<u>How Compensation Decisions are Made</u>	36
<u>Use of Competitive Data for Compensation Reviews</u>	38
<u>Retirement Benefits</u>	38
<u>Severance and Change of Control Benefits</u>	39
<u>Share Ownership Guidelines</u>	40
<u>Tax and Accounting Implications</u>	40
<u>Compensation Risk</u>	41
<u>Compensation Recovery in the Event of a Financial Restatement</u>	41
<b><u>COMPENSATION AND LEADERSHIP TALENT COMMITTEE REPORT</u></b>	<b>42</b>

<b><u>EXECUTIVE COMPENSATION</u></b>	<b>43</b>
<u>Summary Compensation Table</u>	43
<u>Grants of Plan-Based Awards</u>	46
<u>Outstanding Equity Awards at Fiscal Year-End</u>	48
<u>Option Exercises and Stock Vested</u>	49
<u>Pension Arrangements</u>	50
<u>Nonqualified Deferred Compensation Arrangements</u>	51
<u>Employment Agreements, Termination of Employment and Change of Control Arrangements</u>	53
<u>Severance and Change of Control Benefits</u>	56
<u>Keys to Termination of Employment and Change of Control Payments</u>	57
<u>Estimated Termination of Employment and Change of Control Payments</u>	59
<b><u>OUTSTANDING SHARES AND OWNERSHIP OF COMMON STOCK</u></b>	<b>61</b>
<u>Outstanding Shares</u>	61
<u>Share Ownership of Certain Beneficial Owners</u>	61
<u>Share Ownership of Management</u>	62
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	62
<b><u>INFORMATION FOR STOCKHOLDERS THAT HOLD INTERPUBLIC COMMON STOCK THROUGH A BANK OR BROKER</u></b>	<b>63</b>
<b><u>INFORMATION FOR PARTICIPANTS IN THE INTERPUBLIC GROUP OF COMPANIES, INC. SAVINGS PLAN</u></b>	<b>63</b>



**Table of Contents**

**THE INTERPUBLIC GROUP OF COMPANIES, INC.**

**Proxy Statement**

**INTRODUCTION**

The Board of Directors of The Interpublic Group of Companies, Inc. ( Interpublic, IPG, the Company, us, we or providing this Proxy Statement in connection with the Annual Meeting of Stockholders, which will be held in the Paley Center for Media, 25 West 52 Street, New York, NY, at 9:30 a.m., Eastern Time, on Thursday,

May 25, 2017. Interpublic's principal executive office is located at 909 Third Avenue, New York, NY 10022. The proxy materials are first being sent to Stockholders beginning on or about April 13, 2017.

This Proxy Statement is also available on our website at <http://www.interpublic.com>.

**Why Did I Receive a Notice in the Mail Regarding the Internet Availability of the Proxy Materials Instead of a Paper Copy of the Proxy Materials?**

Again this year, we are taking advantage of the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our Stockholders of record a notice of the Internet availability of the proxy materials in lieu of a paper copy of the proxy materials. All Stockholders receiving this Notice of Availability may access the proxy materials over the Internet or request a paper copy of the proxy materials by mail. In addition, the Notice of Availability has instructions on how you may request access to proxy materials by mail or electronically on an ongoing basis.

Choosing to access your future proxy materials electronically will reduce the costs of distributing our proxy materials and helps conserve natural resources. If you choose to access future proxy materials electronically, in connection with future meetings you will receive an email of a Notice of Availability with instructions containing a link to the website where the proxy materials are available and a link to the proxy voting website. Your election to access proxy materials electronically will remain in effect until it is terminated by you.

## Who Can Vote?

You are entitled to vote or direct the voting of your shares of Interpublic common stock (the Common Stock ) if you were a stockholder on April 5, 2017, the record date for the Annual Meeting. On April 5, 2017, approximately 395,112,354 shares of Common Stock were outstanding.

## Who is the Holder of Record?

You may own your shares of Common Stock either

directly registered in your name at our transfer agent, Computershare; or  
indirectly through a broker, bank or other intermediary.

If your shares are registered directly in your name, you are the Holder of Record of these shares, and we are sending these proxy materials directly to you. If you hold shares indirectly through a broker, bank or other intermediary, these materials are being sent to you by or on behalf of that entity.

## How Do I Vote?

Your vote is important. We encourage you to vote promptly. You may vote in any one of the following ways:

## Holders of Record

*By Telephone.* You can vote your shares by telephone, by calling 1-866-540-5760. Telephone voting is available 24 hours a day and 7 days a week. If you vote by telephone, you do not need to return a proxy card. Your vote by telephone must be received by 1 a.m. EDT, May 25, 2017.

*By Internet.* You can also vote on the internet. The website address for Internet voting is <http://www.proxyvoting.com/ipg>. Internet voting is available 24 hours a day and 7 days a week. If you vote by internet, you do not need to return your proxy card. Your vote by internet must be received by 1 a.m. EDT, May 25, 2017.

*By Mail.* If you choose to vote by mail, complete the proxy card enclosed with the mailed proxy material, date and sign it, and return it in the postage-paid envelope provided. Your vote by mail must be received by 5 p.m. EDT, May 24, 2017.

*By Attending the Annual Meeting.* If you attend the Annual Meeting, you can vote your shares in person by written ballot. You must present a valid photo identification for admission to the Annual Meeting. Please refer to the instructions set forth on the proxy card.



**Table of Contents**

Frequently Asked Questions

**Shares Held by Brokers, Banks and Other Intermediaries**

If your shares of Common Stock are held through a broker, bank or other intermediary, you will receive instructions from that entity regarding the voting of your shares.

If you plan to attend the Annual Meeting and vote in person, you will need to contact your broker, bank or other intermediary in advance of the meeting to obtain a legal proxy to permit you to vote by written ballot at the Annual Meeting.

**How Many Shares Must be Present to Hold the Annual Meeting?**

A quorum is required to transact business at the Annual Meeting. We will have a quorum at the Annual Meeting if the holders of more than 50% of the outstanding shares of Common Stock entitled to vote are present at the meeting, either in person or by proxy.

**How are Votes Counted?**

For all matters being submitted to a vote of Stockholders, only proxies and ballots that indicate votes *FOR*, *AGAINST* or *ABSTAIN* on the proposals, or that provide the designated proxies with the right to vote in their judgment and discretion on the proposals are counted to determine the number of shares present and entitled to vote.

A New York Stock Exchange ( NYSE ) member broker that holds shares for the account of a customer has the authority to vote on certain limited matters without instructions from the customer. Of the matters being submitted to a vote of Stockholders at the Annual Meeting, NYSE rules permit member brokers to vote without instructions only on the proposal to ratify the appointment of our independent auditor. On each of the other matters, NYSE members may not vote without customer instruction. A notation by a broker on a returned proxy that it is not permitted to vote on particular matters due to the NYSE rules is referred to as a broker non-vote.

**How will my shares be voted at the Annual Meeting?**

The individuals named as proxies on the proxy card will vote your shares in accordance with your instructions. Please review the voting instructions and read the entire text of the proposals and the positions of the Board of Directors in the Proxy Statement prior to marking your vote. If your proxy card is signed and returned without specifying a vote or an abstention on a proposal, it will be voted according to the recommendation of the Board of Directors on that proposal.

That recommendation is shown for each proposal on the proxy card.

**What are the Board of Directors Voting Recommendations?**

For the reasons set forth in more detail later in the Proxy Statement, our Board of Directors recommends a vote:

**FOR** the Board's nominees for election as directors;

**FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic's independent registered public accounting firm for 2017;

**FOR** the advisory vote to approve named executive officer compensation; and

**FOR** the frequency of the vote on the advisory vote to approve named executive officer compensation.

**What Vote is Required to Approve Each Proposal?**

The table below shows the vote required to approve the matters being submitted to a vote of Stockholders at the Annual Meeting:

<b>Proposals</b>	<b>Vote Required</b>	<b>Do abstentions count as shares present and entitled to vote?</b>	<b>Do broker non-votes count as shares present and entitled to vote?</b>
Election of each Director	Majority of shares present and entitled to vote	Yes	No
Ratification of the Appointment of Pricewaterhouse-Coopers LLP*	Majority of shares present and entitled to vote	Yes	N/A
Advisory Vote to Approve Named Executive Officer Compensation*	Majority of shares present and entitled to vote	Yes	No
	Majority of	Yes	No

Advisory Vote on Frequency of shares present  
Vote to Approve Named  
Executive Officer and entitled  
Compensation\* to vote

\* Advisory and non-binding

**2** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

Frequently Asked Questions

**How Can I Revoke My Proxy or Change My Vote?**

You can revoke your proxy or change your vote by:

**Holders of Record**

Sending written notice of revocation to the SVP, General Counsel & Secretary of Interpublic prior to the Annual Meeting;

Submitting a later dated proxy by mail or, prior to 1 a.m., EDT, on May 25, 2017, by telephone or Internet; or

Attending the Annual Meeting and voting in person by written ballot.

**Stock Held by Brokers, Banks and Other Intermediaries**

You must contact your broker, bank or other intermediary to obtain instructions on how to revoke your proxy or change your vote.

**Who Will Count the Vote?**

The Board of Directors has appointed Computershare to act as Inspector of Election at the 2017 Annual Meeting.

**Who Is The Proxy Solicitor?**

D.F. King & Co., Inc. has been retained by Interpublic to assist with the Annual Meeting, including the distribution of proxy materials and solicitation of votes, for a fee of \$18,000, plus reimbursement of expenses to be paid by Interpublic. In addition, our directors, officers or employees may solicit proxies for us in person or by telephone, facsimile, Internet or other electronic means for which they will not receive any

compensation other than their regular compensation as directors, officer and employees. Banks, brokers and others holding stock for the account of their customers will be reimbursed by Interpublic for out-of-pocket expenses incurred in sending proxy materials to the beneficial owners of such shares.

**How do I submit a proposal for inclusion in Interpublic s 2018 proxy materials?**

Stockholder proposals submitted for inclusion in Interpublic s proxy statement and form of proxy for the 2018 Annual Meeting of Stockholders scheduled to be held on May 24, 2018, should be addressed to: The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary, and must

be received by Interpublic by December 14, 2017, in order to be considered for inclusion. Such proposals must comply with all applicable Securities and Exchange Commission ( SEC ) regulations.

**How do I submit an item of business for consideration at the 2018 Annual Meeting?**

A stockholder wishing to introduce an item of business (including the nomination of any person for election as a director of Interpublic) for consideration by Stockholders at the 2018 Annual Meeting, other than a stockholder proposal included in the proxy statement as described in response to the preceding question, must comply with Section 2.13(a)(2) of Interpublic's Bylaws, which requires notice to Interpublic no later than February 24, 2018, and no earlier than January 25, 2018, accompanied by the information required by Section 2.13(a)(2).



**Table of Contents**

At the Annual Meeting, nine directors are to be elected, each for a one-year term. The directors so elected will hold office until the Annual Meeting of Stockholders to be held in 2018 and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. Deborah Ellinger will not stand for re-election to the Board and the Board has approved the reduction of the Board to nine directors as of May 25, 2017.

Unless authority is withheld by the stockholder, it is the intention of persons named by Interpublic as proxies on the proxy card to vote **for** the nominees identified in this Proxy Statement or, in the event that any of the nominees is unable to serve (an event not now anticipated), to vote **for** the balance of the nominees and **for** the replacement, if any, nominee designated by the Board of Directors. If no replacement is nominated, the size of the Board of Directors will be reduced.

Each of the nominees is currently a director, and each has been recommended for re-election to the Board of Directors by the Corporate Governance Committee and approved and nominated for re-election by the Board of Directors.

*The Board of Directors recommends that Stockholders vote **FOR** each of the nominees.*

**Nominees for Director**

The following information on each Director nominee is as of March 23, 2017, and has been provided or confirmed to Interpublic by the nominee.

**JOCELYN CARTER-MILLER**  
**Director Since:** 2007

**Age:** 59  
**Public Directorships:**

The Principal Financial Group, Inc.

Netgear, Inc.

**Interpublic Committees:**

Audit

Corporate Governance (Chair)

Executive

**JOCELYN CARTER-MILLER** is President of TechEdVentures, Inc., a community and personal empowerment firm that develops and markets educational and community-based programs. Ms. Carter-Miller was Executive Vice President and Chief Marketing Officer of Office Depot, Inc. from February 2002 until March 2004. Prior to that time, Ms. Carter-Miller was Corporate Vice President and Chief Marketing Officer of Motorola, Inc. from February 1999 until February 2002. Ms. Carter-Miller is also a former board member of the Association of National Advertisers.

*Qualifications:* Ms. Carter-Miller provides the Board with an important perspective in the marketing field, which is a critical component of Interpublic's business, based on her extensive executive and marketing experience acquired during her time at Motorola, where she served as its Chief

Marketing Officer and more recently as Executive Vice President and Chief Marketing Officer of Office Depot, Inc. Her current work as President of TechEdVentures provides the Board with a meaningful voice in keeping Interpublic focused on its corporate social responsibilities.

**H. JOHN GREENIAUS**

**Director Since:** 2001

**Age:** 72

**Former Public Directorships:**

Nabisco Inc.

Penzoil Inc.

Primedia Inc.

True North Communications Inc.

**Interpublic Committees:**

Audit

Compensation and Leadership Talent

**H. JOHN GREENIAUS** retired as Chairman and Chief Executive Officer of Nabisco Inc. in 1997 having served in that position between 1993 and 1997. Mr. Greeniaus was named President and CEO of Nabisco in 1989 following KKR's leveraged buyout of the company and served in that position until 1993. Prior to that time, he held various marketing and general management positions with Nabisco in Canada, Europe and the U.S. Mr. Greeniaus began his career with Procter & Gamble in Canada and subsequently he worked at J. Walter Thompson and PepsiCo before joining Standard Brands, a Nabisco predecessor, in 1977.

*Qualifications:* Mr. Greeniaus provides insight into the challenges and issues facing a global enterprise from his experience as the former Chairman and Chief Executive Officer of Nabisco as well as his time managing Nabisco's European operations. His experience at PepsiCo, where he served as Vice President of Marketing, and his time at J. Walter Thompson allow him to offer valuable perspectives on issues relevant to a marketing services company. Mr. Greeniaus' prior directorships at other public companies across a variety of industries give him the expertise to provide valuable contributions on accounting and corporate governance matters.

**MARY J. STEELE GUILFOILE**

**Director Since:** 2007

**Age:** 63

**Former Public Directorships:**

Viasys Healthcare, Inc. (now part of Becton, Dickinson and Company)

**Interpublic Committees:**

Audit (Chair)

Corporate Governance

Executive

**Public Directorships:**

Valley National Bancorp

C.H. Robinson Worldwide, Inc.

**4** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

Item 1. Election of Directors

**MARY J. STEELE GUILFOILE**, is currently Chairman of MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm. From 2000 to 2002, Ms. Guilfoile was Executive Vice President and Corporate Treasurer at JPMorgan Chase & Co. and also served as Chief Administrative Officer of its investment bank. Ms. Guilfoile is a former Partner, CFO and COO of The Beacon Group, LLC, a private equity, strategic advisory and wealth management partnership, from 1996 through 2000. Ms. Guilfoile, a licensed CPA, continues as a Partner of The Beacon Group, LP, a private investment group.

*Qualifications:* Ms. Guilfoile's knowledge and expertise as a financial industry executive and her training as a certified public accountant contributes an important perspective to the Board. Ms. Guilfoile's tenure at JP Morgan Chase, and its predecessor companies, serving as Corporate Treasurer, Chief Administrative Officer for its investment bank, and in various merger integration, executive management and strategic planning positions, as well as her current role as Chairman of MG Advisors, Inc., brings to the Board someone with valuable experience and expertise in corporate governance, accounting, risk management and auditing matters.

**DAWN HUDSON**

**Director Since:** 2011

**Age:** 59

**Former Public Directorships:**

Allergan, Inc.

Lowe's Companies, Inc.

P.F. Chang's China Bistro, Inc.

**Interpublic Committees:**

Compensation and Leadership Talent

Corporate Governance

**Public Directorships:**

NVIDIA Corporation

Amplify Snack Brands, Inc.

**DAWN HUDSON** has served as Chief Marketing Officer for the National Football League (the NFL) since October 2014. Previously, she served from 2009 to 2014 as vice chairman of The Parthenon Group, an advisory firm focused on strategy consulting. Prior to that time, Ms. Hudson served as President and Chief Executive Officer of Pepsi-Cola North America, or PCNA, the multi-billion dollar refreshment beverage unit of PepsiCo, Inc. in the United States and Canada from 2005 until 2007. From 2002 to 2005, Ms. Hudson served as President of PCNA. In addition, Ms. Hudson served as Chief Executive Officer of the PepsiCo Foodservice Division from 2005 to 2007. Prior to joining PepsiCo, Ms. Hudson was Managing Director at D'Arcy Masius Benton & Bowles, a leading advertising agency based in New York. Ms. Hudson is a former Chair and board member of the Association of National Advertisers (the ANA). In 2006 and 2007, she was named among Fortune Magazine's 50 Most Powerful Women in Business. In 2002, she received the honor of Advertising Woman of the Year.

by Advertising Women of New York. Ms. Hudson was also inducted into the American Advertising Federation's Advertising Hall of Achievement, and has been featured twice in Advertising Age's Top 50 Marketers. Ms. Hudson is the former Chairman of the Board of the Ladies Professional Golf Association.

*Qualifications:* Ms. Hudson's extensive experience in strategy and marketing, with the NFL, at PepsiCo and at major advertising agencies, and her time as Chair of the ANA brings valuable expertise to the Board on matters which are vital to the Company's business. In addition, her experience as Vice Chair of The Parthenon Group, and as the former Chief Executive Officer of Pepsi-Co North America, provides the Board with valuable insight and perspective on matters involving the Company's business strategy and planning. Ms. Hudson also provides a unique perspective of having been both on the agency and client side of the industry. Her thirteen years of experience on various public company boards is a valuable resource on corporate governance matters.

**WILLIAM T. KERR**  
**Director Since:** 2006

**Age:** 75  
**Former Public Directorships:**

**Interpublic Committees:**

Audit

Compensation and Leadership Talent (Chair)

Executive

Arbitron Inc.

Maytag Corporation

Meredith Corporation

Principal Financial Group

Storage Technology Corporation

Whirlpool Corporation

**Public Directorships:**

Global Partner Acquisition Corp.

**WILLIAM T. KERR** is the Chairman of Global Partner Acquisition Corp., a special purpose acquisition company, and began serving in that role in August 2015. Previously, Mr. Kerr served as President and Chief Executive Officer of Arbitron Inc., a media and marketing research firm, from 2010 to 2013. He served as Chairman of the Board of Meredith Corporation from 2006 to 2010 and was Chairman and Chief Executive Officer of Meredith from 1998 to 2006. He was President and Chief Executive Officer of Meredith Corporation from 1997 to 1998. Mr. Kerr served as President and Chief Operating Officer for Meredith Corporation from 1994 through 1997 and as Executive Vice President of Meredith Corporation and President of its Magazine Group from 1991 through 1994. Prior to that time, Mr. Kerr served as Vice President of The New York Times Company and President of its magazine group, a position he held since 1984.

*Qualifications:* Mr. Kerr's general business background and knowledge in the fields of marketing research and media make a valuable contribution to the Board. In his role as Chairman of Global Partner Acquisition, as well as his

**Table of Contents**

Item 1. Election of Directors

previous leadership and executive experience at both Arbitron and at Meredith Corporation, a diversified media company, Mr. Kerr provides to the Board the perspective and insights of an organizational leader who has managed issues similar to those faced by Interpublic.

**HENRY S. MILLER**  
**Director Since:** 2015

**Age:** 71  
**Former Public Directorships:**

Ally Financial Inc.

**Interpublic Committees:**

Audit

Corporate Governance

**Public Directorships:**

American International Group, Inc.

**HENRY S. MILLER** has been Chairman of Marblegate Asset Management, LLC, a privately owned asset management firm, since 2009. Mr. Miller was co-founder, Chairman and a Managing Director of Miller Buckfire & Co., LLC, an investment bank, from 2002 to 2011 and Chief Executive Officer from 2002 to 2009. Prior to founding Miller Buckfire & Co., LLC, Mr. Miller was Vice Chairman and a Managing Director at Dresdner Kleinwort Wasserstein and its predecessor company Wasserstein Perella & Co., where he served as the global head of the firm's financial restructuring group.

*Qualifications:* Mr. Miller's expertise and knowledge as a financial industry executive contributes an important perspective to the Board on the Company's business strategy and financial control matters.

**JONATHAN F. MILLER**  
**Director Since:** 2015

**Age:** 60  
**Former Public Directorships:**

**Interpublic Committees:**

Compensation and Leadership Talent

Corporate Governance

Houghton Mifflin Harcourt Company

Live Nation Entertainment, Inc.

RTL Group SA

Shutterstock, Inc.

**Public Directorships:**

TripAdvisor, Inc.

Akamai Technologies Inc.

AMC Networks Inc.

j2 Global, Inc.

**JONATHAN F. MILLER** was the Chairman and Chief Executive of News Corporation's digital media group and News Corporation's Chief Digital Officer from April 2009 until October 2012. Mr. Miller had previously been a founding partner of Velocity Interactive Group ( Velocity ), an investment firm focusing on digital media and the consumer Internet, from its inception in February 2007 until April 2009. Prior to founding Velocity, Mr. Miller served as Chief Executive Officer of AOL LLC ( AOL ) from August 2002 to December 2006. Prior to joining AOL, Mr. Miller served as Chief Executive Officer and President of USA Information and

Services, of USA Interactive, a predecessor to IAC/InterActiveCorp.

*Qualifications:* Mr. Miller's extensive knowledge and senior leadership positions in the media industry, including executive roles at News Corporation, American Online, Inc. and USA Networks Information, provides the Board with a broad and valuable perspective and expertise on the complex media and advertising landscape.

**MICHAEL I. ROTH**

**Director Since:** 2002

**Age:** 71

**Public Directorships:**

Pitney Bowes Inc.

**Interpublic Committees:**

Ryman Hospitality Properties Inc.

Executive (Chair)

**MICHAEL I. ROTH** became Chairman of the Board and Chief Executive Officer of Interpublic in January 2005. Prior to that time Mr. Roth served as Chairman of the Board of Interpublic from July 2004 to January 2005 and has been a director of Interpublic since 2002. Mr. Roth served as Chairman and Chief Executive Officer of The MONY Group Inc. from February 1994 to June 2004.

*Qualifications:* Mr. Roth's leadership and perspective as Interpublic's Chief Executive Officer gives him an intimate knowledge of the Company's operations and his role as Chairman of the Board is aided by his successful tenure as Chairman and Chief Executive Officer of The MONY Group. Mr. Roth's other directorships, and his accounting, tax and legal background, as a certified public accountant and holding an L.L.M. degree from New York University Law School, also adds significant value to his overall contributions as a member of the Board and in his role as Chairman.

**DAVID M. THOMAS**

**Director Since:** 2004

**Age:** 67

**Public Directorships:**

Fortune Brands Home & Security, Inc.  
(Non-executive Chairman)

**Interpublic Committees:**

Compensation and Leadership Talent

Corporate Governance

**Former Public Directorships:**

IMS Health Inc.

The MONY Group, Inc.

**DAVID M. THOMAS** retired as executive chairman of IMS Health Inc. ( IMS ), a healthcare information, services and technology company, in March 2006, after serving in that position since January 2005. From November 2000 until January 2005, Mr. Thomas served as Chairman and Chief Executive Officer of IMS. Prior to joining IMS, Mr. Thomas was Senior Vice President and Group Executive of IBM from January 1998 to July 2000. Mr. Thomas also serves on the Board of Trustees of Fidelity Investments.

**6** Interpublic Group *2017 Proxy Statement*



**Table of Contents**

Item 1. Election of Directors

*Qualifications:* Mr. Thomas' experience as a Chief Executive Officer and overall management experience at premier global technology companies provides a vital perspective for the Board as it addresses the rapidly changing and growing landscape in advertising and marketing. Such leadership

experience is also vital in his role as Presiding Director. Mr. Thomas also provides the Board with a great deal of insight and perspective in the healthcare advertising field having served as Chairman and Chief Executive Officer of IMS.

Interpublic Group 2017 Proxy Statement 7

**Table of Contents**

Our corporate governance framework is designed to ensure strong commitment to maintaining sound corporate governance practices. Our governance framework enables independent and skilled directors to provide oversight, advice, and counsel to promote the interests of Interpublic and its Stockholders. Key governance policies and processes include our Code of Conduct, our comprehensive enterprise-wide risk management program, our commitment to transparent financial reporting, and our systems of internal checks and balances.

You may view our Corporate Governance Guidelines, and the charters of each of our board committees, and the codes of conduct for our employees and directors on Interpublic's

website at <http://www.interpublic.com> or you may obtain copies free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary. These documents provide the framework for our governance at the board level. Our directors understand that they serve you as Stockholders in carrying out their responsibility to oversee the operation and strategic direction of our company. To do so effectively, our board along with management regularly reviews our Corporate Governance Guidelines, our charters and practices to assure that they are appropriate and reflect high standards.

**INTERPUBLIC GOVERNANCE HIGHLIGHTS**

**Key Governance Principles**

All directors are elected annually.  
 In uncontested director elections, each director is elected by a majority of shares present and entitled to vote.  
 Directors may not stand for reelection after age 74, unless otherwise determined by the Board that waiving this restriction is in the best interests of Stockholders.  
 Directors annually review and assess board performance and the overall skills and areas of expertise present on the Board, and when determined to be in the best interests of the Company, recommend to Stockholders the election of new directors to add a fresh perspective and ensure adequate succession planning.  
 No member of the Audit Committee may serve on the audit committees of more than two other public companies.

**Board Independence**

8 of the 9 director nominees are independent.  
 Our CEO is the only member of management who serves as a director.  
 Our Audit, Compensation and Leadership Talent and Corporate Governance committees are comprised solely of independent directors.  
 The committee chairs play a key role in shaping the agendas and information presented to their committees.  
 The Board and the Committees have the authority to hire independent advisors, as they deem appropriate.

**Presiding Director**

The independent directors annually elect an independent Presiding Director.  
 The Presiding Director chairs regularly scheduled executive sessions.

**Board Oversight of  
Risk and Strategy**

The Presiding Director, together with the Chairman, plays a key role in forming the agendas and information presented to the Board.

The Presiding Director has additional duties and responsibilities set forth on page 14.

Enterprise-wide risk management is overseen by our Audit Committee, which reports on such matters to the Board.

Our Compensation Committee reviews compensation practices to ensure that they do not encourage imprudent risk taking.

Our Board directly oversees and advises management on development and execution of corporate strategy.

**Stockholder Rights**

No poison pill or similar stockholder rights plan.

No supermajority voting requirements.

**Table of Contents**

Our Corporate Governance Framework

**Compensation  
Governance**

Stockholder proxy access: stockholders owning 3% or more of our outstanding shares of common stock for a period of at least three years to include in our proxy statement nominees for election equal to the greater of two directors or 20% of our Board of Directors.

Stockholders holding 25% or more of the Company's common stock have the right to require that we hold a special Stockholders' meeting to consider matters that are the proper subject of stockholder action.

Regular outreach and engagement with Stockholders.

A significant percentage of the compensation paid to our named executive officers (NEOs) is performance-based and exposed to fluctuations in the price of our common stock (page 26).

Robust share ownership guidelines for our directors, NEOs and other senior executives (pages 16 and 40).

The Compensation and Leadership Talent Committee engages an independent consultant on executive compensation matters.

**Succession  
Planning**

CEO and management succession planning is one of the board's highest priorities

Our board devotes significant attention to identifying and developing talented senior leaders.

**Adoption of Proxy Access**

In October 2016, our Board of Directors adopted a proxy access bylaw that permits stockholders owning three percent or more of our outstanding shares of common stock for a period of at least three years to include in our proxy statement nominees for election equal to the greater of two directors or twenty percent of our Board of Directors, so long as the nominating stockholder(s) and the nominee satisfy the requirements specified in our Amended and Restated Bylaws. The number of stockholders who may aggregate their shares to meet the three percent ownership threshold is limited to twenty.

Prior to adopting proxy access, Company management and our Board of Directors closely monitored proxy access developments and engaged with stockholders representing over 45% of our outstanding shares. After considering

feedback from our stockholder engagement, as well as the non-binding stockholder proposal that passed at our 2016 Annual Meeting and our review of market developments, our Board of Directors adopted a proxy access bylaw that best serves the interest of the Company and our stockholders. As we determined through our engagement with stockholders, a substantial majority favored provisions that differed from the specific terms of the nonbinding stockholder proposal that passed at our 2016 Annual Meeting, such as limiting the number of stockholders that are able to aggregate their shares in order to meet the three percent ownership requirement and fixing the number of allowable proxy access nominees at the greater of two directors or twenty percent of our Board of Directors. Stockholders will be able to propose proxy access nominees beginning with our 2017 Annual Meeting.

## **CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES**

### **Director Independence**

In accordance with NYSE listing standards (the NYSE Listing Standards ), the Board annually evaluates the independence of each member of the Board of Directors under the independence standards set forth in Interpublic's Corporate Governance Guidelines, and under the NYSE Listing Standards.

Interpublic has ten directors, one of whom, Michael I. Roth, is an employee of Interpublic (referred to in this Proxy Statement as the Management Director ) and nine of whom are not employees of Interpublic or its subsidiaries (referred to in this Proxy Statement as Non-Management Directors ). At its meeting held on February 16, 2017, the Corporate Governance Committee determined that each of the Non-Management Directors is an independent director under

Interpublic's Corporate Governance Guidelines and the NYSE Listing Standards.

### **Meeting of Independent Directors**

The NYSE Listing Standards require that if the group of Non-Management Directors includes one or more directors who are not independent, then at least once annually, the Non-Management Directors should hold an executive session attended by only independent directors. Although not required under the NYSE Listing Standards (because all of the Non-Management Directors are independent), the Board nevertheless held several executive sessions of its independent directors during 2016, with Mr. Thomas in his role of the Presiding Director serving as the chairperson of the sessions.

**Table of Contents**

Our Corporate Governance Framework

**Director Selection Process**

The Corporate Governance Committee is charged with the responsibilities described below under the heading Committees of the Board of Directors Corporate Governance Committee.

One of the Committee's responsibilities is to identify and recommend to the Board candidates for election as directors. The Committee, together with the Presiding Director, considers candidates suggested by its members, other directors, senior management and Stockholders as necessary in anticipation of upcoming director elections or due to Board vacancies. The Committee is given broad authorization to retain, at the expense of Interpublic, external legal, accounting or other advisers including search firms to identify candidates and to perform background reviews of potential candidates. The Committee is expected to provide guidance to search firms it retains about the particular qualifications the Board is then seeking.

Each of the directors nominated for election at the 2017 annual meeting were evaluated and recommended to the Board for nomination by the Corporate Governance Committee, and nominated by the Board for election.

All director candidates, including those recommended by Stockholders, are evaluated on the same basis. Candidates are considered in light of the entirety of their credentials, including:

Their business and professional achievements, knowledge, experience and background, particularly in light of the principal current and prospective businesses of Interpublic and the general strategic challenges facing Interpublic and its industry as a whole;

Their integrity and independence of judgment;

Their ability and willingness to devote the time necessary to fulfill Board duties;

Their qualifications for membership on one or more of the committees of the Board;

Their potential contribution to the diversity and culture of the Board;

Their educational background;

Their independence from management under NYSE Listing Standards and Interpublic's Corporate Governance Guidelines;

The needs of the Board and Interpublic; and

The Board's policies regarding the number of boards on which a director may sit, director tenure, retirement and succession as set out in Interpublic's Corporate Governance Guidelines.

In determining the needs of the Board and Interpublic, the Committee considers the qualifications of sitting directors and consults with the Presiding Director, other members of the Board (including as part of the Board's annual self-evaluation), the CEO and other members of senior management and, where appropriate, external advisers. All directors are expected to exemplify the highest standards of personal and professional integrity and to assume the responsibility of challenging management through their active and constructive participation and questioning in meetings of the Board and its various committees, as well as in less formal contacts with management.

Director candidates, other than sitting directors, are interviewed by members of the Committee and by other directors, the CEO and other key management personnel, and the results of those interviews are considered by the Committee in its deliberations. The Committee also reviews sitting directors who are considered potential candidates for re-election, in light of the above considerations and their past contributions to the Board.

Stockholders wishing to recommend a director candidate to the Committee for its consideration should write to the Committee, in care of its Chairperson, at The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022. Any recommendations will be considered for the next annual election of directors in 2018. A recommendation should include the proposed candidate's name, biographical data and a description of his or her qualifications in light of the criteria listed above.

### **Succession Planning**

Interpublic's Board of Directors is actively involved in talent management. Annually, the Board reviews and analyzes the alignment of Interpublic's strategy on personnel and succession with its overall business strategy. This includes a detailed discussion of Interpublic's global leadership bench, strength and succession plans with a focus on key positions at the senior officer level. In addition, the committees of the Board regularly discuss the talent pipeline for specific critical roles at Interpublic and each of its global agencies. The Board seeks opportunities to provide potential leaders with exposure and visibility to Board members through formal presentations and by holding a number of Board and committee meetings throughout the year at key operating units. In addition, the Board is regularly updated on key talent indicators for the overall workforce, including work environment, diversity, recruiting and development programs.

### **Code Of Conduct**

Interpublic has adopted a set of ethical standards known as the Code of Conduct, which applies to all employees of

**Table of Contents**

Our Corporate Governance Framework

Interpublic and its subsidiaries and affiliates. Interpublic's Corporate Governance Guidelines provide that members of the Board of Directors and officers (which includes Interpublic's Chief Executive Officer, Chief Financial Officer, Controller and Chief Accounting Officer and other persons performing similar functions) must comply with the Code of Conduct. In addition, the Corporate Governance Guidelines

state that the Board will not waive any provision of the Code of Conduct for any director or executive officer. The Code of Conduct, including future amendments, may be viewed on Interpublic's website at <http://www.interpublic.com> or a copy may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary.

**COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Interested parties may contact Interpublic's Board of Directors, or the Non-Management Directors as a group, or to any individual director, as applicable, by writing to them at the following address:

c/o SVP, General Counsel & Secretary

The Interpublic Group of Companies, Inc.

909 Third Avenue

New York, NY 10022

Communications to the Board, the Non-Management Directors or to any individual director that relate to Interpublic's accounting, internal accounting controls or auditing matters will also be referred to the chairperson of the Audit Committee. Other communications will be referred to the Presiding Director (whose responsibilities are described below) or the appropriate committee chairperson.

**MEETINGS AND COMMITTEES OF THE BOARD**

**Attendance at Board of Directors and Committee Meetings**

The Corporate Governance Guidelines provide that each director is expected to prepare for, attend and participate in, at least 75% of all regularly scheduled and special meetings of the Board and meetings of the Committees on which a



Board member serves, absent special circumstances. The Board of Directors held 7 meetings in 2016 and committees of the Board held a total of 26 meetings. During 2016, each director attended 75% or more of the total number of meetings of the Board of Directors and committees on which he or she served.

#### **Attendance at Annual Meeting of Stockholders**

Interpublic does not have a specific policy for attendance by directors at the Annual Meeting of Stockholders. However, other than David Thomas, each current director attended the 2016 Annual Meeting.

#### **Board Structure and Committees**

The standing committees of the Board consist of the Audit Committee, the Compensation and Leadership Talent Committee, the Corporate Governance Committee and the Executive Committee. The activities of the Audit Committee, Compensation and Leadership Talent Committee, and the Corporate Governance Committee are each governed by a charter that may be viewed on Interpublic's website at <http://www.interpublic.com> or may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary. A description of the responsibilities of each standing Committee of the Board is provided below under the heading Committees of the Board of Directors.

**Table of Contents**

## Our Corporate Governance Framework

**Committees of the Board of Directors**

The following table shows the directors who are currently members or chairman of each of the standing Board committees and the number of meetings each committee held in 2016.

Name		Audit	Compensation and Leadership Talent	Corporate Governance	Executive
Carter-Miller	I			C	
Ellinger	I				
Greeniaus	I				
Guilfoile	I	C			
Hudson	I				
Kerr	I		C		
H. Miller	I				
J. Miller	I				
Roth					C
Thomas	PD I				
Number of Meetings in 2016		9	8	6	0
Chairman of the Board	C	Committee Chair	Member	I Independent Director	PD Presiding Director

The Finance Committee held 3 meetings in 2016.

**Audit Committee****Roles and Responsibilities:**

Reviews the annual financial information to be provided to Stockholders and filed with the SEC;

Reviews the system of internal controls established by management;

Reviews financial reporting policies, procedures and internal controls;

**Committee Members:**

Carter-Miller (F, I)

Ellinger (F, I)

Greeniaus (F, I)

Guilfoile (C, F, I)

Kerr (F, I)

H. Miller (F, I)

**Number of meetings  
during 2016: 9**

Reviews and oversees the internal and external audit processes;

Responsible for the selection, compensation, retention and oversight of Interpublic's registered independent public accounting firm;

Responsible for the other activities described in greater detail in the Audit Committee Report on page 20;

Responsible for other activities described in greater detail under the heading:

The Board's Role in Risk Oversight on page 14; and

Transactions with Related Persons on page 15.

### **Independence and Financial Literacy**

Each member of the Audit Committee is independent in accordance with the standards set forth in Interpublic's Corporate Governance Guidelines and the NYSE Listing Standards.

The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert as defined by the SEC rules.

C = Committee Chair

F = Determined by the Board to be an Audit Committee Financial Expert as defined under applicable SEC rules and regulations

I = Determined by the Board to be independent under the NYSE Listed Company Rules and applicable SEC rules and regulations

**Table of Contents**

Our Corporate Governance Framework

**Compensation and Leadership Talent Committee**

**Roles and Responsibilities:**

Reviews and adopts the executive compensation philosophy for the Company;

Reviews the Company's initiatives to attract, develop and retain key employees on an ongoing basis and, with the full Board, reviews succession plans for key executive positions;

Reviews and recommends to the Board, the compensation of the CEO;

In consultation with the CEO, approves the compensation of the executive officers, other than the CEO, and approves the compensation of other senior executives of the Company and its subsidiaries;

Oversees and administers the Company's equity performance incentive plans;

Establishes the performance measures and goals and verifies the achievement of performance goals under performance-based incentive compensation and equity plans; and

Reviews the Company's share ownership guidelines for selected senior executives.

The Compensation Committee's primary processes for establishing and overseeing executive compensation are described in the Compensation Discussion & Analysis under the heading Compensation Philosophy and Basic Principles on page 35.

**Committee Members:**

Greeniaus (I)

Hudson (I)

Kerr (C, I)

J. Miller (I)

Thomas (I)

**Number of meetings**

**during 2016: 8**

**Independence**

Each member of the Compensation and Leadership Talent Committee is independent in accordance with the standards set forth in Interpublic's Corporate Governance Guidelines and the NYSE Listing Standards.

**Corporate Governance Committee**

**Roles and Responsibilities:**

Oversees corporate governance issues and makes recommendations to the Board;

Identifies, evaluates, and recommends candidates for nomination to the Board and the appointment of Board committee members;

Reviews and makes recommendations to the Board regarding director independence;

Reviews and advises management on the Company's social responsibility initiatives;

Oversees and recommends to the Board the CEO succession planning;

Oversees the annual self-evaluation process of the Board and Committees; and

Responsible for approving the compensation paid to the Board and committee members.

**Committee Members:**

Carter-Miller (C, I)

Ellinger (I)

Guilfoile (I)

Hudson (I)

H. Miller (I)

J. Miller (I)

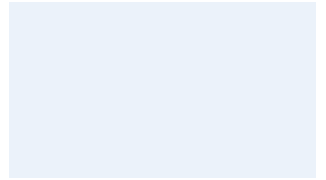
Thomas (I)

**Number of meetings**

**during 2016: 6**

**Independence**

Each member of the Corporate Governance Committee is independent in accordance with the standards set forth in Interpublic's Corporate Governance Guidelines and the NYSE Listing Standards.



C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listed Company Rules and applicable SEC rules and regulations

**Table of Contents**

Our Corporate Governance Framework

**Executive Committee**

**Roles and Responsibilities:**

Acts on the Board's behalf between Board meetings.

**Committee Members:**

Carter-Miller (I)

Guilfoile (I)

Kerr (I)

Roth (C)

**Number of meetings**

**during 2016: 0**

C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listed Company Rules and applicable SEC rules and regulations

**BOARD LEADERSHIP STRUCTURE**

The Board continually examines its policies to ensure that Interpublic's corporate governance and Board structure are designed to maximize the Company's effectiveness. Currently, the Board believes that Interpublic's Chief Executive Officer is best situated to serve as Chairman because he is the director most familiar with the operations of the Company, and most capable of determining the strategic and operational priorities of Interpublic and leading discussions with the Board. To ensure a proper level of independent board oversight, the Board has also designated a Presiding Director, who has the duties described below. The Board believes that the corporate governance measures it has in place ensure that strong, independent directors effectively oversee our management and provide vigorous oversight of our key issues relating to strategy, risk and integrity.

Interpublic's Board structure allows for independent directors to bring experience, oversight and expertise from outside Interpublic and other industries, while the Chief Executive Officer brings a company-specific knowledge base and expertise. The Board believes that the combined role of

Chairman and Chief Executive Officer promotes more effective strategy development and execution and enhances the information flow between management and the Board, which are essential to effective governance, and coupled with the appointment of a Presiding Director, provides the most efficient and effective leadership structure for Interpublic, and accordingly is in the best interests of Interpublic and our Stockholders.

### **Presiding Director**

The Presiding Director of the Board helps to coordinate communications between the Board and management of Interpublic. In this role, the Presiding Director, convenes and chairs meetings and executive sessions of the Non-Management Directors, coordinates feedback to the Chairman and Chief Executive Officer on behalf of the Non-Management Directors on business issues and management, and coordinates and develops with the Chairman of the Board and Chief Executive Officer the agendas and presentations for meetings of the Board. Mr. Thomas currently serves as the Presiding Director.

### **THE BOARD'S ROLE IN RISK OVERSIGHT**

The Board has an active role in the oversight of the Company's enterprise risk management activities. Elements of the Board's risk management practices include:

An annual review and assessment by the Board of the primary operational and regulatory risks facing Interpublic, their relative magnitude and management's plan for mitigating these risks;

Specific oversight by the Audit Committee of Interpublic's financial risk exposure, including Interpublic's credit and liquidity position. Such oversight includes discussions with management and internal auditors on the magnitude and steps taken to address and mitigate any such risks;

Audit Committee oversight of Interpublic's compliance with its Code of Conduct, including establishing procedures for the receipt of anonymous complaints or concerns from employees on accounting, internal accounting controls and auditing matters; Audit Committee administration of Interpublic's Related Person Transaction Policy (as discussed below);

Corporate Governance Committee management and oversight of potential risks associated with potential issues of independence of any directors and potential conflicts of interest;

Compensation Committee evaluation and management of risks relating to Interpublic's compensation plans and arrangements, as well as Interpublic's overall compensation philosophy and practices; and



**Table of Contents**

Our Corporate Governance Framework

The establishment of standard policies specifically designed to mitigate potential risks, including requiring Board approval for all business acquisitions above a certain dollar amount.

Each committee also regularly informs the Board of any potential issues or concerns raised when performing its risk management duties.

**TRANSACTIONS WITH RELATED PERSONS**

Interpublic's Code of Conduct requires directors and employees to avoid activities that could conflict with the interests of Interpublic, except for transactions that are disclosed and approved in advance. Interpublic has adopted a Related Person Transaction Policy under which approval is required for any transaction, agreement or relationship between Interpublic or any of its consolidated subsidiaries and a Related Person (a Related Person Transaction).

Under the Related Person Transaction Policy, a Related Person is defined as any (i) director, nominee for election as a director, an executive officer or any of their immediate

family members (as defined by the Related Person Transaction Policy); (ii) any entity, including not-for-profit and charitable organizations, controlled by or in which any of the foregoing persons have a substantial beneficial ownership interest; or (iii) any person who is known to be, at the time of the transaction, the beneficial owner of more than 5% of the voting securities of Interpublic or an immediate family member of such person.

Under the policy, Related Person Transactions do not include any employee benefit plan, program, agreement or arrangement that has been approved by the Compensation Committee or recommended by the Compensation Committee for approval by the Board.

To facilitate compliance with the policy, the Code of Conduct requires that employees, including directors and executive officers, report circumstances that may create or appear to create a conflict between the personal interests of the individual and the interests of Interpublic, regardless of the amount involved, to Interpublic's Chief Risk Officer using Interpublic's Compliance Report Form. Each director and executive officer annually confirms to the Company his or her compliance with the Related Person Transaction Policy as part of the preparation of Interpublic's Annual Report on Form 10-K and its annual proxy statement. Director nominees and persons promoted to executive officer positions must also confirm such compliance at the time of their nomination or promotion. Management also reviews its records and makes additional inquiries of management personnel and, as appropriate, third parties and other sources of information for the purpose of identifying Related

Person Transactions, including Related Person Transactions involving beneficial owners of more than 5% of Interpublic's voting securities.

The Audit Committee reviews transactions subject to the Related Person Transaction Policy and determines whether or not to approve or disapprove those transactions, by examining whether or not the transactions are fair, reasonable and within Interpublic policy. The Audit Committee makes its determination by taking into account all relevant factors and any controls that may be implemented to protect the interests of Interpublic and its Stockholders. Among the factors that the Audit Committee takes into account in determining whether a transaction is fair and reasonable, as applicable, are the following:

The benefits of the transaction to Interpublic;

The terms of the transaction and whether they are arm's-length and in the ordinary course of Interpublic's business;

The direct or indirect nature of the Related Person's interest in the transaction;

The size and expected term of the transaction; and

Other facts and circumstances that bear on the materiality of the Related Person Transaction under applicable law and listing standards.

No director may participate in any consideration or approval of a Related Person Transaction with respect to which he or she or any of his or her immediate family members is the Related Person. Related Person Transactions not approved or ratified as required by the Related Person Transaction Policy are subject to termination by Interpublic. If the transaction has been completed, the Audit Committee will consider if rescission of the transaction is appropriate and whether disciplinary action is warranted.

### **Related Person Transactions**

Since January 1, 2016, there have been no transactions involving a Related Person identified in the responses to the annual questionnaire sent to each director and executive officer of Interpublic or that otherwise are known to the Audit Committee or Interpublic.

**Table of Contents**

Our Corporate Governance Framework

**DIRECTOR SHARE OWNERSHIP GUIDELINES**

The Board has adopted Common Stock ownership guidelines for Non-Management Directors which set the minimum ownership expectations for Non-Management Directors. On February 18, 2016, the Board approved a change to the guidelines, from a fixed dollar value of \$300,000 to a multiple of five times the annual cash retainer paid to directors. After giving effect to this change, the minimum share ownership requirement is now equal to \$500,000, an increase of \$200,000 from the prior guideline. Non-Management Directors have five years from their initial election to meet this guideline. Outstanding shares of restricted stock are included in a Director's share ownership, but Common Stock underlying unexercised stock options is not included. The Company believes that

the equity component of director compensation serves to further align the Non-Management Directors with the interests of our Stockholders. For information about share ownership of our Non-Management Directors, see *Non-Management Director Compensation* on page 17 and *Share Ownership of Management* on page 62. For a discussion of the share ownership guidelines applicable to Interpublic's executives, see *Compensation Discussion & Analysis - Share Ownership Guidelines* on page 40. All Non-Management Directors standing for re-election have met or exceeded these guidelines, with the exception of Messrs. H. Miller and J. Miller, each of whom joined the Board on March 1, 2015.

## **Table of Contents**

### **Annual Board/Committee Retainer Fees**

During 2016, each Non-Management Director received as cash compensation for services rendered an annual retainer of \$100,000. No additional compensation was paid for attendance at Board or committee meetings.

For 2016, the Chairperson of the Board Committees received the following additional annual retainers:

Audit Committee \$30,000

Compensation and Leadership Talent Committee \$25,000; and

Corporate Governance Committee \$20,000 per year.

### **Presiding Director Retainer Fees**

For 2016, the Presiding Director received a retainer of \$75,000. This retainer was in addition to the retainers Mr. Thomas received for service as a Non-Management Director.

### **Non-Management Directors Plan**

Each Non-Management Director in 2016 also received, as consideration for services rendered as a member of the Board, an award of restricted shares of Common Stock having a market value of \$200,000 on the date of grant (the Restricted Shares ) under the 2009 Interpublic Non-

Management Directors Stock Incentive Plan, as amended which was approved by the Stockholders in 2009 (the 2009 Directors Plan ).

Under the terms of the 2009 Director Plan, a recipient of restricted shares has all rights of ownership with respect to the shares, including the right to vote and to receive dividends, except that, during a restricted period ending on the first anniversary of that date of the grant, (i) the recipient is prohibited from selling or otherwise transferring the shares and (ii) the shares are subject to forfeiture if the recipient's service as a director terminates for any reason other than due to death.

On April 29, 2016, in accordance with the 2009 Directors Plan, Mss. Carter-Miller, Ellinger, Guilfoile and Hudson and Messrs. Greeniaus, Kerr, H. Miller, J. Miller and Thomas each received a grant of 8,735 Restricted Shares.

### **Charitable Matching Program**

Under a charitable matching program (the Charitable Matching Program ), which was approved by the Board of Directors and has been in effect for a number of years, Interpublic matches up to \$20,000 in charitable contributions made to eligible charities and academic institutions by members of the Board of Directors and certain senior

management employees of Interpublic and its subsidiaries.

Interpublic Group	<i>2017 Proxy Statement</i>	<b>17</b>
-------------------	-----------------------------	-----------

**Table of Contents**

## Non-Management Director Compensation

**DIRECTOR SUMMARY COMPENSATION TABLE**

The following table shows the compensation paid to Non-Management Directors for 2016.<sup>(1)</sup>

Name	Fees Earned or	Stock	All Other	Total
	Paid in Cash	Awards	Compensation	
	(\$)	(\$)	(\$)	
	(2)	(3)	(4)	(\$)
Jocelyn Carter-Miller	120,000	200,000	8,700	328,700
Deborah Ellinger	100,000	200,000	13,150	313,150
H. John Greeniaus	100,000	200,000	20,000	320,000
Mary J. Steele Guilfoile	130,000	200,000	11,500	341,500
Dawn Hudson	100,000	200,000	20,000	320,000
William T. Kerr	125,000	200,000	18,500	343,500
Henry S. Miller	100,000	200,000	20,000	320,000
Jonathan F. Miller	100,000	200,000	19,500	319,500
David M. Thomas	185,000	200,000	20,000	405,000

- (1) Michael Roth, Interpublic's Chairman of the Board and Chief Executive Officer, is not included in this table because he is an employee of Interpublic and receives no compensation for his services as director. Mr. Roth's compensation as an employee of Interpublic is shown in the Summary Compensation Table on page 43, and the sections that follow the Summary Compensation Table.
- (2) Consists of annual retainer fees, Committee chairmanship retainer fees and, for Mr. Thomas, the retainer fee for service as the Presiding Director and as Chair of the Finance Committee for the first six months of 2016.
- (3) Consists of the grant date fair value of the restricted stock awards granted on April 29, 2016, computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. The assumptions used in the calculation of these amounts are set forth in Note 11 to Interpublic's audited financial statements included in Interpublic's Form 10-K for the year ended December 31, 2016 (the 2016 Form 10-K).
- (4) For each director the amount shown consists entirely of matching charitable contributions made by Interpublic under the Charitable Matching Program.

**18** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

The Audit Committee is responsible for the appointment, compensation, retention and oversight of Interpublic's independent registered public accounting firm. As part of these responsibilities, the Audit Committee reviews the independence and performance of the independent accounting firm in connection with the Committee's determination of whether to engage another auditor as Interpublic's independent accounting firm, and is involved in the selection of the independent accounting firm's lead engagement partner. Included in this assessment is the Committee's review of the accounting firm's independence and integrity, its expertise, performance and qualifications, as well as the quality of the firm's personnel and communications.

The Audit Committee and the Board believe that it is in the best interests of Interpublic and our Stockholders to retain PricewaterhouseCoopers to serve as our independent registered public accounting firm. In light of this, the Audit Committee has appointed PricewaterhouseCoopers LLP (PricewaterhouseCoopers) as Interpublic's independent registered public accounting firm for 2017. This firm has been Interpublic's independent accounting firm since 1952.

A representative of PricewaterhouseCoopers is expected to be present at the Annual Meeting and will have the opportunity to respond to appropriate questions.

**Fees Paid to PricewaterhouseCoopers**

The following is a summary and description of the fees for services provided by PricewaterhouseCoopers in 2015 and 2016.

Worldwide Fees (in Millions)				
	2015	%	2016	%
Fee Category	(\$)	of Total	(\$)	of Total
Audit Fees (A)	26.29	84.9	26.41	88.1%
Audit Related Fees (B)	1.55	5.0	0.77	2.6%
Tax Fees (C)	3.05	9.9	2.76	9.2%
All Other Fees (D)	0.06	0.2	0.02	0.1%
Total Fees	30.95	100.0	29.96	100.0%

**(A) Audit Fees:** Consists of fees and out-of-pocket expenses billed for professional services rendered for the audit of Interpublic's consolidated financial statements and the audit of the effectiveness of Interpublic's internal control over financial reporting, for review of the interim consolidated financial statements included in quarterly reports and for services that are normally provided by PricewaterhouseCoopers in connection with statutory and

regulatory filings or engagements and attest services, except those not required by statute or regulation.

**(B) Audit Related Fees:** Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Interpublic's consolidated financial statements and are not reported under Audit Fees. These services include employee benefit plan audits, compliance audits and reviews, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.



**(C) Tax Fees:** Consists of tax compliance/preparation and other tax services. Tax compliance/preparation includes fees billed for professional services related to federal, state and international tax compliance, assistance with tax audits and appeals, assistance with custom and duties audits, expatriate tax services and assistance related to the impact of mergers, acquisitions and divestitures on tax return preparation. Other tax services include miscellaneous tax consulting and planning.

**(D) All Other Fees:** Consists of the performance of studies related to information technology and human resources and financial diligence for potential acquisitions.

Less than 1% of fees paid to the independent accountants during 2016 were approved by the Audit Committee pursuant to the de minimis exception established by the SEC.

#### **Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor**

The Audit Committee has established policies and procedures regarding pre-approval of all audit and permissible non-audit services provided by the independent accounting firm and is responsible for the audit fee negotiations associated with the engagement of the independent accounting firm. The permissible non-audit services include the services described above for which we paid Audit Related Fees, Tax Fees and All Other Fees. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may pre-approve particular services on a case-by-case basis. The Audit Committee has delegated pre-approval authority to the Committee's Chairperson for projects less than \$200,000, who must then report any such decision to the Audit Committee at the next scheduled meeting.

*The Board of Directors recommends a vote **FOR** the ratification of the appointment of PricewaterhouseCoopers as Interpublic's independent registered public accounting firm for 2017*

**Table of Contents**

The Audit Committee operates under a written charter adopted by the Board. The Board has determined that each member of the Committee is independent and financially literate under the listing standards of the NYSE and satisfies the financial expertise requirements of the NYSE. The Board has also determined that each member of the Audit Committee has the requisite experience to be designated an audit committee financial expert as that term is defined by rules of the SEC.

In accordance with its written charter, the primary function of the Audit Committee is to assist the Board of Directors in its oversight of Interpublic's financial reporting process.

Management is responsible for Interpublic's consolidated financial statements and overall reporting process, including the establishment of a system of internal controls over financial reporting. PricewaterhouseCoopers, Interpublic's independent registered public accounting firm, is responsible for conducting annual audits and quarterly reviews of Interpublic's consolidated financial statements and expressing opinions as to the conformity of the annual consolidated financial statements with generally accepted accounting principles and the effectiveness of Interpublic's internal control over financial reporting.

In performing its oversight function for the year ended December 31, 2016, the Audit Committee:

Reviewed and discussed the audited consolidated financial statements with management;

Reviewed and discussed with PricewaterhouseCoopers the scope, staffing and general extent of the audit;

Reviewed with management and PricewaterhouseCoopers the selection, application and disclosure of Interpublic's critical accounting policies used in the preparation of Interpublic's annual audited financial statements;

Evaluated PricewaterhouseCoopers's performance, qualifications and quality control procedures;

Pre-approved all services, both audit (including all audit engagement fees and terms) and permitted non-audit services performed by PricewaterhouseCoopers;

Reviewed management's compliance with established policies for the hiring of current or former employees of PricewaterhouseCoopers;

Oversaw compliance with Interpublic's Code of Conduct and procedures for the confidential and anonymous submission by employees of Interpublic and others of complaints about accounting, internal controls or auditing matters;

Reviewed with management, Interpublic's internal auditors and PricewaterhouseCoopers, Interpublic's significant internal accounting and financial reporting controls and any deficiencies or weaknesses relating to such internal accounting and financial reporting controls;

Reviewed and discussed with management, Interpublic's internal auditors and PricewaterhouseCoopers, any disclosures made to the Committee by Interpublic's Chief Executive Officer and Chief Financial Officer in connection with the certifications required by SEC rules to be made by each such officer in Interpublic's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;

Discussed with PricewaterhouseCoopers the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the PCAOB); and

Received the written disclosures and the letter from PricewaterhouseCoopers required by Rule 3526, Communication with Audit Committees Concerning Independence, of the PCAOB, discussed with PricewaterhouseCoopers matters relating to that firm's independence and considered whether performance by PricewaterhouseCoopers of non-audit services for Interpublic is compatible with maintaining PricewaterhouseCoopers' independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Interpublic's Annual Report on Form 10-K for the year ended December 31, 2016.

#### THE AUDIT COMMITTEE

Mary J. Steele Guilfoile, Chairman

Jocelyn Carter-Miller

Deborah Ellinger

H. John Greeniaus

William T. Kerr

Henry S. Miller

February 15, 2017

**Table of Contents**

In accordance with a federal securities law requirement, enacted as part of the recent Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ) and related SEC rules, we are submitting to an advisory vote of Stockholders the compensation of our named executive officers as disclosed in the Compensation Discussion & Analysis, the compensation tables, and the narrative discussion set forth on pages 23 to 60 of this Proxy Statement. In addition to complying with this legal requirement, the Board recognizes that providing Stockholders with an advisory vote on named executive officer compensation may produce useful information on investor sentiment with regard to the Company's executive compensation programs.

At our annual meeting of Stockholders held in May 2016, a substantial majority of the Company's Stockholders voted on an advisory basis to approve the compensation received by our named executive officers in fiscal 2015. The Compensation Committee believes this reflects Stockholders' support of the Company's approach to executive compensation.

As described in the Compensation Discussion & Analysis section of this Proxy Statement, our compensation programs and underlying principles, as developed and administered by the Compensation Committee, are designed to provide a competitive level of compensation necessary to attract, motivate and retain talented and experienced executives who are crucial to our long-term success. The compensation paid to our named executive officers reflects our commitment to pay for performance and includes long-term cash and equity awards that are designed to encourage management to achieve results to the mutual benefit of Stockholders and management. Moreover, a significant portion of our named executive officers' annual cash compensation is paid in the form of annual performance-

based incentives, which are contingent on the Company's achievement of pre-defined performance objectives.

We encourage you to carefully review the Compensation Discussion & Analysis beginning on page 23 of this Proxy Statement for additional details on Interpublic's executive compensation, including Interpublic's compensation philosophy and objectives, as well as the processes our Compensation Committee used to determine the structure and amounts of the compensation paid to our named executive officers in fiscal 2016. The Compensation Committee and the Board believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

We are asking you to indicate your support for the compensation of our named executive officers as described in this Proxy Statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking you to vote, on an advisory basis, For the following resolution at the Annual Meeting:

RESOLVED, that the compensation paid to the named executive officers of The Interpublic Group of Companies, Inc., as described in the Compensation Discussion & Analysis, compensation tables and narrative discussion set forth on pages 23 to 60 of this Proxy Statement, is hereby approved.

While the results of this advisory vote are not binding, the Compensation Committee will consider the outcome of the vote in deciding whether to take any action as a result of the vote when making future compensation decisions pertaining to named executive officers.

*The Board of Directors recommends that you vote **FOR** the resolution approving on an advisory basis the compensation of our named executive officers as disclosed in this Proxy Statement.*

Interpublic Group 2017 Proxy Statement 21

## **Table of Contents**

The federal securities laws as amended by the Dodd-Frank Act require us, at least once every six years, to hold an advisory stockholder vote on the frequency with which Interpublic should submit the compensation of the named executive officers to an advisory vote of stockholders. Stockholders may indicate whether they would prefer an advisory vote every one, two, or three years, or whether they wish to abstain. Starting with our annual meeting held in 2011, we have held annual votes on executive compensation.

The Board believes that an annual advisory vote on executive compensation is consistent with having a regular dialogue with our stockholders on corporate governance matters, including executive compensation. An annual stockholder vote allows our stockholders to provide us with direct and immediate feedback regarding the effectiveness of our compensation programs, and provides our Board and compensation committee with the opportunity to consider stockholder views as part of its regular compensation review.

### **Effect of Proposal**

The Board values the opinions of Interpublic's stockholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board will carefully consider the outcome of the frequency vote and other communications from stockholders when making future decisions regarding the frequency of the say-on-pay vote.

### **Vote Required**

The option receiving the greatest number of votes will be considered the frequency recommended by the Company's stockholders.

***The Board of Directors of the Company recommends that stockholders vote in favor of an annual advisory vote on the compensation of the Company's named executive officers.***

**Table of Contents**

This section of our Proxy Statement provides:

An overview of our compensation philosophy and our executive compensation programs, which are designed to reward our senior leaders for effectively building long-term stockholder value.

Details on how we pay our Named Executive Officers, as well as the factors weighed by the Compensation and Leadership Talent Committee of our Board of Directors (the C&LT Committee or Committee) in arriving at specific compensation policies and decisions involving executive pay in 2016.

Our 2016 Named Executive Officers (NEOs):

<b>MICHAEL ROTH</b>	Chairman & Chief Executive Officer
<b>FRANK MERGENTHALER</b>	EVP, Chief Financial Officer
<b>PHILIPPE KRAKOWSKY</b>	EVP, Chief Strategy & Talent Officer
<b>ANDREW BONZANI</b>	SVP, General Counsel & Secretary
<b>CHRISTOPHER CARROLL</b>	SVP, Controller & Chief Accounting Officer

**OVERVIEW OF EXECUTIVE COMPENSATION PROGRAMS**

***PRIMARY COMPENSATION ELEMENTS***

Pay Element	Salary	Annual Incentive	Long-term Incentives	
			Cash	Shares
RECIPIENT	All Named Executive Officers			
FIXED OR VARIABLE COMPENSATION	Fixed	Variable		
DURATION OF PERFORMANCE	Short-term Emphasis		Long-term Emphasis	

PERFORMANCE PERIOD	Ongoing	1 year	2 years	3 years
FORM OF DELIVERY	Cash			Equity
HOW PAYMENT IS DETERMINED	C&LT Committee; Chairman & CEO recommendations considered for other NEO s	Formulaic (80%); C&LT Committee assesses achievement of key strategic objectives (20%)	Formulaic; C&LT Committee verifies performance (performance-based shares also depend on stock price on vest date)	Formulaic; depends on stock price on vest date

**COMPENSATION PRACTICES & CORPORATE GOVERNANCE**

Our executive compensation programs are aligned with best practices in corporate governance:

**We align pay with performance.** Our incentive plans are closely tied to performance, making the ultimate payout from these incentives higher when performance is strong and, conversely, lower (or zero) when performance does not measure up to our targets. This correlation between our performance and pay aligns our NEOs with the interests of our stockholders. The strong and positive alignment of our pay with operating results has been demonstrated by the vote for recommendation from stockholder advisory firms on every say-on-pay vote we have submitted to stockholders.

The incentives provided to our NEOs are performance-based and are predominantly earned based on achieving corporate financial goals. However, one notable exception is that a portion of their annual long-term

incentive target is linked directly to stockholder interests and awarded in restricted shares that ultimately earn value based on the performance of our stock price.

In 2014, in addition to the use of organic revenue growth and operating income before incentives as financial metrics for determining the final earned value of our performance-based long-term incentive awards, a relative total stockholder return (TSR) modifier was added to the performance-based shares granted to our NEOs. Furthermore, for 2015 we introduced a modifier to the annual incentive plan as well. This modifier is based on IPG’s Salary and Related Salaries (SRS) ratio which is a measurement of the relationship between compensation and revenue. This SRS modifier has been introduced to enhance focus on driving improvement to this key metric. It is important to note that a penalty is applied to annual incentives if the SRS target is missed; no reward is given for achieving or exceeding target.



---

**Table of Contents**

## Compensation Discussion &amp; Analysis

Approximately 90% of the target total 2016 compensation (excluding benefits) for the Chairman & CEO was variable pay, while on average variable pay represented 75% of target total compensation (excluding benefits) for all other NEOs.

***Our programs require significant executive share ownership.*** We adopted share ownership guidelines (SOG) in 2007. These guidelines and requirement levels are reviewed annually and most recently adjusted in 2015. Our CEO's ownership guideline is 6x base salary; all other NEOs have guidelines set at 2x base salary, thereby ensuring further alignment with stockholders. All NEOs are in compliance with their established ownership guideline. Among the NEOs, including the CEO, with tenure that requires them to have already achieved their SOG level, average ownership at the end of 2016 was at over 400% of the established ownership guideline. Beginning in 2013, the company added a new stock holding requirement to the SOG such that executives who have not met their established guideline level in the time allotted are required to hold all net after-tax shares delivered from equity vestings until such time as requirements are met.

***Our incentive plans include appropriate safeguards.*** We prohibit our NEOs and other senior executives from engaging in any transaction involving derivatives designed to hedge against the risk associated with ownership of IPG shares. Our Performance Incentive Plan, approved in 2014, prohibits the re-pricing of stock options without stockholder approval and does not allow for the granting of reload stock options which provide for the grant of additional stock options upon the exercise of previously granted stock options. In addition, we have an active clawback policy under which compensation can be recovered in the event of a significant restatement of our financial results due to fraud or misconduct. Additionally, our NEO annual and long-term incentive programs have a maximum payout equal to 200% of target, thereby further reducing potential risk taking by our leadership team.

***We appropriately limit guaranteed compensation.*** As indicated above, the majority of our compensation is performance based. As shown on page 45 of the Summary Compensation Table, outside of the Executive

Dental Plan coverage and the Charitable Matching Program which is capped at \$20,000 per executive per year, company-paid perquisites are not offered to our most senior executives. We also do not provide for any cash severance payments that exceed 2.99 times the sum of base salary and target annual incentive. Dividends cannot be earned on unvested performance shares.

In 2014, stockholders approved the 2014 Performance Incentive Plan (2014 PIP) which included modifications to the treatment of annual and long-term incentives upon a change-in-control. For annual incentives, the 2009 PIP allowed for the payment of full target annual incentive amounts in the event of a change-in-control at any point in the year. Under the 2014 PIP, pro-rata target annual incentive amounts would be paid if the change-in-control occurs in the first quarter; full target annual incentive amounts would be provided if the change-in-control occurs after the first quarter. For long-term incentives, to better align with current market norms and the best interest of stockholders, for all awards granted in 2014 and future years, IPG moved from so-called single-trigger awards that vested upon a change-in-control regardless of whether the employee is terminated to a double-trigger that only accelerates vesting if there is a termination following a change-in-control.

***We do not provide for any excise tax gross-up payments.*** Section 4999 of the Internal Revenue Code imposes excise taxes if payments made to executives due to a change-in-control exceed certain limits. If IPG were to experience a change-in-control, payments to our executives may be reduced to avoid adverse tax consequences to the executive, but

under no circumstances would IPG provide additional payments to cover these excise taxes.

These practices were validated at our annual meeting of stockholders in May 2016 when a substantial number of votes (97%) were cast in favor of our 2015 executive compensation pay practices.

We believe that our existing programs continue to ensure our executive compensation programs are aligned with best practices in corporate governance and promote a strong relationship between pay and performance.

## **2016 BUSINESS HIGHLIGHTS**

Across the board, 2016 was a successful year, in which we posted strong financial results highlighted by industry-leading organic revenue growth, continued to build our digital and integrated offerings, and garnered the highest level of recognition for the creativity and effectiveness of our work in over a decade. We grew organically in every region

of the world and with broad participation across our agencies, disciplines and client sectors.

The quality of our offerings is at its highest level in many years. Globally, at both the Cannes Festival of Creativity and the Effie Awards, in 2016 IPG agencies performed better than any other holding group in terms of awards per dollars of

**Table of Contents**

Compensation Discussion & Analysis

revenue. Contributions to these results came from across our agency portfolio. In the most recent Ad Age A-List, Interpublic is the only holding company with multiple agencies in the top 10, and also the only one among our peers to have the full range of marketing services recognized with honors.

Digital activity across all of our operating units continues to be a significant driver of our success. We continue to see the benefits of the major strategic decision we made some time ago to embed digital expertise within all of our agencies, as well as our commitment to the outstanding growth of our digital specialist agencies. Another strategic priority that has fueled our success is a long-standing commitment to investing in our people and creating a differentiated culture that draws so many of the industry's best and most entrepreneurial talent to our group. Our commitment to diversity and inclusion is an integral part of our culture, and we remain focused on diversity as a key ingredient to success in a global ideas business.

***CONTINUED REVENUE GROWTH AND OPERATING MARGIN PERFORMANCE***

At the outset of the year, the Company communicated targets to the financial community of between 3% and 4% organic revenue growth, which we revised upward in October to between 4% and 5%, as well as 50 basis points of margin improvement from the previous year's operating margin of 11.5%. Our reported 2016 top-line result of 5% organic growth was at the high-end of our target range.

Our top-line result led the industry for the second year in a row and significantly outperformed our peer average for the third year running. This is exceptional performance, which has seen us add over \$1 billion of organic revenue growth over the past three years—a significant accomplishment in such a fast-changing and competitive industry.

Organic revenue growth for the past three years was as follows:

During 2016, we also built on our record of continued progress in the operating and financial management of our Company. Reported operating margin of 12.0% for the year met the objective communicated to investors. With 270

basis points of margin improvement since 2013, IPG is solidly on track toward achieving our long-standing objective of delivering peer-level margins.

Interpublic Group	<i>2017 Proxy Statement</i>	<b>25</b>
-------------------	-----------------------------	-----------

**Table of Contents**

Compensation Discussion & Analysis

***CREDIT RATING UPGRADES, RETURN OF CAPITAL TO STOCKHOLDERS and TOTAL STOCKHOLDER RETURNS***

Improvements in operating margin during 2016 were driven by leverage on both our expense for Base Payroll, Benefits and Payroll Tax and our Office & General Expenses, reflecting the continuing strength of our expense disciplines.

Further, our return of capital programs continued to positively impact stockholder value, with a total of over \$3.0 billion in dividends and share repurchases since these programs began in 2011. Reflecting ongoing improvements

in our financial strength, we received an upgrade in April 2016 from one of the major credit rating agencies, Moody's, which, at Baa2 on our senior debt, solidifies our standing within the investment grade category.

The strength of our operating performance and capital initiatives have helped to produce outstanding long-term returns to our stockholders. Our total stockholder return (TSR) for the three and five-year periods, for example, is superior to both the average of our core competitive peer group (OMC, WPP, PUB) and the overall market.

**ALIGNING PAY WITH PERFORMANCE**

For 2016, approximately 90% of the target total compensation (excluding benefits) for the Chairman & CEO was variable/performance-based pay, while on average performance-based pay represented 75% of target total compensation (excluding benefits) for all other NEOs. For all of our NEOs, 100% of the annual incentives could be earned only if corporate and financial performance goals were met.

For our Chairman & CEO, 75% of his annual long-term incentive target could be earned only if corporate financial performance goals were met (approximately 60% for all other NEOs). The remaining 25% of his annual long-term incentive target was tied directly to stockholder interests and granted in restricted shares tied to our stock price performance (approximately 40% for all other NEOs).

**26** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

## Compensation Discussion &amp; Analysis

**CHANGES IN TARGET COMPENSATION IN 2016**

Name	Year	Base Salary		Target AI	LTI Value	Total Annual	Difference in
		Earned	%		at	Target	Target
		\$		\$	\$	Comp.	Annual
						\$	Target
							Comp.
							\$
Michael Roth	2016	\$ 1,500,000	200%	\$ 3,000,000	\$ 10,500,000	\$ 15,000,000	\$ 700,000
	2015	\$ 1,500,000	200%	\$ 3,000,000	\$ 9,800,000	\$ 14,300,000	
Frank Mergenthaler	2016	\$ 1,000,000	125%	\$ 1,250,000	\$ 3,250,000	\$ 5,500,000	\$ 750,000
	2015	\$ 1,000,000	125%	\$ 1,250,000	\$ 2,500,000	\$ 4,750,000	
Philippe Krakowsky	2016	\$ 1,000,000	125%	\$ 1,250,000	\$ 3,250,000	\$ 5,500,000	\$ 1,225,000
	2015	\$ 900,000	125%	\$ 1,125,000	\$ 2,250,000	\$ 4,275,000	
Andrew Bonzani	2016	\$ 800,000	90%	\$ 720,000	\$ 1,500,000	\$ 3,020,000	\$ 795,000
	2015	\$ 700,000	75%	\$ 525,000	\$ 1,000,000	\$ 2,225,000	
Christopher Carroll	2016	\$ 587,714	60%	\$ 352,628	\$ 575,000	\$ 1,515,342	\$ 84,041
	2015	\$ 582,063	60%	\$ 349,238	\$ 500,000	\$ 1,431,301	

Interpublic Group 2017 Proxy Statement 27

Table of Contents

## Compensation Discussion &amp; Analysis

**2016 COMPENSATION ENHANCEMENTS & LINK TO STRATEGY**

Pay Element	Description	Recent Enhancements	Link To Business &
			Talent Strategies
BASE SALARY (see bottom of this page)	Fixed cash compensation recognizing individual performance, time in role, scope of responsibility, leadership skills and experience  Reviewed annually and adjusted when appropriate	As reflected on the previous page, increases were made to the salaries of 2 NEOs in 2016 (detailed further at the bottom of this page)  Note: the salary for Chris Carroll was increased to \$587,714 in April 2015; therefore the 2015 base salary earned on the previous page is prorated. No change was made to his salary in 2016.	Competitive base salaries help attract and retain key executive talent  Material adjustments are based on performance and are not guaranteed
ANNUAL INCENTIVES (see page 29)	Performance-based cash compensation dependent on performance against annually established financial targets and individual performance	As reflected on the previous page, an increase was made to Mr. Bonzani's annual incentive target as a % of salary in 2016 (increased from 75% to 90%). Targets for all other NEOs remained unchanged.	This plan rewards performance that grows annual organic revenue, increases profitability and involves the achievement of high priority strategic objectives, all of which we believe ultimately drive increased long-term stockholder value
LONG-TERM INCENTIVES (see page 32)	Performance-based cash and stock compensation based on 2-and 3-year performance against established financial targets  The majority of awards vest on the 3 <sup>rd</sup> anniversary of the grant date, however a small portion of restricted shares are scheduled to vest on the 2 <sup>nd</sup>	In 2016, increases were made to the annual long-term incentive opportunities for all NEOs (as reflected in the Changes in Target Compensation in 2016 chart on the previous page)  Beginning with the February 2016 long-term incentive awards, the maximum payout for performance-based awards	Like our annual incentives, our long-term incentives encourage senior leaders to focus on delivering in our key financial metrics, but do not encourage or allow for excessive or unnecessary risk-taking in achieving this aim  The long-term plan also ensures that executives have



anniversary of the grant date; subject to continued employment	granted to NEOs was reduced from 300% to 200% (from 330% to 220% when including maximum performance for the relative TSR modifier)	compensation that is at risk for longer periods of time and is subject to forfeiture in the event that they terminate their employment
--	--	--

The Plan also motivates executives to remain with the company for long and productive careers built on expertise

**BASE SALARY**

Base Salary is central to attract and retain key talent, including our NEOs. Although its prominence in the pay mix declines with seniority, base salary generally remains an important part of compensation discussions with executive talent in our sector and related industries. In considering whether to increase an executive's base salary, the

Committee takes into consideration market pay for comparable executives at peer companies as well as the individual's performance and experience. The Committee made the following decisions about base pay for the NEOs in 2016:

Mr. Krakowsky received an increase from \$900,000 to \$1,000,000 effective January 1, 2016

Mr. Bonzani received an increase from \$700,000 to \$800,000 effective January 1, 2016

**Table of Contents**

## Compensation Discussion &amp; Analysis

**ANNUAL INCENTIVES****2016 ANNUAL INCENTIVE AWARD AMOUNTS**

Name	Base Salary earned in 2015	Target		Financial High Priority		Final Annual Incentive Amount Earned
		Base Salary	Annual Incentive	Performance Objectives		
				as a % of	80%	
MICHAEL ROTH	\$ 1,500,000	200%	\$ 3,000,000	138.3%	180%	\$ 4,400,000
FRANK MERGENTHALER	\$ 1,000,000	125%	\$ 1,250,000	138.3%	187%	\$ 1,850,000
PHILIPPE KRAKOWSKY	\$ 1,000,000	125%	\$ 1,250,000	138.3%	187%	\$ 1,850,000
ANDREW BONZANI	\$ 800,000	90%	\$ 720,000	138.3%	141%	\$ 1,000,000
CHRISTOPHER CARROLL	\$ 587,714	60%	\$ 352,628	138.3%	156%	\$ 500,000

**PERFORMANCE METRICS**

In 2016, as in past years, actual annual incentives earned could vary between 0% and 200% of the individual incentive target, depending on the Company's financial performance and individual performance versus established High Priority

Objectives (HPO's). The chart below details the performance metrics and weightings applied to annual incentive awards for all IPG NEOs in 2015:

Financial Metric	Description	Weighting
ORGANIC REVENUE	- Measures ability to drive revenue growth from existing operations, exclusive of acquisitions, divestitures and currency effects	
GROWTH % (ORG)	- Reflects the competitiveness of our offerings and is defined as the percentage change in IPG's total gross revenue as compared to the prior year, excluding the impact of foreign currency rate fluctuations and the net effect of acquisitions and divestitures	20%
OPERATING INCOME BEFORE INCENTIVES	- Measures business efficiency and profitability and is defined as Operating Income before expenses related to the Annual and Long-term Incentive Plans, and before any restructuring and asset impairment charges divided by gross revenue	60%

MARGIN % ( OIBI )		
SRS Ratio Modifier	- Measurement of the relationship between salary and related costs (excluding severance and incentive compensation) and revenue	can reduce OIBI Margin metric
		by 0% to - 15%
HIGH PRIORITY	- Consist of quantitative and/or qualitative objectives specific to the individual	20%
OBJECTIVES ( HPO )		

There has been no change in the design of our annual incentive plan since the 2015 incentive cycle. Performance against the first measure, Organic Revenue Growth (OG), continues to make up 20% of the calculated award. The second measure Operating Income Before Incentives (OIBI) Margin continues to comprise 60% of the calculated award, however, since 2015 we also applied a modifier to this OIBI Margin metric to enhance focus on driving improvement to our Salary and Related Salaries ( SRS ) ratio, a measurement of the relationship between compensation and revenue. If SRS ratio falls below target, a modifier is applied to reduce amounts earned from the OIBI Margin metric. Note that this modifier cannot increase payments, it can only reduce them.

OG, OIBI Margin and SRS targets are set early each year, as part of the Company s annual budgeting process.

High-priority Objectives ( HPOs ) are also set early in the year, and may consist of quantitative and/or qualitative objectives specific to the individual. HPOs include goals tied to the Company s overall, or an operating unit s, strategic priorities and typically include talent management, diversity and inclusion and cross-agency collaboration. For quantitative HPOs, specific objectives are established. For qualitative HPOs, specific accomplishments or expectations are defined and the Committee exercises judgment in assessing performance.

With all HPOs, performance is assessed after considering written assessments submitted to the Committee for both the Company as a whole and its principal operating units. Results are then ranked as poor, fair, good, excellent and spectacular, and a rating between 0% to 200%, respectively, of the target is assigned.

**Table of Contents**

## Compensation Discussion &amp; Analysis

***2016 FINANCIAL PERFORMANCE VERSUS GOALS***

<b>Financial Goals</b>	<b>2016 Target</b>	<b>2016 Actual</b>
OG %	3.0%	5.0%
OIBI %	15.7%	16.3%

These results were factored into the formulaic calculation for the financial performance portion of the award and resulted in a combined rating of 138.26% reflecting the weightings of the plan design.

***2016 HPO PERFORMANCE VERSUS GOALS***

For the corporate NEOs other than Mr. Roth, each executive's HPO rating was based on the Committee and Chairman & CEO's assessment and the Committee's approval of the executive officer's achievement of the established key strategic objectives. Mr. Roth's assessment rating was based on an assessment by the full Board of Directors of his achievement of the established key strategic objectives. There were no material adjustments made to actual financial performance in determining these ratings.

**Mr. Roth**

Mr. Roth received an HPO rating of 180%, reflecting his strong financial and strategic leadership of the global enterprise. This has resulted in a long-standing record of consistent operating margin improvement, a portfolio of offerings that led the industry in terms of organic growth in 2016 and have done so over the past three years, and a range of programs that promote innovation and an entrepreneurial culture across Interpublic. Key accomplishments included:

Successfully represented the Company to all key stakeholders, including major multinational clients, and prospective clients, as well as current and prospective senior-level employees. Outstanding performance in terms of the Company's reputation and credibility with the broader financial community and in terms of talent acquisition across the group.

Led range of financial initiatives that drove margin improvement, built on success in managing capital structure and continued robust return of capital programs, which surpassed \$3 billion milestone in capital returned to stockholders.

Further improvement to management processes that more closely link strategy, operations and accountability. This has allowed the Company to meet the evolving needs of marketers during a time of rapid evolution brought about by technology and related changes in consumer behavior. The strength of our offerings and our ability to deliver

integrated open architecture solutions continued to be evident in the Company's industry-leading organic growth performance.

Continued to bring high level of focus to development of potential successors from within current senior management ranks and promoting best practices in corporate governance.

Continued to demonstrate strong personal engagement in the Company's full range of diversity and inclusion efforts. Leadership commitment to accountability in this area led to continued year-on-year progress across all dimensions of diversity at the Company in 2016.

**Mr. Mergenthaler**

Mr. Mergenthaler received an HPO rating of 187%, reflecting his strong contributions in terms of financial and operational leadership. These resulted in continued improvement in the Company's operating margin, capital structure and relationships with the investor community. The Company's major marketing services division (CMG) also continued to increase share in the market, particularly in the PR space. Key accomplishments included:

Drove continued improvement in financial systems, which led to further operating margin improvement, driven by high levels of revenue conversion and leverage across Company's cost base. Continued to lead the Company's robust capital return programs.

Played leadership role in the Company's outreach to the investor community, which was instrumental in continued strength of the Company's financial reputation and outstanding support from analysts and investors during the course of the year.

Increased involvement in operating management led to continued improvement in the offerings and performance at CMG.

Continued strong involvement and leadership in diversity and inclusion activity, as Chairperson of the Corporate Diversity Council and executive sponsor of MERGE (IPG Multicultural Employee Resource Groups for Excellence).

**Mr. Krakowsky**

Mr. Krakowsky received an HPO rating of 187%, reflecting his strong contribution in terms of strategic and operational leadership. These resulted in continued industry-leading

**Table of Contents**

Compensation Discussion & Analysis

competitive organic performance, driven by growth areas such as digital marketing and emerging media capabilities, as well as continued talent retention and development. The Company's media offering (Mediabrand) also posted very strong performance during the course of the year. Key accomplishments included:

Further engagement with major operating units in strategic and leadership development, to ensure competitiveness of our offerings, notably in the continued evolution of digital capabilities that meet the needs of the marketplace, as well as our differentiated ability to deliver customized, integrated client solutions.

Continued to enhance talent management and compensation processes to link strategy and operations, increasingly making the Company an employer of choice relative to its competitive set.

Increased involvement in operating management led to continued improvement in the offerings and performance at Mediabrand.

Continued strong leadership in diversity and inclusion activity, including full engagement with operating unit management and linking of their compensation to results, as well as active participation in the Corporate Diversity Council.

**Mr. Bonzani**

Mr. Bonzani received a HPO rating of 141%, reflecting his leadership in the enhancement of the Company's legal department, his stewardship of multiple board functions and his increased involvement in operating matters. Key accomplishments included:

Close support of executive management in efforts to bolster agency leadership and attract key hires, seamlessly support company's M&A program, partner with Mediabrand leadership in the global build-out of Cadreon and enhance legal capabilities in Latin America region.

Notable success in a number of significant litigations and investigations.

Continued enhancement of the company's programs in core practices, including long-standing industry leadership position in media transparency, as well as new EU global data privacy initiative.

Active support of the Company's diversity and inclusion initiatives, including ongoing role as a member of the Corporate Diversity Council and one of two Executive Sponsors of the Women's Leadership Network, which successfully identified a dynamic new leader in 2016.

**Mr. Carroll**

Mr. Carroll received an HPO rating of 156%, reflecting his leadership of the controller's organization and successful implementation of a number of major finance optimization initiatives. Key accomplishments included:

Improvements to the closing process that resulted in the company achieving its best ever control testing results.

Completion of shared services and program change office implementations in Brazil and Australia, as well as enhancement of these offerings in key markets such as India, Italy, Spain, Japan, Columbia and China.

Training of over 660 agency finance personnel on Sarbanes Oxley/business control improvements, which allowed increased amount of diligence work to be led by in-house team, resulting in significant cost-savings.

Active support of the Company's diversity and inclusion initiatives, including recruitment of diverse candidates for key senior finance posts and personal leadership as Board member of the T. Howard Foundation.

**Table of Contents**

## Compensation Discussion &amp; Analysis

**LONG-TERM INCENTIVES*****2016 TARGET ANNUAL LONG-TERM INCENTIVE OPPORTUNITIES***

For 2016, the Committee set the following long-term incentive expected dollar target values for the NEOs:

Name	Total Target LTI Award Value (value of A+B+C)	Performance Shares <sup>1</sup> (A)	Performance Cash (B)	Performance Restricted Shares (C)
MICHAEL ROTH	\$10,500,000	\$ 5,250,000	\$ 2,625,000	\$ 2,625,000
		(243,562 target shares)		(121,781 shares)
FRANK MERGENTHALER	\$3,250,000	\$ 1,250,000	\$ 625,000	\$ 1,375,000
		(57,991 target shares)		(63,789 shares)
PHILIPPE KRAKOWSKY	\$3,250,000	\$ 1,125,000	\$ 625,000	\$ 1,375,000
		(57,991 target shares)		(63,789 shares)
ANDREW BONZANI	\$1,500,000	\$ 625,000	\$ 312,500	\$ 562,500
		(28,995 target shares)		(26,095 shares)
CHRISTOPHER CARROLL	\$575,000	\$ 237,500	\$ 118,750	\$ 218,750
		(11,018 target shares)		(10,148 shares)

1. The number of target shares was determined by dividing the target value by the average of the high and low stock price on the date of grant (\$21.555 on February 29, 2016) and rounding down to the nearest whole share. For performance awards, the grant-date fair values estimated in accordance with ASC 718 and reported in the Summary Compensation Table and the Grants of Plan-Based Awards Table are lower than the values reported in this table since the awards do not pay any dividends or dividend equivalents while the awards are outstanding.

In 2016, as in prior years, annual long-term incentive awards were made on the final trading day of February. This allowed for synchronized communication of annual and long-term incentives with each executive, which enforces the concept of total compensation.

At its February meeting, the Committee determined the annual long-term incentive target awards under the Performance Incentive Plan, defined as a dollar expected value, for the Chairman & CEO and, after considering recommendations from the Chairman & CEO approved the



long-term incentive targets for the other NEOs. The Chairman & CEO's long-term incentives were discussed and approved by the full Board.

The determination of the annual long-term incentive award is assessed as part the total compensation review for senior executives and, as in the case of setting salaries, takes into consideration the independent consultant's competitive review and other factors such as each executive's total compensation, pay history, absolute and relative performance, and expected future performance.

**32** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

## Compensation Discussion &amp; Analysis

The table below reflects the long-term incentive design for all IPG NEOs in 2016. Each of the long-term incentive vehicles employed is designed with unique characteristics that, when viewed in total, balance the need to incentivize executive performance and promote the retention of the executives, as well as provide them with clarity as to how and when the awards can be earned.

Financial Metric	Performance Shares	Performance Cash	Restricted Shares
VESTING DATE	3rd Anniversary of Grant Date		2nd & 3rd Anniversaries of Grant Date
PERFORMANCE PERIOD	3 Years (2016 - 2018)	2 Years (2016 - 2017)	n.a.
FINANCIAL METRICS	OG % (30%)  OIBI Margin % (70%)		n.a.
RELATIVE TOTAL STOCKHOLDER RETURN (TSR) MODIFIER	+/- 10% applied to the performance rating derived from actual performance versus financial metrics above	n.a.	n.a.
PAYOUT RANGE	0% - 200%		# of shares earned is fixed at

the time of grant; equal to

\* *Performance shares can be modified up to a maximum of 220% if a 10% Relative TSR Modifier (mentioned above) is applied to a maximum rating of 200%*

the # of shares granted

1. Total Stockholder Return is a metric that assesses share performance over a defined period of time which reflects the change in stock price plus an assumed reinvestment of dividends into additional shares of stock. For the 2016 performance-based share awards, the modifier will be based on IPG's TSR over a three-year period compared to a group of peer companies. TSR will be based on 30-trading day average opening and closing prices; calculated as (Closing Price + Reinvested Dividends)/Opening Price. For purposes of this award the opening price will be the 30-trading days prior to January 1, 2016 and the closing price will be the 30-trading days up to and including December 31, 2018.

**PERFORMANCE-BASED SHARES**

**Performance Period and Vesting**

Performance-based share awards granted to NEOs since 2014, have been based on a longer-term financial performance forecast of 3 years. In 2016, performance share awards were granted for the performance period beginning on January 1, 2016 and ending on December 31, 2018. Vesting will occur on February 28, 2019, provided that the executive remains employed at that time.

Three year cumulative financial objectives are set at the start of each performance period. The Company does not disclose the multiple-year performance goals for its long-term performance plans at any time during the performance cycle, as these data points are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its February 2016 meeting, the Committee considered the performance targets for the 2016-2018 performance cycle difficult to attain, while appropriate for the current economic environment.

**Performance Metrics**

Performance-based share awards granted to NEOs in 2016 continue to be tied to the Cumulative OG (30%) and OIBI Margin (70%) of IPG. In addition, a Relative TSR Modifier is incorporated into this award. This Relative TSR Modifier may provide as much as a 10% upward or downward adjustment to the performance rating determined based on OG and OIBI Margin. The amount of the adjustment is based on how well IPG's 3-year Total Stockholder Return compares to that of its 2015 Comparator Group (detailed on page 38) at the end of the performance period.

**Potential Payouts**

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period. Based on year-over-year comparisons, Management and the Committee deem these financial performance targets as relatively difficult to achieve or predict.



**Table of Contents**

Compensation Discussion & Analysis

In 2016, the final value of the awards before applying the Relative TSR modifier may vary from 0% to 200% of the target amount (a reduction from 300% in years prior), based on IPG's multi-year performance against financial objectives. The Relative TSR modifier can then adjust this rating upwards or downwards by up to 10%.

***PERFORMANCE-BASED CASH***

**Performance Period and Vesting**

The 2016 Performance Cash awards are subject to evaluation of financial performance over a two-year performance period, with vesting occurring on the third anniversary of the grant date. In 2016, performance cash awards were granted for the performance period January 1, 2016 through December 31, 2017 with a subsequent additional vesting period of January 1, 2018 to February 28, 2019.

**Performance Metrics**

For the NEOs 30% of the target award value for performance cash awards was tied to IPG's cumulative organic revenue growth (OG) and 70% was tied to operating income before incentives (OIBI) margin targets.

Two-year cumulative financial objectives are set at the start of each performance period. The Company does not disclose the multiple-year performance goals for its long-term performance plans at any time during the performance cycle, as these data points are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its February 2016 meeting, the Committee considered the performance targets for the 2016-2017 performance cycle difficult to attain, while appropriate for the current economic environment.

**Potential Payouts**

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period. Based on year-over-year comparisons, Management and the Committee deem these financial performance targets as relatively difficult to achieve or predict.

For awards issued in 2016, the final value may vary from 0% to 200% of the target amount (a reduction from 300% in prior years), based on IPG's multi-year performance against financial objectives.

***RESTRICTED SHARES***

Restricted shares serve primarily as a retention and motivational vehicle, which is enhanced with improved stock price performance.

A portion of the restricted share award is scheduled to vest on both the second and third anniversaries of the grant date. Dividend equivalents are accrued on all outstanding shares on a quarterly basis. The shares and dividend equivalents are subject to forfeiture if the executive leaves Interpublic before the restrictions expire. The Company believes that these vesting provisions promote a long-term focus and provide a strong retention incentive. The number

of target shares was determined by dividing the target value by the average of the high and low stock price on the date of grant (\$21.555 on February 29, 2016) and rounding down to the nearest whole share.

### ***2014 PERFORMANCE PLAN PAYOUTS***

On February 28, 2014, the Committee granted performance share awards and performance cash awards, both under the 2009 Performance Incentive Plan (PIP). The performance cycle for these performance share awards was 3 years, beginning on January 1, 2014 and ending on December 31, 2016. The performance cycle for these performance cash awards was 2 years, beginning on January 1, 2014 and ending on December 31, 2015. Both awards vested on February 28, 2017.

In addition to the OG and OIBI Margin metrics, the 2014 performance share awards were the first to include the 3-year relative TSR modifier. When calculating the Relative TSR Modifier, TSR was based on 30-trading day average opening and closing prices; calculated as  $(\text{Closing Price} + \text{Reinvested Dividends}) / \text{Opening Price} - 1$ . For purposes of this award the opening price was the average of closing prices for the 30-trading days prior to January 1, 2014 and the closing price was the average closing price for the 30-trading days up to and including December 31, 2016. At the completion of the 3-year performance cycle, IPG performed at the 87.9th percentile of the 2014 peer group, which resulted in a +5% adjustment to any earned performance shares from 2014.

**Table of Contents**

## Compensation Discussion &amp; Analysis

**2014-2015 and 2014-2016 Financial Performance Versus Goals**

Financial Goals	Performance Shares		Performance Cash	
	2014-2016		2014-2015	
	Target	Actual	Target	Actual
OG %	3.4%	5.6%	3.3%	6.0%
OIBI %	14.3%	15.1%	14.0%	14.5%

Based on these results, each of the NEOs earned a performance rating of 210.2% (200.2% based on OG and OIBI Margin performance + 5% resulting from Relative TSR Modifier) for their performance share awards and 189.3% of target for performance cash.

**2014 Long-term Incentive Award Amounts Earned**

	2014 LTI Awards								
	2014-2016 Performance					2014-2015 Performance			2014 Restr
	Total Award	% of Target	Shares			% of Target	Cash		Target
			Target	Target	Actual		Target	Actual	
Value	Achieved	(\$)	(#)	(#)	Achieved	(\$)	(\$)	(\$)	
EL ROTH	\$ 8,800,000	210.20%	\$ 4,400,000	249,080	523,566	189.30%	\$ 2,200,000	\$ 4,164,600	\$ 2,200,000
MERGENTHALER	\$ 2,500,000	210.20%	\$ 1,250,000	70,761	148,739	189.30%	\$ 625,000	\$ 1,183,125	\$ 625,000
PE KRAKOWSKY	\$ 2,150,000	210.20%	\$ 1,075,000	60,854	127,915	189.30%	\$ 537,500	\$ 1,017,487	\$ 537,500
W BONZANI	\$ 1,000,000	210.20%	\$ 500,000	28,304	59,495	189.30%	\$ 250,000	\$ 473,250	\$ 250,000
OPHER CARROLL	\$ 500,000	210.20%	\$ 250,000	14,152	29,747	189.30%	\$ 125,000	\$ 236,625	\$ 125,000

**ADDITIONAL COMPENSATION INFORMATION****COMPENSATION PHILOSOPHY AND BASIC PRINCIPLES**

**OUR EXECUTIVE COMPENSATION PHILOSOPHY REMAINS TO PROVIDE A PERFORMANCE-BASED, MARKET-COMPETITIVE TOTAL COMPENSATION PROGRAM THAT:**

Supports our talent needs and business objectives

Ties a significant portion of pay to sustaining and improving operational performance to enhance stockholder value

Aligns with the interests of our stockholders

Our success continues to depend on our ability to attract, motivate and retain a diverse group of talented individuals throughout our organization who will enable us to deliver the best and most contemporary marketing solutions to drive our clients' businesses. Talent is our Company's most vital asset, which is why it represents our most significant expense. We must continue to ensure that the investments we make in our key people are disciplined and designed to drive results. To this end, our compensation programs are guided by the following basic principles:

Our compensation programs will be balanced and are intended to treat all stakeholders equitably.

Our executive compensation programs will include four major elements: base salary, performance-based annual cash incentives, performance and time-based long-term incentives, retirement and other benefit programs. It bears noting that, outside of the Charitable Matching Program which is capped at \$20,000 per executive per year, company-paid perquisites are not offered to our most senior executives.

Our fixed and performance-based compensation will target our competitive market for talent. Actual financial and individual performance may result in total earned compensation that is above or below target for certain individuals.

Our competitive market for executive leadership includes companies with similar talent requirements; these companies are captured in our compensation peer group, which is reviewed annually prior to inclusion in the Proxy statement.

All individual pay decisions will consider the competitive market data and will be based on an executive's



**Table of Contents**

Compensation Discussion & Analysis

performance against financial and individual objectives, as well as contributions and skills identified in our annual Leadership Talent and Succession Plan Review ( Talent Review ) process. Exceptional performance against these measures may result in pay levels exceeding the competitive market for certain executives who deliver outstanding results.

We will strive to design incentive programs that are aligned with our short and long-term operating goals and can be responsive to unique market requirements. Target performance levels will be set to be challenging but achievable while maximum performance levels will represent stretch goals. These incentive programs will provide market competitive levels for achievement of target results while also allowing for meaningful and appropriate rewards for superior results, encouraging executives to make carefully considered decisions to drive said superior performance, while discouraging excessive or unjustified risks.

Senior Executives and Non-Management Directors will be required to meet stock ownership guidelines.

When warranted, policies will be vigorously enforced.

The communication and implementation of our compensation programs will be clear, specific and transparent.

**HOW COMPENSATION DECISIONS ARE MADE**

***ROLE OF EXECUTIVE OFFICERS AND MANAGEMENT IN COMPENSATION DECISIONS***

The Committee makes all pay decisions related to the NEOs. The Chairman & CEO does not participate in the Committee's deliberations or decisions with regard to his own compensation.

At the Committee's request, the Chairman & CEO does present individual pay recommendations to the Committee for the CFO, the other NEOs and other executives whose compensation arrangements are subject to the Committee's review. The Chairman & CEO's pay recommendations for such executives are informed by his assessments of individual contributions to the Company's financial performance, achievement of specified performance or strategic objectives, Talent Review results, as well as competitive pay data and other factors. These recommendations are then considered by the Committee with the assistance of its independent consultant.

The Chairman & CEO, the EVP, Chief Strategy and Talent Officer, the SVP, General Counsel & Secretary, and the Vice President of Global Executive Compensation & Benefits all attend Committee meetings, but are not present for the Committee's executive sessions, or for any discussion of their own compensation. Other senior executives, as appropriate to the topic, may be asked to attend Committee meetings to provide relevant information or advice, but they also do not

attend executive sessions, or any discussion of their own compensation.

### ***ROLE OF INDEPENDENT CONSULTANT***

In 2016, the Committee again retained the services of an external independent executive compensation consultant, Meridian Compensation Partners, LLC ( Meridian ), to work for the Committee in its review of executive and non-employee Director compensation practices, including the competitiveness of pay levels, executive compensation design issues, market trends, and technical considerations.

At no time during 2016, nor at any other time, has the Committee directed Meridian to perform its services in any particular manner, or using any particular methodology.

The Committee has the final authority to hire and terminate the consultant, and the Committee evaluates the consultant annually. Pursuant to SEC rules, the Committee annually assesses the independence of Meridian and in 2016 the Committee again concluded that no conflict of interest exists that would prevent Meridian from independently representing the Committee. Meridian does not provide any consulting advice to IPG, or any of its subsidiaries, outside the scope of executive compensation and will not do so without the prior consent of the Committee Chair. Meridian meets with the Committee chair and the Committee outside the presence of management.

**Table of Contents**

Compensation Discussion & Analysis

***ROLE OF THE COMPENSATION AND LEADERSHIP TALENT COMMITTEE***

The Committee is responsible for establishing, implementing and continually monitoring adherence to the Company's compensation philosophy, as well as approving compensation awarded to senior corporate and operating executives, including the NEOs. Among its duties, the Committee is responsible for formulating the compensation recommendations for our Chairman & CEO and approving all compensation recommendations for select senior executives including the NEOs. Following review and discussion, the Committee submits its recommendations for compensation for the Chairman & CEO to the non-employee members of our Board for approval. The Committee is supported in its work by the EVP, Chief Strategy and Talent Officer, his staff, and an independent executive compensation consultant as described above.

The Committee's charter, which sets out its duties and responsibilities and addresses other matters, is reviewed annually and can be found on our website at <http://www.interpublic.com>.

***ROLE OF STOCKHOLDER SAY-ON-PAY VOTES***

We provide our stockholders with the opportunity to cast an annual advisory vote on executive compensation (a say-on-pay proposal). At our annual meeting of stockholders held in May 2016, a substantial majority of the votes (97%) cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Committee believes this affirms stockholders' support of our approach to executive compensation in 2015 and the structural changes that were approved for 2016. The Committee welcomes feedback and dialogue with stockholders and will continue to consider the outcome of the Company's say-on-pay votes and evolving best practices in this area when making future compensation decisions for the NEOs.

***SETTING COMPENSATION FOR THE NAMED EXECUTIVE OFFICERS***

The Committee reviews and assesses the total compensation of each NEO on an annual basis. Material changes in compensation typically occur only based on

performance, in response to significant changes in an individual's responsibility, due to changes in market conditions, or in limited circumstances when the Company is at risk of losing a highly talented and valued employee.

Compensation decisions are made based on the following information:

**External Market Analysis:** The Committee annually conducts a review of the competitive market compensation level for each NEO. This review is performed by the independent consultant after the Committee has approved the peer companies to be used for the study. The Committee targets the competitive market for talent for both fixed and total target compensation.

**Internal Equity:** When making pay decisions, the Committee also takes into account internal equity. The Company has established comparability guidelines based on an executive's purview with regard to revenue,

operating income and headcount responsibility, geographic scope, and job complexity.

**Individual Performance and Talent Assessment:** The Committee's consideration is also informed by the Company's Talent Review process. The Committee participates in this annual review with the full membership of the Board of Directors. This Board-level review includes a discussion of each of the NEOs, their future career path and successors, as well as succession plans for the IPG CEO position. These reviews inform pay decisions by providing an in-depth look at the NEOs, their responsibilities, relative contributions and future potential, as well as their relative compensation.

**Other factors:** Additional factors, such as scarce skills, leadership skills, long-term potential and key client relationships are also taken into consideration when reviewing compensation.

**Table of Contents**

Compensation Discussion & Analysis

**USE OF COMPETITIVE DATA FOR COMPENSATION REVIEWS**

**The Market for Talent**

In order to ensure our compensation programs reflect best practices, as well as to maintain competitive compensation program designs and levels, the Committee considers market data and compensation ranges of our peer group. In 2013, the Committee approved a single peer group that reflects both talent peers as well as industry peers. A few changes to this Peer Group were made as part of the 2015 annual review of compensation due to recent Mergers and Acquisition activity (detailed below). The Committee continues to believe that this Peer Group is appropriate.

In December 2015, Meridian Compensation Partners conducted its annual market review to assess the competitiveness of each NEOs target total compensation (consisting of base salary, target annual incentive and target long-term incentives). Compensation data were analyzed for comparable positions at the 2015 Compensation Peer Group (detailed below) as well as size-relevant data from several published survey sources. Meridian compares each of IPG's covered positions to comparable positions at peer companies and within the published survey sources based

on title and described roles and responsibilities. Retirement benefits are reviewed independently, with the last review conducted in 2011.

Using the size-adjusted data, the 2015 study concluded that executives in aggregate, were positioned near the median of the market for total target compensation. The Committee utilized this information, as well as other incumbent specific factors, to determine whether any pay adjustments were warranted for 2016.

Since the modifications made to IPG's peer group in 2013, we continue to believe that the group contains a good representation of IPG's industry competitors and size-relevant, talent-focused comparators. That being said, a few changes to our Peer Group were made as part of the 2015 annual review of compensation due to recent mergers and acquisition activity: AOL was acquired by Verizon and has therefore been removed; Time Inc. has been added and Gannett Co. Inc. completed a spin-off resulting in 2 business units: Gannett (Publishing) and Tegna (broadcasting/digital), both of which have been added. The final peer group included:

**2015 Comparator Group**

**(used to inform 2016 compensation decisions)**

Activision Blizzard, Inc.	Havas	TEGNA, Inc.
Cablevision Systems Corporation	IAC/InterActivCorp	Thomson-Reuters Corporation
CBS Corporation	Liberty Interactive Corporation	Time Inc.
Discovery Communications, Inc.	News Corporation	Time Warner Inc.
Dun & Bradstreet, Inc.	Nielsen Holdings N.V.	Viacom Inc.
eBay Inc.	Omnicom Group Inc.	WPP plc
Electronic Arts Inc.	Publicis Groupe	Yahoo! Inc.
Gannett Co., Inc.	Sirius XM Holdings Inc.	

The median revenue in 2015 for these peer companies was approximately \$6.4b as compared to IPG's 2015 revenue of \$7.6b.

**RETIREMENT BENEFITS*****PURPOSE***

The Company views retirement benefits as a key component of our executive compensation program because they encourage and reward long-term service. Therefore, we offer our NEOs and other employees a comprehensive benefits program that provides the opportunity to accumulate retirement income.

***PROGRAM DESCRIPTIONS***

Our retirement programs include the Company's qualified 401(k) savings plan, the Capital Accumulation Plan ( CAP ), the Senior Executive Retirement Income Plan ( SERIP ) and Executive Special Benefit Agreement ( ESBA )

The Company's 401(k) savings plan is a tax-qualified retirement savings plan pursuant to which all U.S.-based employees, including the NEOs, are able to contribute compensation on a before-tax basis, subject to dollar limits prescribed by federal tax laws. For employees with less than 10 years of service, the Company matches 50% of the first 6% of compensation contributed. For employees with 10 or more years of service, the Company matches 75% of the first

**Table of Contents**

Compensation Discussion & Analysis

6% of compensation that is contributed. The Company's 401(k) savings plan also allows after-tax contributions up to limits prescribed by federal tax laws. The match applies to the total amount contributed on both a before- and after-tax basis.

From time to time, the Company may provide an additional performance-based matching contribution to the 401(k) plan based on the Committee's assessment of the Company's annual performance, including the Company's operating margin for its consolidated U.S. businesses relative to pre-set targets. The objective of this feature is to induce greater participation in the 401(k) savings plan and to allow all U.S. employees to benefit from the Company's strong performance. For 2016, the Committee approved an additional matching contribution equal to 8% of participant matched contributions.

The CAP plan provides participants with an annual dollar credit to an interest-bearing account. Under the terms of the CAP, interest is credited on December 31st of each year at an interest rate equal to the closing 10-year U.S. Treasury yield on the last business day of the immediately preceding calendar year. For a more detailed description of the CAP, see "Nonqualified Deferred Compensation Arrangements - The Interpublic Capital Accumulation Plan" on page 51. Messrs. Roth, Mergenthaler, Krakowsky, Bonzani and Carroll participate in CAP at the levels described on page 51.

The SERIP provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. Participation is limited to a select group of very senior executives and requires Committee approval. Mr. Roth is the only NEO, who participates in the SERIP, and Mr. Roth no longer accumulates pay or service credit in the plan as his future benefit is fully vested. For a more detailed description of the SERIP, see "Pension Arrangements - The Interpublic Senior Executive Retirement Income Plan" on page 50.

The ESBA also provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. This type of agreement is frozen to new participants; participation is limited to a select group of very senior executives and requires Committee approval. Mr. Krakowsky is the only NEO who participates in the ESBA, and Mr. Krakowsky no longer

accumulates pay or service credit in the plan as his future benefit is fully vested. For a more detailed description of the ESBA please refer to page 50.

**Benefits Review And Decision Process**

As part of its competitive pay review, the independent consultant periodically provides the Committee with a comparison of IPG's benefits programs to those of a sample of competing companies. This benefits program review is conducted in the context of total compensation, and the review considers compensation and benefits in total.

Decisions regarding new or enhanced participation in these programs, other than 401(k), are made after considering the total compensation as one component to a total pay discussion. For a number of the NEOs, retirement and other benefits are the subject of individual employment agreements (which are described in greater detail beginning on page 53, under the heading "Employment Agreements" and which give IPG the ability to increase, but not decrease, the specific benefit).

On a case-by-case basis, the Committee, and the Management Human Resources Committee (MHRC) consisting of IPG's Chairman & CEO, the EVP, CFO, the EVP, Chief Strategy and Talent Officer, and the SVP, General Counsel & Secretary to which the Committee delegates certain responsibilities, consider the appropriateness of CAP and SERIP participation and benefits although all such decisions for NEOs are made solely by the Compensation Committee. In making recommendations to the Committee or MHRC, the Company considers an individual's role, level in the organization, total compensation level, performance, length of service, and other factors. When making determinations to issue additional CAP and SERIP awards, the Company also considers an individual's current retirement positioning, including all forms of accrued qualified and non-qualified retirement benefits previously awarded or earned and the value of the individual's Company match in the 401(k) savings plan or if not a participant for any year it assumes the executive contributed the maximum amount permitted to the plan.

## **SEVERANCE AND CHANGE OF CONTROL BENEFITS**

In order to provide market-competitive total compensation packages to our executive officers, as well as to ensure the ongoing retention of these individuals in the event of potential takeovers that would create uncertainty as to their future employment, the Company offers severance and change of control benefits upon the occurrence of several specified events.

The NEOs may receive severance benefits from the Company under the terms of their employment agreements (described in greater detail beginning on page 53 under the heading "Employment Agreements"), the Company's Executive Severance Plan and/or change of control agreements, depending on the circumstances of a potential termination.



**Table of Contents**

Compensation Discussion & Analysis

Under the 2014 PIP, if a Change of Control occurs in the first quarter, NEOs receive an accelerated and prorated payout at target of their annual incentive. If a Change of Control occurs after the first quarter, NEOs receive a full accelerated payout at target of their annual incentives. Upon a Change of Control, the vesting of long-term incentives would remain in

tact unless there is a qualifying termination (upon which vesting is accelerated). Under our change in control agreements, individuals are eligible for enhanced severance benefits, contingent on a Change of Control being followed by a Qualifying Termination.

**SHARE OWNERSHIP GUIDELINES**

We have adopted share ownership guidelines for non-employee directors, NEOs and other senior executives. The purpose of these share ownership guidelines is to:

More closely align the financial interests of executives and non-employee directors with the Company's stockholders.

Communicate the commitment and personal investment of executives and directors in the Company.

Persons subject to the guidelines are also prohibited from engaging in any transaction involving derivatives that is designed to hedge against the market risk associated with ownership of IPG shares.

The share ownership guidelines are expressed as multiples of base salary. The multiple for the Chairman & CEO was increased from five times base salary to six times base salary in October 2012. Executives in the program have five years from 2008 (or from the date at which he or she joins the Company or is promoted into a position in which the guidelines apply) to reach the established guideline level. Beginning in 2013, those executives who have not met their established guideline level in the time allotted will be required to hold all net after-tax shares delivered from equity vestings until requirements are met.

Name	Share Ownership Guideline	2016 Compliance With Share Ownership
------	------------------------------	---

	as multiple of base salary	Guidelines
MICHAEL ROTH	6x	Yes
FRANK MERGENTHALER	2x	Yes
PHILIPPE KRAKOWSKY	2x	Yes
ANDREW BONZANI	2x	Yes
CHRISTOPHER CARROLL	2x	Yes

The Committee regularly reviews the levels of stock ownership against the stock ownership guideline levels applicable to the NEOs and other senior executives. As of December 31, 2016, all NEOs who are required to have reached their stock ownership guidelines had met or exceeded these guidelines (average ownership of over 400% of target).

## TAX AND ACCOUNTING IMPLICATIONS

### *DEDUCTIBILITY OF EXECUTIVE COMPENSATION*

Section 162(m) of the U.S. Internal Revenue Code (the Code) prohibits the Company from taking a tax deduction for compensation paid in excess of \$1,000,000 to a NEO (other than the principal financial officer). However, performance-based compensation, as defined in the tax law, is fully deductible if the plan under which the compensation is paid has been approved by stockholders and meets other requirements. The Company's policy is to qualify the compensation paid under its incentive compensation programs as tax deductible to the extent feasible and consistent with its overall compensation objectives.

As part of its responsibility, the Committee reviews and considers the deductibility of executive compensation. The Company believes that compensation paid in 2016 under its

executive incentive plans is deductible for federal income tax purposes, except as indicated below. In certain situations, the Committee may approve compensation that is not deductible in order to ensure competitive levels of total compensation for its NEOs. In this regard, for 2016, with respect to each NEO who is covered by Section 162(m) of the Code, to the extent that the sum of the executive's base salary, the fair market value of restricted stock awards that vested during the year and the additional bonus awards exceeded \$1,000,000, the excess was not deductible for federal income tax purposes.

Beginning in 2015, the annual and long-term incentive plans include a pool funding to ensure awards to NEOs meet the requirements for tax deductibility under Section 162(m) of

**Table of Contents**

Compensation Discussion & Analysis

the Tax Code. The maximum pool that can be used to pay annual and long-term incentives to NEOs is equal 8% of IPG's Operating Income during the applicable performance period. The amounts awarded for 2016 annual incentive awards are well below this cap (the first set of long-term incentives granted under this pool will not vest until February 28, 2018).

The Company has guidelines for reviewing the impact of the accounting and tax treatment of various forms of compensation covered by the PIP. The guidelines identify specific responsibilities and actions required by the Human Resources, Accounting and Tax departments for all group and individual actions. These guidelines are designed to ensure that accounting and tax treatment of the awards granted under the plan are properly addressed.

***NON-QUALIFIED DEFERRED COMPENSATION***

Effective since January 1, 2005, most of the Company's deferred compensation and nonqualified retirement benefit arrangements, including most of the Company's severance arrangements; have been subject to Section 409A of the Internal Revenue Code which provides that nonqualified deferred compensation plans follow certain rules on the timing and form of payments. Noncompliance with these rules could result in adverse tax consequences for the executives. The Company has made significant efforts to ensure that affected arrangements comply with the new requirements.

***ACCOUNTING FOR STOCK-BASED COMPENSATION***

Beginning on January 1, 2006, the Company began accounting for stock-based payments including its grants of stock options, restricted shares and performance shares in accordance with the requirements of FASB ASC Topic 718.

**COMPENSATION RISK**

The Company regularly reviews its compensation policies and practices, including any risks that may be inherent in the design of the Company's compensation plans. In early 2016, the Company reviewed its risk assessment process and the resulting analysis with the Committee, which concluded that

the compensation plans reflect the appropriate compensation goals and philosophy and any risk arising from the Company's compensation policies and practices was not deemed likely to have a material adverse impact on the Company's performance or financial results.

## COMPENSATION RECOVERY IN THE EVENT OF A FINANCIAL RESTATEMENT

The Company has adopted a clawback policy under which, in the event of a significant restatement of financial results due to fraud or misconduct, it will review payments made to senior executives on the basis of having met or exceeded specific performance targets during the restatement period. If any bonuses paid based on such performance targets would have been lower had they been calculated based on such restated results, the Board of Directors will, to the full extent permitted by governing law, seek to recoup for the benefit of the Company all such bonuses to senior

executives whose fraud or misconduct, as determined by the Board of Directors, resulted in such restatement. For purposes of this policy, the term senior executives means executive officers as defined under the Securities Exchange Act of 1934, as amended, and the term bonuses means awards under The Interpublic Group of Companies, Inc. 2014 Performance Incentive Plan or any equivalent incentive plan which supersedes such plan, including, among other awards, annual incentives, stock options, performance cash and performance shares.

Interpublic Group *2017 Proxy Statement* **41**

**Table of Contents**

Among its duties, the Compensation and Leadership Talent Committee is responsible for reviewing and discussing with the Company's management the Compensation Discussion & Analysis included in this Proxy Statement for the 2017 Annual Meeting (the "CD&A"). Based on such a review and discussion, the Committee has recommended to the Board of Directors that the CD&A be included in this Proxy Statement and incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

William T. Kerr, Chair

H. John Greeniaus

Dawn Hudson

Jonathan F. Miller

David M. Thomas

March 21, 2017

**42** Interpublic Group *2017 Proxy Statement*

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table sets forth information concerning the compensation paid by Interpublic and its subsidiaries to (i) Mr. Roth, who served as the Interpublic's principal executive officer during 2016, (ii) Mr. Mergenthaler, who served as the principal financial officer in 2016 and (iii) each of the three most highly compensated executive officers of Interpublic, other than the principal executive officer and the principal financial officer (as determined based on total compensation in 2016, excluding the amount, if any, shown in the column headed Change in Pension Values and Nonqualified Deferred Compensation Earnings), who were serving as executive officers on December 31, 2016 (the named executive officers). In each instance, the compensation shown is for services rendered in all capacities for the years indicated. The employment agreements for the named executive officers are summarized beginning on page 53 under the heading Employment Agreements.

Name and Principal Position	Year	Salary (\$)	Awards (\$) <sup>(1)</sup>	Stock Compensation (\$) <sup>(2)</sup>	Incentive Plan Earnings (\$) <sup>(3)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings		Total (\$)
						Non-Equity Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$)	
<b>Michael I. Roth</b>	2016	1,500,000	7,507,388	8,564,600	19,980	386,209		17,978,177
Chairman of the Board and Chief Executive Officer	2015	1,500,000	7,104,293	5,467,600		386,209		14,458,102
	2014	1,400,000	6,379,150	4,705,334	31,118	383,737		12,899,339
	2016	1,000,000	2,537,449	3,033,125		216,209		6,786,783
<b>Frank Mergenthaler</b>	2015	1,000,000	1,812,296	2,574,067		217,209		5,603,572
	2014	1,000,000	1,812,240	2,332,000		212,237		5,356,477
	2016	1,000,000	2,537,449	2,867,488	224,486	86,737		6,716,160
<b>Philippe Krakowsky</b>	2015	900,000	1,631,092	2,151,333		86,737		4,769,162
	2014	800,000	1,558,523	1,902,667	240,404	66,701		4,568,295
	2016	800,000	1,143,706	1,473,250		74,762		3,491,718
<b>Andrew Bonzani</b>	2015	700,000	724,901	963,000		23,762		2,411,663
	2014	700,000	724,889	855,200		15,035		2,295,124
	2016	587,714	439,605	736,625		67,641		1,831,585
<b>Christopher Carroll</b>	2015	582,063	362,428	635,333		66,972		1,646,795
	2014	565,110	362,445	576,400		62,221		1,566,176

Accounting Officer

(1) The amounts shown for each year is the aggregate grant date fair value of stock awards made to the executive during the year, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 9 to Interpublic's audited financial statements included in the 2016 Form 10-K. The grant date fair values of the performance share awards shown for each year in which such awards were granted were calculated assuming a target level of performance achievement. The following tables show the grant date fair values of performance share awards assuming achievement of the target performance level and maximum performance level.

Interpublic Group *2017 Proxy Statement* **43**

**Table of Contents**

## Executive Compensation

The amounts shown for 2016, 2015 and 2014 for each Named Executive Officer in the Summary Compensation Table consists solely of the grant date fair value of each executive's performance share award for the three-year performance period ending (i) for the 2016 Performance Share Award, on December 31, 2018, (ii) for the 2015 Performance Share Award, on December 31, 2017 and (iii) for the 2014 Performance Share Award, on December 31, 2017. The (i) 2016 Performance Share award will vest on February 28, 2019, (ii) 2015 Performance Share award will vest on February 28, 2018 and (iii) 2014 Performance Share award will vest on February 28, 2017, in each case, to the extent the performance criteria established for the awards are satisfied.

Name	2016 Performance Share Awards		2015 Performance Share Awards		2014 Performance Share Awards	
	Target	Maximum	Target	Maximum	Target	Maximum
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Mr. Roth	4,882,398	10,741,276	4,654,309	15,359,220	4,179,151	13,791,198
Mr. Mergenthaler	1,162,477	2,557,449	1,187,306	3,918,110	1,187,253	3,917,935
Mr. Krakowsky	1,162,477	2,557,449	1,068,593	3,526,357	1,021,030	3,369,399
Mr. Bonzani	581,228	1,278,702	474,918	1,567,229	474,894	1,567,150
Mr. Carroll	220,865	485,902	237,448	783,578	237,447	783,575

(2) The amounts shown for each of 2016, 2015 and 2014 for each named executive officer are the sum of the payments made in respect of the executive's (i) annual non-equity compensation award and (ii) performance cash awards for the (A) 2014-2015 performance period, which vested on February 28, 2017 (B) 2013-2014 performance period, which vested on February 28, 2016 and (C) 2012-2013 performance period, which vested on February 28, 2015, in the respective amounts shown in the following table.

Name	2016 Non-Equity Incentive Plan Compensation		2015 Non-Equity Incentive Plan Compensation 2013		2014 Non-Equity Incentive Plan Compensation 2012	
	Annual Incentive Award	2014 Performance Cash Award	Annual Incentive Award	Performance Cash Award	Annual Incentive Award	Performance Cash Award
Mr. Roth	4,400,000	4,164,600	4,100,000	1,367,600	3,800,000	905,334
Mr. Mergenthaler	1,850,000	1,183,125	1,750,000	824,067	1,750,000	582,000
Mr. Krakowsky	1,850,000	1,017,487	1,450,000	701,333	1,450,000	452,667
Mr. Bonzani	1,000,000	473,250	700,000	263,000	700,000	155,200
Mr. Carroll	500,000	236,625	460,000	175,333	460,000	116,400



- (3) The amounts in this column for Mr. Roth reflect the change in the value of the benefits he is entitled to receive under the Senior Executive Retirement Income Plan, which is described in greater detail on page 50 under the heading Pension Arrangements The Interpublic Senior Executive Retirement Income Plan.

The amounts in this column for Mr. Krakowsky reflect the change in the value of the benefits he is entitled to receive under his Executive Special Benefit Agreement, which is described in greater detail on page 50, under the heading Pension Arrangements Executive Special Benefit Agreement.

Messrs. Mergenthaler, Carroll and Bonzani do not participate in a pension plan nor do they have an Executive Special Benefit Agreement.

While each of the named executive officers participate in deferred compensation arrangements, as described in greater detail beginning on page 51, under the heading Nonqualified Deferred Compensation Arrangements, none received earnings on deferred compensation that was above-market or preferential as defined by SEC rules.

- (4) The table below shows the components of the amounts shown in this column for 2016.

Name	Matching contributions		Premiums paid by Interpublic		Perquisites and Other	Total All Other Compensation
	Annual Dollar Credits under the Capital Accumulation Plan	Interpublic Savings Plan	on group life insurance	Other Personal Benefits		
	(\$) <sup>(a)</sup>	(\$)	(\$)	(\$) <sup>(b)</sup>	(\$)	(\$)
Mr. Roth	350,000	13,212	261	22,736		386,209
Mr. Mergenthaler	200,000	13,212	261	2,736		216,209
Mr. Krakowsky	50,000	13,212	261	23,264		86,737
Mr. Bonzani	50,000	9,237	261	15,264		74,762
Mr. Carroll	50,000	13,116	261	4,264		67,641

**Table of Contents**

## Executive Compensation

(a) The Capital Accumulation Plan is described in greater detail on page 51 under the heading Nonqualified Deferred Compensation Arrangements The Interpublic Capital Accumulation Plan.

(b) The 2016 Perquisites and Other Personal Benefits table below lists the type and amount of each perquisite received by the named executive officers in 2016.

**2016 Perquisites and Other Personal Benefits**

The following table describes the amount of each perquisite and other personal benefit received by each of the named executive officer in 2016.

Name	Executive Dental	Charitable Matching
	Plan Coverage	Program (a)
	(\$)	(\$)
Mr. Roth	2,736	20,000
Mr. Mergenthaler	2,736	0
Mr. Krakowsky	3,264	20,000
Mr. Bonzani	3,264	12,000
Mr. Carroll	3,264	1,000

(a) The Charitable Matching Program is described in greater detail on page 17 under the heading Non-Management Director Compensation.

Table of Contents

## Executive Compensation

**GRANTS OF PLAN-BASED AWARDS**

The following table provides information on grants of equity and non-equity plan based awards made in 2016 to the named executive officers. The awards are described in greater detail in the Compensation Discussion & Analysis, beginning on page 32.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock	Awards:	Grant Date
			Thres- hold (\$)	Target (\$)	Maximum (\$)	Thres- hold (/#)	Target (/#)	Maximum (/#)	Number of Shares of Stock or Option Awards	Fair Value of Stock and Option Awards (\$) <sup>(6)</sup>	
<b>M. Roth</b>	3/31/2016	3/23/2016 <sup>(1)</sup>	0	3,000,000	6,000,000						
	2/29/2016	2/17/2016 <sup>(2)</sup>	0	2,625,000	5,250,000						
	2/29/2016	2/17/2016 <sup>(3)</sup>				0	243,562	535,836		4,882,398	
	2/29/2016	2/17/2016 <sup>(4)</sup>							121,781	2,624,989	
<b>F. Mergenthaler</b>	3/31/2016	3/23/2016 <sup>(1)</sup>	0	1,250,000	2,500,000						
	2/29/2016	2/17/2016 <sup>(2)</sup>	0	625,000	1,250,000						
	2/29/2016	2/17/2016 <sup>(3)</sup>				0	57,991	127,580		1,162,477	
	2/29/2016	2/17/2016 <sup>(4)</sup>							28,995	624,987	
	2/29/2016	2/17/2016 <sup>(5)</sup>							34,794	749,985	
<b>P. Krakowsky</b>	3/31/2016	3/23/2016 <sup>(1)</sup>	0	1,125,000	2,250,000						
	2/29/2016	2/17/2016 <sup>(2)</sup>	0	625,000	1,250,000						
	2/29/2016	2/17/2016 <sup>(3)</sup>				0	57,991	127,580		1,162,477	
	2/29/2016	2/17/2016 <sup>(4)</sup>							28,995	624,987	
	2/29/2016	2/17/2016 <sup>(5)</sup>							34,794	749,985	
<b>A. Bonzani</b>	3/31/2016	3/23/2016 <sup>(1)</sup>	0	720,000	1,440,000						
	2/29/2016	2/17/2016 <sup>(2)</sup>	0	312,500	625,000						
	2/29/2016	2/17/2016 <sup>(3)</sup>				0	28,995	63,789		581,228	
	2/29/2016	2/17/2016 <sup>(4)</sup>							14,497	312,483	
	2/29/2016	2/17/2016 <sup>(5)</sup>							11,598	249,995	

<b>C. Carroll</b>	3/31/2016	3/23/2016 <sup>(1)</sup>	0	352,628	705,256				
	2/29/2016	2/17/2016 <sup>(2)</sup>	0	118,750	237,500				
	2/29/2016	2/17/2016 <sup>(3)</sup>				0	11,018	24,240	220,865
	2/29/2016	2/17/2016 <sup>(4)</sup>							5,509
	2/29/2016	2/17/2016 <sup>(5)</sup>							4,639

- (1) Reflects the potential payout in cash that the executive was entitled to earn for calendar year 2016 pursuant to an annual incentive award made in 2016 under the 2014 PIP as described in greater detail on page 29, under the heading Compensation Discussion & Analysis Annual Incentives. The actual amounts paid are shown in the Summary Compensation Table in the column titled Non-Equity Incentive Plan Compensation.
- (2) Reflects potential payout that the executive is entitled to earn pursuant to a long-term performance cash award made in 2016 under the 2014 PIP. As described in greater detail on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance relative to goals over a two-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award and will be settled entirely in cash.
- (3) Reflects potential payout in shares of Common Stock that the executive is entitled to earn pursuant to a performance share award made in 2016 under the 2014 PIP. As described in greater detail on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance relative to goals over a three-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The Relative TSR modifier can then adjust this rating upwards or downwards by up to 10%. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award.

**Table of Contents**

Executive Compensation

- (4) Reflects the number of shares under restricted stock award grants made under the 2014 PIP. These shares are credited with quarterly cash dividends, when and as declared by the Board of Directors on the Common Stock. All of the shares of restricted stock, and any cash dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.
  
- (5) Reflects the number of shares under restricted stock award grants made under the 2014 PIP. These shares are credited with quarterly cash dividends, when and as declared by the Board of Directors on the Common Stock. All of the shares of restricted stock, and any cash dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the second anniversary of the grant date.
  
- (6) Reflects the grant date fair value of the equity award disclosed in the adjacent column computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 9 to Interpublic's audited financial statements included in the 2016 Form 10-K.

Table of Contents

## Executive Compensation

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table provides information on outstanding equity awards, consisting of stock option awards and stock awards, held by the named executive officers as of December 31, 2016.

Name	Option Awards			Stock Awards		Equity Incentive Plan Awards:	
	Number of Securities Underlying Unexercised Options Exercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
	(#)	(\$)	Date	(#)	(\$) <sup>(6)</sup>	(#)	(\$) <sup>(9)</sup>
<b>Mr. Roth</b>	628,019	12.7700	2/28/2023	121,781 <sup>(2)</sup>	2,850,893	535,836 <sup>(7)</sup>	12,543,921
	546,448	11.7200	2/28/2022	109,228 <sup>(3)</sup>	2,557,027	720,908 <sup>(8)</sup>	16,876,456
	492,866	12.9350	2/28/2021	124,540 <sup>(4)</sup>	2,915,481		
	431,594	8.4500	3/31/2020	523,566 <sup>(5)</sup>	12,256,680		
	500,000	4.1400	3/31/2019				
	500,000	9.9125	5/30/2018				
	500,000	11.7000	5/31/2017				
<b>Mr. Mergenthaler</b>	84,981	9.9125	5/30/2018	28,995 <sup>(2)</sup>	678,773	127,580 <sup>(7)</sup>	2,986,648
	102,188	11.7000	5/31/2017	62,658 <sup>(3)</sup>	1,466,824	183,902 <sup>(8)</sup>	4,305,146
				35,380 <sup>(4)</sup>	828,246		
			148,739 <sup>(5)</sup>	3,481,980			
<b>Mr. Krakowsky</b>	59,487	9.9125	5/30/2018	28,995 <sup>(2)</sup>	678,773	127,580 <sup>(7)</sup>	2,986,648

			59,872 <sup>(3)</sup>	1,401,604	165,514 <sup>(8)</sup>	3,874,683
			30,427 <sup>(4)</sup>	712,296		
			127,915 <sup>(5)</sup>	2,994,490		
<b>Mr. Bonzani</b>			14,497 <sup>(2)</sup>	339,375	63,789 <sup>(7)</sup>	1,493,300
			22,734 <sup>(3)</sup>	532,414	73,560 <sup>(8)</sup>	1,722,040
			14,152 <sup>(4)</sup>	331,298		
			59,495 <sup>(5)</sup>	1,392,778		
<b>Mr. Carroll</b>			5,509 <sup>(2)</sup>	128,966	24,239 <sup>(7)</sup>	567,435
			10,211 <sup>(3)</sup>	239,040	36,778 <sup>(8)</sup>	860,973
			7,076 <sup>(4)</sup>	165,649		
			29,747 <sup>(5)</sup>	696,377		

- (1) All of the stock options have a ten-year term and an exercise price equal to 100% of the fair market value of the Common Stock on the grant date which, as established by the Compensation Committee, is the average of the high and low sales prices of the Common Stock as reported by the NYSE for the grant date.
- (2) Reflects the number of shares under restricted stock award grants ( Restricted Stock Awards ) made under the 2014 PIP that will vest on February 28, 2019. All Restricted Stock Awards are credited with quarterly dividends, when and as declared by the Board of Directors, on the Common Stock. All Restricted Stock Awards, and any dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.
- (3) Reflects the number of shares under Restricted Stock Awards made under the 2014 PIP that will vest on February 28, 2018.
- (4) Reflects the number of shares under Restricted Stock Awards made under the 2014 PIP that will vest on February 28, 2017.
- (5) Represents the number of unvested shares of Common Stock that the named executive officer has earned under performance share awards granted in 2014, for which the performance ended on December 31, 2016. The award remained subject to forfeiture had the employment of the award recipient terminated prior to the February 28, 2017 vesting date, which did not occur.
- (6) The value shown is calculated by multiplying (i) the number of shares shown in the column headed Number of Shares or Units of Stock That Have Not Vested by (ii) the closing price of the Common Stock (\$23.41), as reported by the NYSE on December 30, 2016.

**Table of Contents**

## Executive Compensation

- (7) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2016, for which the performance period will end on December 31, 2018. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2019.
- (8) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2015, for which the performance period will end on December 31, 2017. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2018.
- (9) The values shown in this column are calculated by multiplying (i) the number of shares shown in the column headed Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested by (ii) the closing price of the Common Stock (\$23.41), as reported by the NYSE on December 30, 2016.

**OPTION EXERCISES AND STOCK VESTED**

The following table provides information for 2016 on the number of shares of Common Stock acquired upon (i) the exercise of stock options and (ii) the vesting of (a) performance share awards and (b) the portion (fifty percent) of the executive's performance cash award settled in shares of Common Stock.

Name	Option Awards <sup>(1)</sup>		Stock Awards	
	Number of Shares	Value Realized	Number of Shares	Value Realized
	Acquired on Exercise	on Exercise	Acquired on Vesting	on Vesting
	(#)	(\$)	(#)	(\$)
Mr. Roth	500,000	7,298,358	277,680 <sup>(2)</sup>	5,981,227
Mr. Mergenthaler	115,540	1,492,984	124,518 <sup>(2)</sup>	2,682,118
Mr. Krakowsky	51,094	504,387	94,386 <sup>(2)</sup>	2,033,074
Mr. Bonzani			32,804 <sup>(2)</sup>	706,598
Mr. Carroll			21,869 <sup>(2)</sup>	471,058
			13,029 <sup>(3)</sup>	298,299

(1) Represents the number of stock options exercised in 2016. The value realized on exercise is the amount by which the market price of the Common Stock received upon exercise exceeds the exercise price.

(2) The value realized on the vesting of performance share awards and the portion of the executive's performance cash award (fifty percent) settled in Common Stock is equal to the product of (A) the number



of shares vested multiplied by (B) the average of the high and low price of the Common Stock, as reported by the NYSE, on the February 29, 2016 vesting date (\$21.54).

- (3) The value realized on the vesting of the portion of Mr. Carroll's performance cash award (fifty percent) settled in Common Stock is equal to the product of (A) the number of shares vested multiplied by (B) the average of the high and low price of the Common Stock, as reported by the NYSE, on the April 30, 2016 vesting date (\$22.895).

**Table of Contents**

Executive Compensation

**PENSION ARRANGEMENTS**

**Executive Special Benefit Agreement**

Mr. Krakowsky entered into an Executive Special Benefit Agreement (an ESBA ) in 2002, which provides that if he retires, resigns or otherwise terminates employment with Interpublic after his 60th birthday, or his employment terminates due to death, Interpublic will pay him \$245,000 per year for 15 years. If he retires, resigns or is terminated from employment with Interpublic on or after his 55th birthday, but prior to his 60th birthday, he will receive between \$171,500 and \$230,300 per year for 15 years, depending upon his age at the time of his termination. If his employment terminates (other than by reason of death) prior to his 55th birthday, he would receive \$50,000 per year for eight years.

If Mr. Krakowsky has a Qualifying Termination (as defined under the heading Severance and Change of Control Benefits on page 56), the amount of his annual ESBA benefit will be the amount that would have been payable if he had continued working for Interpublic through the end of his severance period.

If Mr. Krakowsky's employment terminates within two years after a Change of Control (as defined under the heading Severance and Change of Control Benefits below) of Interpublic, his ESBA benefits would be paid in a lump sum, rather than installments. The amount of the lump sum would be the then-present value of the benefit described above, except that if Mr. Krakowsky's termination is a Qualifying Termination and Mr. Krakowsky's age as of December 31st of the year in which the Change of Control occurs is 58 or older, the lump-sum would be based on the then-present value of \$245,000 per year for 15 years.

If Mr. Krakowsky dies before all required payments are made to him under these ESBAs, Interpublic would make the remaining payments to his beneficiaries.

**The Interpublic Senior Executive Retirement Income Plan**

Interpublic provides retirement benefits to certain U.S.-based senior executives of Interpublic and its subsidiaries under the Senior Executive Retirement Income Plan ( SERIP ). Of the named executive officers, only Mr. Roth participates in SERIP. Mr. Roth is entitled to receive an annual benefit of \$110,000 for 15 years that is fully vested.

The SERIP provides monthly payments for 10 or 15 years beginning two years after Mr. Roth's termination of employment. The amount of each participant's benefit is determined at the discretion of Interpublic, with approval from the Compensation Committee, and is set forth in a Participation Agreement entered into with the executive when the executive's participation in the SERIP is approved; the Participation Agreement may be amended from time to time, including to increase (but not to decrease) the amount of the SERIP benefit. In general, the SERIP provides that 30% of a participant's benefit becomes vested after three years of participation in the SERIP, and the vested percentage increases by 10% at the end of each of the next seven years. However, the Compensation Committee or its designee may approve an alternative vesting schedule on a case-by-case basis. If an executive breaches a non-competition or non-solicitation agreement, the executive's entire benefit will be forfeited (even if the benefit had already vested). If a participant has a Qualifying Termination, the SERIP generally provides for continued vesting through the end of the

participant's severance period.

If a participant's employment terminates within two years after a Change of Control, the participant's vested SERIP benefit will be accelerated and paid in a lump sum, rather than installments. The amount of the lump sum would be based on the then-present value of the future payments, to the extent vested. In general, the vested percentage would be determined as described above, provided that if the termination is a Qualifying Termination and, as of December 31st of the year in which the Change of Control occurs, (i) the participant's age is 55 or older and (ii) the participant is within two years of full vesting, the participant's entire benefit under SERIP will be fully vested.

**50** Interpublic Group *2017 Proxy Statement*

**Table of Contents**

## Executive Compensation

**Pension Benefits**

The following table provides information on pension benefits held by the named executive officers as of December 31, 2016.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of	Payments Durin
			Accumulated Benefit (\$) <sup>(1)(2)</sup>	Last Fiscal Year (\$)
Mr. Roth	SERIP	N/A	1,026,764	0
Mr. Mergenthaler				
Mr. Krakowsky	ESBA	14	2,035,554	0
Mr. Bonzani				
Mr. Carroll				

(1) The calculation of the present value of accumulated benefit assumes a discount rate of 4.20 percent. No preretirement decrements were used in the calculation of present values. Contingent benefits arising from death, early retirement or other termination of employment were not valued.

(2) For Mr. Krakowsky, the amount shown is the present value of the maximum benefit that he would be entitled to receive under his ESBA if his employment by Interpublic continues until he reaches age 60. The terms and conditions of the ESBA are described in greater detail on page 50 under the heading Executive Special Benefit Agreement.

**NONQUALIFIED DEFERRED COMPENSATION ARRANGEMENTS****The Interpublic Capital Accumulation Plan**

Interpublic maintains a Capital Accumulation Plan (the CAP) under which senior management employees of Interpublic and its subsidiaries selected by the Management Human Resources Committee (the MHRC) are entitled to receive deferred compensation benefits. Under CAP, a participating employee receives annual credits of a specified dollar amount (a dollar credit) and interest each December 31st. The amount of each year's interest credit is equal to the 10-year U.S. Treasury yield curve annual rate (also known as the constant maturity rate) as of the last business day of the immediately preceding calendar year. Each participant's account balance becomes fully vested as to both prior and future dollar and interest credits when the participant has completed three years of participation in the CAP,

except that all interest credits since the inception of the participant's participation in the plan are subject to forfeiture if the participant breaches a non-competition or non-solicitation agreement. If a participant has a Qualifying Termination, the CAP provides for continued vesting through the end of the participant's severance period and a special dollar credit equal to the dollar credits that would have been added to the participant's account (based on the credit amount in effect at time of the Qualifying Termination) if he had continued working for Interpublic until the due date for his last severance payment. Any portion of a participant's benefit that is not vested upon termination of employment (taking into account accelerated vesting upon a Qualifying Termination) will be forfeited.

If a participant has a Qualifying Termination within two years after a Change of Control, (i) the participant will become fully vested and (ii) the participant's account will be credited with an amount equal to the dollar credits that would have been added to his account (based on the credit amount in effect at time of the Qualifying Termination) if he had continued working for Interpublic until the end of his severance period.

Each named executive officer is a participant in the CAP and for 2016 received the following annual dollar credit:

Name	Annual Dollar Credit
Mr. Roth	\$ 350,000
Mr. Mergenthaler	\$ 200,000
Mr. Krakowsky	\$ 50,000
Mr. Bonzani	\$ 50,000
Mr. Carroll	\$ 50,000

For 2016, each participant received an interest credit equal to 2.270% of his account balance as of December 31, 2016 (determined before the 2016 dollar credit was added). Each named executive officer's CAP account balance is fully vested.

In general, each named executive officer's vested account balance is payable in a lump sum two years after the termination of his employment with Interpublic and its subsidiaries. However, if the participant's employment terminates within two years after a Change of Control, payment will be accelerated.

**Table of Contents**

## Executive Compensation

**Nonqualified Deferred Compensation**

The following table provides information on non-qualified deferred compensation arrangements for the named executive officers as of December 31, 2016, which consist exclusively of benefits under the CAP.

Name	Executive	Registrant	Aggregate	Aggregate	Aggregate balance at last FYE
	contributions in last FY	contributions in last FY	earnings in last FY	withdrawals/ distributions	
	(\$)	(\$) <sup>(1)</sup>	(\$) <sup>(2)</sup>	(\$)	(\$) <sup>(3)</sup>
Mr. Roth	0	350,000	88,526	0	4,338,358
Mr. Mergenthaler	0	200,000	48,512	0	2,385,632
Mr. Krakowsky	0	50,000	12,802	0	626,769
Mr. Bonzani	0	50,000	0	0	50,000
Mr. Carroll	0	50,000	12,802	0	626,769

(1) The amounts shown as Registrant contributions in last FY are dollar credits that were added to the named executive officer's CAP account as of December 31, 2016 and are included in the All Other Compensation column for 2016 of the Summary Compensation Table on page 43.

(2) No earnings on deferred amounts are included in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the Summary Compensation Table for 2016, 2015 or 2014 because the interest credits under the CAP did not constitute above-market or preferential earnings as defined by SEC rules.

(3) The aggregate balances shown in this column include the following dollar credits that were included in the All Other Compensation column of the Summary Compensation Table for each of 2015 and 2014 on page 43, other than for Mr. Bonzani, who was not a participant in the CAP for such years:

Name	2015	2014
Mr. Roth	350,000	350,000
Mr. Mergenthaler	200,000	200,000
Mr. Krakowsky	50,000	50,000
Mr. Carroll	50,000	50,000

**Table of Contents**

## Executive Compensation

**EMPLOYMENT AGREEMENTS, TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL ARRANGEMENTS****Employment Agreements**

Each of the named executive officers has an employment agreement with Interpublic. Each employment agreement includes provisions describing the named executive officer's position and responsibilities, his salary and eligibility for incentive compensation and other benefits and perquisites. Each agreement also includes covenants pursuant to which the named executive officer agrees not to divulge confidential information of Interpublic and its subsidiaries and agrees for a period of time after termination of employment to refrain from soliciting employees of Interpublic and its subsidiaries and from soliciting or handling the business of clients of Interpublic.

*Annual Bonus* - Each employment agreement provides for each executive officer to receive an annual bonus target bonus, with the actual award ranging between 0% and 200% of the target depending on Interpublic financial performance, his individual performance, and management discretion.

*Long-Term Incentive Awards* - Each employment agreement also provides for participation in Interpublic's performance-based long-term incentive programs. Each year's awards may consist of stock options, restricted stock, performance-based share and cash awards or another form of incentive award at the sole discretion of the Compensation Committee.

**Employment Agreement Base Salary and Incentive Compensation Information**

The following table provides the annual salary, annual incentive target percentage and long-term incentive target award value for each executive officer for 2016.

Name	Salary \$	Annual Incentive Target %	Long-Term Incentive Target \$
Mr. Roth	\$ 1,500,000	200	10,500,000
Mr. Mergenthaler	1,000,000	125	3,250,000
Mr. Krakowsky	1,000,000	125	3,250,000
Mr. Bonzani	800,000	90	1,500,000
Mr. Carroll	587,714	60	575,000

**Michael I. Roth Employment Agreement**

Mr. Roth's employment agreement also provides that he is entitled to (i) participate in the CAP and (ii) participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

If Mr. Roth's employment is terminated involuntarily without Cause (as defined under the heading "Severance and Change of Control Benefits" below), his employment agreement provides for salary continuation for 12 months from the date notice of his termination is provided, at the rate in effect before his termination. If Mr. Roth obtains alternative employment before the end of the severance period, the amount of his severance pay will be reduced (but not below zero) by the amount of the non-contingent compensation payable to Mr. Roth in connection with his new employment for service before the end of the severance period.

After an involuntary termination without Cause, Mr. Roth will also be eligible to receive (i) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the severance period and a subsequent COBRA period, and (ii) a cash payment equal to the amount of matching contributions that Interpublic would have

contributed on his behalf to the Interpublic Savings Plan if he had continued participating in that plan until the end of the severance period. The subsidy for medical, dental and vision benefits would end if Mr. Roth accepts employment with another employer offering similar benefits. Mr. Roth may terminate his employment at any time by giving notice to Interpublic at least three months in advance.

#### **Frank Mergenthaler Employment Agreement**

Mr. Mergenthaler's employment agreement also provides that he is entitled to (i) participate in the CAP, with a current annual dollar credit of \$200,000, and (ii) participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

In the event of a Qualifying Termination of Mr. Mergenthaler's employment, his employment agreement provides for a lump-sum payment equal to the sum of (i) one year's base salary at the rate in effect before his termination, (ii) his target bonus for the year of termination, plus (iii) a pro-rated portion of his target bonus for the year in which the termination occurs and (iv) any other awards and benefits to which he is entitled in accordance with their terms. In addition, if Mr. Mergenthaler or any of his dependents elects continuation



**Table of Contents**

Executive Compensation

health coverage under COBRA, his employment agreement provides for a lump sum payment equal to the sum of the premiums for the first year of such COBRA coverage. Mr. Mergenthaler may terminate his employment at any time by giving notice to Interpublic at least six months in advance.

**Philippe Krakowsky Employment Agreement**

Mr. Krakowsky's employment agreement also provides that he is entitled to (i) participate in Interpublic's Capital Accumulation Plan, with an annual dollar credit of \$50,000 and (ii) participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

If Mr. Krakowsky's employment is terminated involuntarily without Cause, his employment agreement provides for salary continuation for 12 months from the date notice of his termination is provided, at the rate in effect before his termination; provided that if Mr. Krakowsky obtains alternative employment before the end of the severance period, the amount of his severance pay will be reduced (but not below zero) by the amount of the non-contingent compensation payable to Mr. Krakowsky in connection with his new employment for service before the end of the severance period.

Mr. Krakowsky is also eligible to receive a bonus for the year in which his employment is terminated. After an involuntary termination, Mr. Krakowsky would also be eligible to receive: (i) continued vesting of all restricted stock and options until the end of the severance period, (ii) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the severance period and a subsequent COBRA period, (iii) a cash payment equal to the amount of matching contributions that Interpublic would have contributed on his behalf to the Interpublic Savings Plan if he had continued participating in that plan until the end of the severance period and (iv) a cash payment in lieu of continued life insurance for 12 months from the notice date. The subsidy for medical, dental and vision benefits would end if Mr. Krakowsky accepts

employment with another employer offering similar benefits. Mr. Krakowsky may terminate his employment at any time by giving notice to Interpublic at least six months in advance.

**Andrew Bonzani Employment Agreement**

Mr. Bonzani's agreement also provides that he is entitled to participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

In the event of a Qualifying Termination, his employment agreement provides for severance pay under the Executive Severance Plan (described below), with a salary continuation period of 18 months.

**Christopher Carroll Employment Agreement**

Mr. Carroll's employment agreement also provides that he is entitled to participate in (i) Interpublic's Capital Accumulation Plan, with an annual dollar credit of \$50,000, and (ii) such other employee benefits and programs as are available from time to time to other key management executives generally.

If Mr. Carroll's employment is terminated involuntarily without Cause, his employment agreement provides for (i) salary continuation, at the rate in effect before his termination, for 12 months from when notice of his termination is provided and (ii) lump sum payment of his target bonus for the year of termination. After his termination date, Mr. Carroll will be eligible to receive (i) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the severance period and a subsequent COBRA period, and (ii) a cash payment equal to the amount of matching contributions that Interpublic would have contributed on his behalf to the Interpublic Savings Plan if he had continued participating in that plan until the end of the severance period. Mr. Carroll may terminate his employment at any time by giving notice to Interpublic at least six-months in advance.

### Executive Severance Plan

Under the Interpublic Executive Severance Plan (ESP), certain senior management employees, including the named executive officers, are entitled to receive severance and other welfare benefits, in the event of a Qualifying Termination. In general, the ESP provides for salary continuation, at the executive's base salary rate in effect for the year of termination, for a specified number of months, which varies generally according to the seniority of the executive. If the executive's Qualifying Termination occurs within two years after a Change of Control, severance is payable in a lump sum, rather than over the severance period.

Under the ESP the named executive officers are entitled to the following salary continuation periods:

Name	Salary Continuation Period
Mr. Roth	24 months
Mr. Mergenthaler	18 months
Mr. Krakowsky	18 months
Mr. Bonzani	18 months
Mr. Carroll	12 months

**Table of Contents**

## Executive Compensation

The ESP also provides for cash payments in lieu of continued medical, dental and vision benefits at active employee rates for the salary continuation period, followed by a COBRA period.

Benefits under the ESP are not in addition to severance benefits under individual employment agreements. Rather, severance benefits that are paid under individual

employment agreements are credited against amounts payable under the ESP.

The ESP requires the executive to agree to certain post-termination covenants which, if violated, would result in the forfeiture of the executive's future severance payments and benefits. Benefits under the ESP are also conditioned on the executive executing a mutual release.

**Change of Control Agreements**

Each named executive officer has entered into a change of control agreement with Interpublic that provides for severance and other benefits in the event of a Qualifying Termination within two years after a Change of Control. These benefits are instead of, and not in addition to, the benefits the executive otherwise would be entitled to receive under the executive's employment agreement and the ESP.

Each of these change of control agreements provides for a lump-sum severance payment equal to a specified multiple of the executive's base salary plus his target bonus. For purposes of this calculation, salary and target bonus are each determined based on the rate in effect for the executive for the year of the Change of Control or for the year of the Qualifying Termination, whichever is greater.

The multiple applied and the corresponding months of service under the change of control agreements are:

Name	Multiple	Months of Severance
Mr. Roth	3	36 months
Mr. Mergenthaler	2	24 months
Mr. Krakowsky	2	24 months
Mr. Bonzani	2	24 months
Mr. Carroll	2	24 months

In addition, under the agreement the named executive officer's benefit under the CAP will be subject to the following adjustments: (i) annual dollar credits will be added for his severance period as if his severance were paid in semi-monthly installments over his severance period (rather than in a lump sum); (ii) he will receive a prorated annual

dollar credit for the year in which the severance period expires, and (iii) in addition to the interest credits added under the terms of the CAP each December 31st, the executive will receive a pro-rated interest credit for the year in which the severance period expires, at the rate applied under CAP for the year in which the executive's CAP balance is paid.

The agreement also provides that, if the named executive officer is a participant in the SERIP, the vested percentage of his SERIP benefit will be determined as if his severance were paid in monthly installments over his severance period (rather than in a lump sum).

Each agreement also provides for cash payments to subsidize the cost of medical, dental and vision benefits during the months for which severance is provided, in lieu of the benefit subsidies otherwise payable under the executive's employment agreement and the ESP.

Each agreement requires the executive to agree to certain post-termination covenants, which restrict solicitation of employees and clients, and if violated, would result in the forfeiture of the executive's severance payments and benefit.

**Table of Contents**

## Executive Compensation

**SEVERANCE AND CHANGE OF CONTROL BENEFITS**

The preceding narrative describes the severance and other benefits to which the named executive officers may be entitled under the various agreements, plans and arrangements in connection with or following a termination of the executive's employment. Below is a table that quantifies the benefits that each named executive officer would have received had his employment terminated as of December 31, 2016 under the following circumstances:

Triggering Event <sup>(1)</sup>	Description
<b>Termination for Cause or Voluntary Termination Without Good Reason</b>	<p>In general (subject to certain variations in each executive's employment agreement), Interpublic would have Cause to terminate an executive's employment if the executive (a) materially breaches a provision in his employment agreement and fails to cure such breach within a 15-day period; (b) misappropriates funds or property of Interpublic; (c) attempts to secure any personal profit related to the business of Interpublic without proper prior written approval; (d) engages in fraud, material dishonesty, gross negligence, gross malfeasance or insubordination, or willful (i) failure to follow Interpublic's Code of Conduct or (ii) misconduct in the performance of his duties, excluding, in either case, acts taken in good faith that do not cause material harm to Interpublic; (e) refuses or fails to attempt in good faith to perform his duties as an employee or to follow a reasonable good-faith direction of the Board of Directors or the person to whom the executive reports directly if such refusal or failure is not cured within a 15-day period; (f) has committed or is formally charged or indicted for a felony or a crime involving dishonesty, fraud or moral turpitude or (g) engages in conduct that is clearly prohibited by the policy of Interpublic prohibiting discrimination or harassment based on age, gender, race, religion, disability, national origin or any other protected category.</p>
<b>Qualifying Termination Change of Control</b>	<p>In general, an executive would have Good Reason to terminate his employment if Interpublic, without the executive's consent, (a) materially reduces the executive's base salary; (b) materially diminishes the authority, duties or responsibilities of the executive or the supervisor to whom the executive is required to report; (c) materially diminishes the budget over which the executive has authority; (d) requires the executive to relocate to an office more than 50 miles outside the city in which he is principally based or (e) materially breaches an employment agreement with the executive. Before resigning for Good Reason, the executive generally must give Interpublic notice and an opportunity to cure the adverse action.</p> <p>An involuntary termination of the executive's employment without Cause or a resignation by the executive for Good Reason.</p> <p>In general, a Change of Control will be deemed to have occurred if: (i) any person, other than Interpublic or any of its subsidiaries, becomes the beneficial owner of more than 50% of the combined voting power of Interpublic's then outstanding voting securities; (ii) any person, other than Interpublic or any of its subsidiaries, acquires (during a 12-month</p>

**Qualifying  
Termination following  
a Change of Control  
Death or Disability**

period) ownership of 30% or more of the combined voting power of Interpublic's then-outstanding voting securities; (iii) any person acquires 40% or more of Interpublic's assets (determined based on gross fair market value) or (iv) during any 12-month period, a majority of the members of the Board is replaced by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of their appointment or election.

Amounts shown in the table under the heading Change of Control are paid upon a Change of Control, without regard to whether the executive's employment is terminated. A Qualifying Termination of an executive employment within two years after a Change of Control.

Disability is determined in accordance with our policies and procedures based on the facts and circumstances presented.

**Table of Contents**

## Executive Compensation

**KEYS TO TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS**

Payment	Description
<b>Severance</b>	<p>The severance amount shown as payable to each of the named executive officers in the event of a Qualifying Termination, other than following a Change of Control, is provided for under the terms of the executive's employment agreement as supplemented by the terms of ESP, except that for Messrs. Roth, Krakowsky and Carroll, severance benefits following a resignation for Good Reason are payable exclusively under the ESP.</p> <p>In the event of a Qualifying Termination following a Change of Control, the severance amount shown for each of the named executive officers is provided for under the terms of the executive's Change of Control Agreement.</p>
<b>Bonus</b>	<p>Mr. Mergenthaler's employment agreement provides for a bonus payment in the event of a Qualifying Termination, other than following a Change of Control.</p> <p>Mr. Carroll's employment agreement provides for a bonus payment only in the event of an involuntary termination without Cause (and not in the event of resignation for Good Reason), other than following a Change of Control.</p> <p>Mr. Krakowsky's employment agreement provides that he is eligible for consideration for a bonus if Interpublic terminates his employment without Cause, other than following a Change of Control, but does not provide for a bonus payment if he resigns for Good Reason.</p> <p>In the event of a Change of Control, each named executive officer is entitled to a bonus payment under the 2009 PIP at the executive's target level (without regard to whether his employment terminates).</p> <p>In the event of a termination of employment due to death or disability, the bonus amount shown for each of the named executive officers is payable under the 2014 PIP, which provides that award is pro-rated based on the time elapsed and the performance-level achieved. In the case of death, achievement of the performance objectives is determined based on actual performance through the date of death and estimated performance for the</p>

**Long-Term**

**Incentives**

rest of the performance period. In the case of disability, achievement is measured based on actual performance through the end of the performance period.

Under the Interpublic's Performance Incentive Plans:

In the event of termination due to death or disability:

- Restricted stock vests on a pro-rata basis; and
  
- Performance shares and performance cash vest on a pro-rata basis based on the time elapsed and the performance level achieved, unless employment terminates within 12 months of the grant date (in which case the entire award is forfeited). In the case of death, achievement of the performance objectives is determined based on actual performance through the date of death and estimated performance for the rest of the performance period. In the case of disability, achievement is measured based on actual performance through the end of the performance period.
  
- Stock options:
  - o Fully vest in the event of death; and
  
  - o Vest on a pro-rata basis in the event of disability, unless employment terminates within 12 months of the grant date (in which case the entire grant is forfeited).

Interpublic's Performance Incentive Plans provide in the event of a Qualifying Termination following a Change of Control:



**Table of Contents**

## Executive Compensation

Payment	Description
<b>Pension/Deferred Compensation</b>	<p>An executive will be entitled to payments for the following awards, each valued as of the date of the Change of Control:</p> <ul style="list-style-type: none"> <li>- Stock options and restricted stock; and</li> <li>- Performance shares and performance cash at the target performance level</li> </ul>
	<p>Mr. Krakowsky's employment agreement provides that if his employment is terminated involuntarily without cause (but not in the event of resignation for Good Reason), his restricted stock and options will continue to vest during his severance period.</p>
	<p>Notwithstanding the foregoing, the Compensation &amp; Leadership Talent Committee has discretion to accelerate vesting of any award granted under the 2009 PIP, if the named executive officer's employment terminates at least 12 months after the date of grant. The amounts shown as payable under the CAP in the event of (i) a termination of employment for Cause or a voluntary termination without Good Reason or (ii) death or disability reflect the account balance as of December 31, 2016. The amounts shown as payable under the SERIP in these events reflect the sum of the 15 annual payments that would be due starting at age 60 (or 2 years after termination, if later) as of December 31, 2016.</p> <p>The amounts shown as payable under the CAP and SERIP in the event of a Qualifying Termination or a Qualifying Termination following a Change of Control reflect the total amounts payable after applying the additional credits and vesting through the applicable severance period. In the event of a termination within 2 years after a Change of Control, (i) the amount shown for the SERIP will be paid in a lump sum at the then vested value of the future payments and (ii) the amount shown for the CAP will be paid in a lump sum.</p> <p>The amounts shown as payable under Mr. Krakowsky's ESBA, other than in the event of death, reflect amounts accrued as of December 31, 2016, which would be paid in annual installments of \$50,000 per year. In the event of termination due to death, Mr. Krakowsky</p>

**Welfare Benefits**

would receive 15 annual payments of \$245,000 each.

The medical, dental and vision benefits shown as payable upon a Qualifying Termination, other than following a Change of Control, are generally provided under the executive s employment agreement and the ESP.

The medical, dental and vision benefits shown as payable in the event of a Qualifying Termination following a Change of Control are provided under the executive s Change of Control Agreement.

Messrs. Roth s, Mergenthaler s, and Krakowsky s 401(k) benefit, and Mr. Krakowsky s life insurance premium benefit, are provided under their respective employment agreements.

Table of Contents

## Executive Compensation

**ESTIMATED TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS**

The following table shows amounts each named executive officer would be entitled to receive had the employment of such executive officer terminated on December 31, 2016, by reason of the listed triggering events.

Name	Termination for Cause or Voluntary Termination With Qualifying	Termination for				Qualifying Termination following a
		Good Reason	Termination	Death	Disability	
		(\$)	(\$)	(\$)	(\$)	(\$) <sup>(5)(6)</sup>
<b>Mr. Roth</b>	Severance	0	3,000,000	0	0	13,500,000
	Bonus	0	0	4,400,000	4,400,000	3,000,000
<b>Long Term Incentive:</b>	Performance Shares	0	0	16,378,665	16,378,665	16,646,827
	Performance Cash	0	0	6,590,665	6,590,665	7,275,000
	Restricted Stock	0	0	4,314,558	4,314,558	8,323,402
<b>Benefits:</b>	Med/Dental/Vision	0	40,027			60,041
	401(k) Match	0	11,925			11,925
<b>Pension<sup>(1)</sup> /</b>						
<b>Def Comp<sup>(3)</sup></b>						
<b>Mr. Mergenthaler</b>	Severance	0	1,500,000	0	0	4,500,000
	Annual Bonus	0	2,500,000	1,850,000	1,850,000	1,250,000
<b>Long Term Incentive:</b>	Performance Shares	0	0	4,513,748	4,513,748	4,318,676
	Performance Cash	0	0	1,795,282	1,795,282	1,875,000
	Restricted Stock	0	0	1,678,093	1,678,093	3,788,370
<b>Benefits:</b>	Med/Dental/Vision	0	47,783	0	0	55,709
	401(k) Match	0	11,925	0	0	11,925
<b>Def Comp<sup>(3)</sup></b>						
<b>Mr. Krakowsky</b>	Severance	0	1,500,000	0	0	4,500,000
	Annual Bonus	0	2,500,000	1,850,000	1,850,000	1,250,000
<b>Long Term Incentive:</b>	Performance Shares	0	0	3,930,834	3,930,834	3,956,313
	Performance Cash	0	0	1,571,060	1,571,060	1,725,000
	Restricted Stock	0	0	1,528,787	1,528,787	3,607,200
<b>Benefits:</b>	Med/Dental/Vision	0	40,641	0	0	54,186
	401(k) Match	0	11,925	0	0	11,925
	Life Insurance	0	1,345	0	0	1,345
<b>Pension<sup>(2)</sup> /</b>						

<b>Def Comp</b> <sup>(3)</sup>						
<b>Mr. Bonzani</b>	Severance	0	1,200,000	0	0	2,450,000
	Annual Bonus	0	0	1,000,000	1,000,000	720,000
<b>Long Term Incentive:</b>	Performance Shares	0	0	1,805,476	1,805,476	1,863,202
	Performance Cash	0	0	718,113	718,113	812,500
	Restricted Stock	0	0	678,086	678,086	1,540,120
<b>Benefits:</b>	Med/Dental/Vision	0	35,750	0	0	35,750
	401(k) Match	0	7,950	0	0	7,950
<b>Mr. Carroll</b>	Severance	0	587,714	0	0	1,880,685
	Annual Bonus	0	352,628	500,000	500,000	352,628
<b>Long Term Incentive:</b>	Performance Shares	0	0	902,727	902,727	850,134
	Performance Cash	0	0	359,056	359,056	368,750
	Restricted Stock	0	0	314,870	314,870	662,620
<b>Benefits:</b>	Med/Dental/Vision	0	41,783	0	0	55,709
	401(k) Match	0	11,925	0	0	11,925
<b>Def Comp</b> <sup>(3)</sup>						

(1) The payment Mr. Roth is entitled to receive under the SERIP is described in detail on page 50, under the heading Pension Benefits The Interpublic Senior Executive Retirement Income Plan .

(2) The payment Mr. Krakowsky is entitled to receive under his ESBA is described in detail on page 50, under the heading Pension Benefits Executive Special Benefit Agreement .

**Table of Contents**

## Executive Compensation

(3) The payments each named executive officer is entitled to receive under the CAP is set forth on page 52 in the Non-Qualified Deferred Compensation table under the column heading Aggregate Balance FYE. Each of the named executive officers is entitled to the following additional amounts under the CAP in the event such named executive officer is terminated pursuant to either (i) a Qualifying Termination or (ii) a Qualifying Termination following a Change of Control.

Name	Qualifying Termination	Qualifying Termination
	(\$)	following a Change of control (\$)
Mr. Roth	907,142	1,376,215
Mr. Mergenthaler	284,115	514,077
Mr. Krakowsky	72,070	129,913
Mr. Bonzani	52,283	103,431
Mr. Carroll	64,228	129,913

(5) Some benefit payments shown in the table below may be reduced if necessary to avoid adverse tax consequences to the executive under Section 280G of the Internal Revenue Code.

**Table of Contents****OUTSTANDING SHARES AND OWNERSHIP OF COMMON STOCK****Outstanding Shares**

The outstanding capital stock of Interpublic at the close of business on April 5, 2017, the record date for the Annual Meeting consisted of 395,112,354 shares of Common Stock. Only the holders of Common Stock on the record date are entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote on each matter that is submitted to a vote of Stockholders at the meeting.

**Share Ownership of Certain Beneficial Owners**

The following table sets forth information concerning direct and indirect beneficial ownership of Common Stock as of December 31, 2016 by persons known to Interpublic to have beneficial ownership of more than 5% of the Common Stock:

Name and Address of Beneficial Owner	Amount and Nature of	Percent of
	Beneficial Ownership of Common Stock <sup>(1)</sup>	Class
The Vanguard Group, Inc. <sup>(2)</sup>  100 Vanguard Blvd.  Malvern, PA 19355	37,152,055	9.35%
BlackRock, Inc. <sup>(3)</sup>  55 East 52 <sup>nd</sup> Street  New York, NY 10055	33,722,693	8.50%
FMR LLC, <sup>(4)</sup>  245 Summer Street  Boston, MA 02210	28,241,084	7.11%
Boston Partners, <sup>(5)</sup>  One Beacon Street 30th Floor,  Boston, MA 02108	21,157,184	5.33%

(1) The rules of the SEC deem a person to be the beneficial owner of a security (for purposes of proxy statement disclosure) if that person has or shares either or both voting or dispositive power with respect to such security. Additionally, a security is deemed to be beneficially owned by a person who has the right to acquire beneficial ownership of the security within 60 days.

- (2) This disclosure is based on a Schedule 13G/A filed by The Vanguard Group, Inc. ( Vanguard ) with the SEC on February 10, 2017, in which Vanguard reported that it is an investment manager that has sole voting power with respect to 638,112 shares of Common Stock, shared voting power with respect to 78,981 shares of Common Stock sole dispositive power with respect to 36,448,406 shares of Common Stock and shared dispositive power with respect to 703,649 shares of Common Stock.
- (3) This disclosure is based on a Schedule 13G/A filed by BlackRock, Inc. with the SEC on January 25, 2017, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have sole voting power with respect to 28,063,438 shares of Common Stock and sole dispositive power with respect to 703,649 shares of Common Stock.
- (4) This disclosure is based on a Schedule 13G filed by FMR, LLC with the SEC on February 14, 2017, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have sole voting power with respect to 2,825,188 shares of Common Stock and sole dispositive power with respect to 28,241,084 shares of Common Stock.
- (5) This disclosure is based on a Schedule 13G filed by Boston Partners with the SEC on February 08, 2017, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have sole voting power with respect to 16,676,556 shares of Common Stock, shared voting power with respect to 38,515 shares of Common Stock and sole dispositive power with respect to 21,157,184 shares of Common Stock.

**Table of Contents**

## Outstanding Shares and Ownership of Common Stock

**Share Ownership of Management**

The following table sets forth information concerning the direct and indirect beneficial ownership of the Common Stock as of April 5, 2017 by each director, each executive officer named in the Summary Compensation Table, and all directors and executive officers of Interpublic as a group:

Name of Beneficial Owner	Options		Total <sup>(1)(2)</sup>
	Common Stock Ownership	Exercisable Within 60 Days	
Andrew Bonzani	77,839	0	77,839
Christopher Carroll	42,991	0	42,991
Jocelyn Carter-Miller	33,700	0	33,700
Deborah Ellinger	15,910	0	15,910
H. John Greeniaus	171,698	0	171,698
Mary J. Steele Guilfoile	87,762	0	87,762
Dawn Hudson	31,751	0	31,751
William T. Kerr	129,011	0	129,011
Philippe Krakowsky	270,523	0	270,523
Frank Mergenthaler	406,868	84,981	491,849
Henry S. Miller	20,910	0	20,910
Jonathan F. Miller	15,910	0	15,910
Michael I. Roth	1,159,795	3,098,927	4,258,722
David M. Thomas	101,131	0	101,131
All directors and executive officers as a group ( 16 persons)	2,632,038	3,258,908	5,890,946

(1) The rules of the SEC deem a person to be the beneficial owner of a security (for purposes of proxy statement disclosure) if that person has or shares either or both voting or dispositive power with respect to such security. Additionally, a security is deemed to be beneficially owned by a person who has the right to acquire beneficial ownership thereof within 60 days, for example through the exercise of a stock option that is exercisable or that will become exercisable within 60 days. Common Stock ownership set forth in this table includes unvested shares of restricted stock awarded under the 2014 PIP, 2009 PIP and the 2009 Directors Plan due to the right of the persons identified to exercise voting power with respect to the shares. Except as otherwise indicated, each person has sole voting and sole dispositive power over the shares indicated as beneficially owned.

(2) Other than Mr. Roth, who beneficially owned 1.08%, no individual identified in the table had beneficial ownership of more than 1% of the outstanding shares of Common Stock as of April 5, 2017. Interpublic's directors and



executive officers as a group had beneficial ownership of 1.49% of the outstanding shares of Common Stock. No executive officer or director of Interpublic has pledged any shares of Common Stock as security.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires Interpublic's directors and executive officers and persons who beneficially own more than 10 percent of any class of its equity securities to file with the SEC an initial report of beneficial ownership and subsequent reports of changes in beneficial ownership of Interpublic's equity securities.

Based solely on our review of the copies of such reports furnished to us by the Company's directors and executive officers for the year ended December 31, 2016, and on the written representations made by such persons that no other reports were required, we believe that each of Interpublic's directors and executive officers timely filed all required reports.

Interpublic is not aware of any person or entity that is the beneficial owner of more than 10 percent of any class of its equity securities.

**Table of Contents**

Under SEC rules, brokers and banks that hold stock for the account of their customers are permitted to elect to deliver a single Annual Report and Proxy Statement (as well as other stockholder communications from the issuer) to two or more Stockholders that share the same address. If you and other residents at your mailing address own shares of Common Stock through a broker or bank, you may have received a notice notifying you that your household will be sent only one copy of Interpublic's proxy materials. If you did not notify your broker or bank of your objection, you may have been deemed to have consented to the arrangement. If you would prefer in the future to receive a separate copy of Interpublic's Annual Reports and Proxy Statements, you may revoke your consent at any time by notifying Interpublic by letter addressed to The Interpublic Group of

Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary or by calling Corporate Communications at (212) 704-1200. Your notification should include the name of your brokerage firm or bank and your account number.

If your household received only single copy of the 2016 Annual Report or this Proxy Statement and you would like to receive a separate copy, please contact Interpublic at the above address or telephone number. If you hold your shares of Common Stock through a broker or bank and are receiving multiple copies of our Annual Reports and Proxy Statements at your address and would like to receive only one copy for your household, please contact your broker or bank.

Participants in The Interpublic Group of Companies, Inc., Savings Plan (the Plan) may vote the number of shares of Common Stock equivalent to the interest in Common Stock credited to their accounts under the Plan as of the record date. Participants may vote by instructions given to Great-West Trust Company, the trustee of the Plan (the Trustee), pursuant to the proxy card being mailed with this Proxy Statement to Plan participants. The Trustee will vote shares in accordance with duly executed instructions if received on or before May 24, 2017.

If the Trustee does not receive timely instructions, the shares of Common Stock equivalent to the interest in Interpublic's Common Stock credited to that participant's account, will not be voted by the Trustee. The Trustee will vote any shares of Common Stock held by the Plan that are not specifically allocated to any individual Plan participant (known as the suspense account) in the same proportion that the Trustee votes the Common Stock for which it receives timely instructions from Plan participants.

The Board of Directors is not aware of any other matters which may be brought before the meeting. If other matters not now known come before the meeting, the persons named in the accompanying form of proxy or their substitutes will vote such proxy in accordance with their best judgment.

By Order of the Board of Directors,

Andrew Bonzani

*Senior Vice President, General Counsel & Secretary*

April 13, 2017

**Table of Contents**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on May 25, 2017.**

**Vote by Internet**

Go to [www.envisionreports.com/IPG](http://www.envisionreports.com/IPG)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**A Proposals THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL DIRECTOR NOMINEES, FOR PROPOSALS 2 AND 3, AND EVERY 1 YEAR FOR PROPOSAL 4.**

Board of Directors:	For	Against	Abstain	For	Against	Abstain	For	Against	Abstain
Mocelyn				1.2 - H. John			1.3 - Mary J. Steele		
Carter-Miller				Greeniaus			Guilfoile		
Dawn Hudson				1.5 - William T. Kerr			1.6 - Henry S. Miller		
Jonathan F. Miller				1.8 - Michael I. Roth			1.9 - David M. Thomas		

	For	Against	Abstain	For	Against	Abstain
2. Ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic's independent registered public accounting firm for 2017.				3. Advisory vote to approve named executive officer compensation.		
4. Advisory vote on the frequency of the advisory vote on named executive officer compensation.						

**1 Year 2 Years 3 Years Abstain**

**B Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below The signer hereby revokes all proxies heretofore given by the signer to vote at said meeting or any adjournments thereof.**

**NOTE: Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.**

Signature 1

Signature 2

Date (mm/dd/yyyy) Please print date below. Please keep signature within the box Please keep signature within the box.  
/ /

**Table of Contents**

**THE INTERPUBLIC GROUP OF COMPANIES, INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**May 25, 2017**

**9:30 A.M.**

**PALEY CENTER FOR MEDIA**

**25 W. 52nd STREET**

**NEW YORK, NEW YORK**

**You can view the Annual Report and Proxy Statement**

**on the Internet at <http://www.envisionreports.com/IPG>**

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE** q  
**PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED**  
**ENVELOPE.**

Proxy **THE INTERPUBLIC GROUP OF COMPANIES, INC.** +  
**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**INTERPUBLIC FOR THE ANNUAL MEETING OF STOCKHOLDERS, May 25, 2017**

The undersigned hereby constitutes and appoints Michael I. Roth, Frank Mergenthaler and Andrew Bonzani, and each of them, his true and lawful agents and proxies, with full power of substitution in each, to represent the undersigned at the Annual Meeting of Stockholders of THE INTERPUBLIC GROUP OF COMPANIES, INC. to be held at the Paley Center for Media, 25 W. 52nd Street, New York, New York, on Thursday, May 25, 2017 at 9:30 A.M. Eastern Time, and at any adjournments thereof, on all matters to come before the meeting. If you are a participant in The Interpublic Group of Companies, Inc. Savings Plan (the Plan), this card also constitutes voting instructions by the undersigned to Great-West Trust Company, the trustee of the trust maintained under the Plan (the Trustee), for all shares held of record by the Trustee as to which the undersigned is entitled to direct the voting. Any shares for which voting instructions are not timely received, will not be voted by the Trustee. The Trustee will vote any unallocated shares held under the Plan in the same proportion as it votes shares for which timely instructions are received.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES, FOR PROPOSALS 2 AND 3, AND EVERY 1 YEAR FOR PROPOSAL 4, AND IN THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTER AS MAY PROPERLY COME BEFORE THE MEETING.



YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, SEE REVERSE SIDE, BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS. HOWEVER, THE PROXY HOLDERS CANNOT VOTE YOUR SHARES UNLESS YOU SIGN, DATE AND RETURN THIS CARD.

(Continued, and to be marked, dated and signed, on the other side)

**C Non-Voting Items**

**Change of Address** Please print your new address below.      **Comments** Please print your comments below.

**Meeting Attendance**  
Mark the box to the right if you plan to attend the Annual Meeting.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.**

+