

INTERPUBLIC GROUP OF COMPANIES, INC.
Form SC 13D
July 24, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No.)*

The Interpublic Group of Companies, Inc.
(Name of Issuer)

Common Stock, \$0.10 par value
(Title of Class of Securities)

460690 10 0
(CUSIP Number)

Stephen M. Schultz, Esq..
Kleinberg, Kaplan, Wolff & Cohen, P.C.
551 Fifth Avenue, New York, New York 10176
(212) 986-6000

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

July 14, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

5,582,498

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

5,582,498

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,582,498

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%
14. TYPE OF REPORTING PERSON
PN
-

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

10,367,502

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

10,367,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,367,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.5%
14. TYPE OF REPORTING PERSON
PN
-

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International Capital Advisors Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

10,367,502

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

10,367,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,367,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.5%
14. TYPE OF REPORTING PERSON
CO
-

Item 1. Security and Issuer.

This statement relates to the shares of Common Stock, par value \$0.10 per share (the “Common Stock”), of The Interpublic Group of Companies, Inc. (the “Issuer”). The Issuer's principal executive office is located at 1114 Avenue of the Americas, New York, New York 10036.

Item 2. Identity and Background.

(a)-(c) This statement is being filed by Elliott Associates, L.P., a Delaware limited partnership, and its wholly-owned subsidiaries (collectively, “Elliott” or “we”), Elliott International, L.P., a Cayman Islands limited partnership (“Elliott International”), and Elliott International Capital Advisors Inc., a Delaware corporation (“EICA” and collectively with Elliott and Elliott International, the “Reporting Persons”). Paul E. Singer (“Singer”), Elliott Capital Advisors, L.P., a Delaware limited partnership (“Capital Advisors”), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company (“Special GP”), which is controlled by Singer, are the general partners of Elliott. Hambledon, Inc., a Cayman Islands corporation (“Hambledon”), which is also controlled by Singer, is the sole general partner of Elliott International. EICA is the investment manager for Elliott International. EICA expressly disclaims equitable ownership of and pecuniary interest in any shares of Common Stock.

ELLIOTT

The business address of Elliott is 40 West 57th Street, New York, New York 10019.

The principal business of Elliott is to purchase, sell, trade and invest in securities.

SINGER

Singer's business address is 40 West 57th Street, New York, New York 10019.

Singer's principal business is to serve as a general partner of Elliott and Capital Advisors, as the president of EICA, and as a managing member of Special GP.

CAPITAL ADVISORS

The business address of Capital Advisors is 40 West 57th Street, New York, New York 10019.

The principal business of Capital Advisors is the furnishing of investment advisory services. Capital Advisors also serves as a managing member of Special GP.

The names, business addresses, and present principal occupation or employment of the general partners of Capital Advisors are as follows:

NAME	ADDRESS	OCCUPATION
Paul E. Singer	40 West 57th St. New York, New York 10019	General partner of Elliott and Capital Advisors; President of EICA; and a managing member of Special GP

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Braxton Associates, Inc.	40 West 57th St. New York, New York 10019	The principal business of Braxton Associates, Inc. is serving as general partner of Capital Advisors
Elliott Asset Management LLC	40 West 57th St. New York, New York 10019	General Partner of Capital Advisors

The name, business address, and present principal occupation or employment of the sole director and executive officer of Braxton Associates, Inc. are as follows:

NAME	ADDRESS	OCCUPATION
Paul E. Singer	40 West 57th St. New York, New York 10019	General partner of Elliott and Capital Advisors and President of EICA

ELLIOTT SPECIAL GP, LLC

The business address of Special GP is 40 West 57th Street, New York, New York 10019.

The principal business of Special GP is serving as a general partner of Elliott.

The names, business address, and present principal occupation or employment of the managing members of Special GP are as follows:

NAME	ADDRESS	OCCUPATION
Paul E. Singer	40 West 57th St. New York, New York 10019	General partner of Elliott and Capital Advisors; President of EICA; and a managing member of Special GP
Braxton Associates, Inc.	40 West 57th St. New York, New York 10019	The principal business of Braxton Associates, Inc. is serving as general partner of Capital Advisors
Elliott Asset Management LLC	40 West 57th St. New York, New York 10019	General Partner of Capital Advisors

ELLIOTT INTERNATIONAL

The business address of Elliott International is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

The principal business of Elliott International is to purchase, sell, trade and invest in securities.

The name, business address, and present principal occupation or employment of the general partner of Elliott International is as follows:

NAME	ADDRESS	OCCUPATION
Hambledon, Inc.	c/o Maples & Calder P.O. Box 309 Ugland House South Church Street George Town, Cayman Islands	General partner of Elliott International

British West Indies

HAMBLEDON

The name, business address, and present principal occupation or employment of the sole director and executive officer of Hambledon are as follows:

NAME	ADDRESS	OCCUPATION
Paul E. Singer	40 West 57th St. New York, New York 10019	General partner of Elliott and Capital Advisors and President of EICA; and a managing member of Special GP

EICA

The business address of EICA is 40 West 57th Street New York, New York 10019.

The principal business of EICA is to act as investment manager for Elliott International.

The name, business address, and present principal occupation or employment of the sole director and executive officer of EICA is as follows:

NAME	ADDRESS	OCCUPATION
Paul E. Singer	40 West 57th St. New York, New York 10019	General partner of Elliott and Capital Advisors and President of EICA; and a managing member of Special GP

(d) and (e) During the last five years, none of the persons or entities listed above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Singer is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Elliott Working Capital The aggregate purchase price of the shares of Common Stock directly owned by Elliott is approximately \$36,532,828. The aggregate purchase price of the call options directly owned by Elliott is approximately \$46,858,000.

Elliott International Working Capital The aggregate purchase price of the shares of Common Stock directly owned by Elliott International is approximately \$67,846,774. The aggregate purchase price of the call options directly owned by Elliott International is approximately \$87,022,000.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the securities of the Issuer reported herein based on their belief that such securities are undervalued and represent an attractive investment opportunity. The Reporting Persons seek to engage in a constructive dialogue with the Issuer's Board of Directors regarding steps to maximize shareholder value. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor (i) to increase or decrease their respective positions in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable and/or (ii) to enter into transactions that increase or hedge their economic exposure to the Common Stock without affecting their beneficial ownership of

shares of Common Stock.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. Although the Reporting Persons had no plans or proposals at the time of their various purchases and do not have plans or proposals at present, the Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time in the future express their views to and/or meet with management, the Board of Directors of the Issuer, other shareholders or third parties, including, potential acquirers, service providers and financing sources, and/or formulate plans or proposals regarding the Issuer, its assets or its securities. The Reporting Persons may take positions or make proposals with respect to potential changes in the operations, management, the certificate of incorporation and bylaws, Board of Directors composition, ownership, capital or corporate structure, dividend policy, strategy and plans of the Issuer as a means of enhancing shareholder value or may change their intention with respect to any and all matters referred to in Item 4. Such proposals or positions may include one or more plans that relate to or would result in any of the actions required to be reported herein.

ITEM 5.

Interest in Securities of the Issuer.

(a) The aggregate percentage of Common Stock reported owned by each person named herein is based upon 421,397,262 shares of Common Stock outstanding as of July 15, 2014, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 24, 2014.

As of the close of business on July 23, 2014, Elliott, Elliott International and EICA collectively have combined economic exposure and voting power in the Issuer of approximately 6.7% of the shares of Common Stock outstanding.

As of the close of business on July 23, 2014, Elliott beneficially owned 5,582,498 shares of Common Stock, including 3,675,000 shares of Common Stock underlying options that are exercisable within 60 days of the date hereof, constituting approximately 1.3% of the shares of Common Stock outstanding.

As of the close of business on July 23, 2014, Elliott International beneficially owned 10,367,502 shares of Common Stock, including 6,825,000 shares of Common Stock underlying options that are exercisable within 60 days of the date hereof, constituting approximately 2.5% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 10,367,502 shares of Common Stock beneficially owned by Elliott International, constituting approximately 2.5% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 15,950,000 shares of Common Stock, including 10,500,000 shares of Common Stock underlying options that are exercisable within 60 days of the date hereof, constituting approximately 3.8% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA have economic exposure to approximately 3.0% of the shares of Common Stock outstanding pursuant to Derivative Agreements, as disclosed in Item 6.

(b) Elliott has the power to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned directly by it.

Elliott International has the shared power with EICA to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned directly by Elliott International. Information regarding each of Elliott International and EICA is set forth in Item 2 of this Schedule 13D and is expressly incorporated by reference herein.

(c) The transactions effected by the Reporting Persons during the past sixty (60) days are set forth on Schedule 1 attached hereto.

(d) No person other than Elliott has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Elliott.

No person other than Elliott International and EICA has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Elliott International and EICA.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Elliott itself and through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott and Elliott International have entered into notional principal amount derivative agreements (the “Derivative Agreements”) in the form of cash settled swaps with respect to 4,350,939 and 8,080,313 shares of Common Stock of the Issuer, respectively (representing economic exposure to approximately 1.0% and 1.9% of the shares of Common Stock of the Issuer, respectively). Collectively, the Derivative Agreements held by the Reporting Persons represent the economic exposure to an interest in approximately 3.0% of the shares of Common Stock. The Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the “Subject Shares”). The Reporting Persons disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

Elliott has purchased from counterparties call options that carry the right to call from such counterparties up to 3,675,000 shares of Common Stock at a price of \$4.905 per share, if such right is exercised prior to or on August 15, 2014.

Elliott International has purchased from counterparties call options that carry the right to call from such counterparties up to 6,825,000 shares of Common Stock at a price of \$4.905 per share, if such right is exercised prior to or on August 15, 2014.

Except as described above in this Item 6, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Joint Filing Agreement

Schedule 1 - Transactions of the Reporting Persons Effected During the Past 60 Days

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: July 24, 2014

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,
as Attorney-in-Fact

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock, par value \$0.10 per share, of The Interpublic Group of Companies, Inc. dated July 24, 2014 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended.

Dated: July 24, 2014

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

SCHEDULE 1

Transactions of the Reporting Persons Effected

During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P. during the past sixty (60) days:

Date	Security	Amount of Shs. Bought	Approx. price (\$) per Share
21-Jul-2014	Common Stock	87,500.000000	19.700000
15-Jul-2014	Common Stock	87,500.000000	19.250000
15-Jul-2014	Common Stock	65,450.000000	19.299900
15-Jul-2014	Common Stock	52,500.000000	19.297200
14-Jul-2014	Common Stock	179,550.000000	19.299500
11-Jul-2014	Common Stock	113,672.000000	19.305500
10-Jul-2014	Common Stock	81,453.000000	19.009200
09-Jul-2014	Common Stock	22,400.000000	18.949100
08-Jul-2014	Common Stock	36,225.000000	19.052000
07-Jul-2014	Common Stock	35,000.000000	19.316800
03-Jul-2014	Common Stock	17,500.000000	19.415000
03-Jul-2014	Common Stock	8,750.000000	19.410000
02-Jul-2014	Common Stock	1,750.000000	19.410000
01-Jul-2014	Common Stock	8,750.000000	19.430000
30-Jun-2014	Common Stock	35,000.000000	19.500000
26-Jun-2014	Common Stock	35,000.000000	19.347100
25-Jun-2014	Common Stock	35,000.000000	19.299600
24-Jun-2014	Common Stock	105,000.000000	19.387900

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23-Jun-2014	Common Stock	67,165.000000	19.553600
19-Jun-2014	Common Stock	37,835.000000	19.453600
18-Jun-2014	Common Stock	35,000.000000	19.522700
16-Jun-2014	Common Stock	35,000.000000	19.399900
13-Jun-2014	Common Stock	35,000.000000	19.535800
12-Jun-2014	Common Stock	87,500.000000	19.510000
12-Jun-2014	Common Stock	35,000.000000	19.514800
12-Jun-2014	Common Stock	8,750.000000	19.548600
04-Jun-2014	Common Stock	70,000.000000	19.310600
03-Jun-2014	Common Stock	37,292.000000	19.299300
02-Jun-2014	Common Stock	88,113.000000	19.202600
30-May-2014	Common Stock	77,595.000000	18.993900
27-May-2014	Common Stock	5,156.000000	18.642400
27-May-2014	Common Stock	38,594.000000	18.745500
22-May-2014	Common Stock	175,000.000000	18.456300

All of the above transactions were effected on the open market.

Transactions Effected by Elliott Associates, L.P. (through Liverpool) in Put Options at \$18.00 Expiring on June 21, 2014:

Date of transaction	Amount of securities Bought/ (Sold)	Price (\$) per share or unit (e x c l u d i n g commissions)	Where and how the transaction was effected
20-Jun-2014	3,500	0.000000	Open Market
22-May-2014	(3,500)	0.450000	Open Market

Transactions Effected by Elliott Associates, L.P. (through Liverpool) in Put Options at \$19.00 Expiring on July 19, 2014:

Date of transaction	Amount of securities Bought/ (Sold)	Price (\$) per share or unit (excluding commissions)	Where and how the transaction was effected
18-Jul-2014	5,495	0.000000	Open Market
15-Jul-2014	(245)	0.400000	Open Market
17-Jun-2014	(1,750)	0.500000	Open Market
09-Jun-2014	(3,500)	0.650000	Open Market

Transactions Effected by Elliott Associates, L.P. in Call Options at \$4.905 Expiring on August 15, 2014:

Date of transaction	Amount of securities Bought	Price (\$) per share or unit (excluding commissions)	Where and how the transaction was effected
30-May-2014	36,750	12.750476	OTC

The following transactions were effected by Elliott International, L.P. during the past sixty (60) days:

Date	Security	Amount of Shs. Bought	Approx. price (\$) per Share
21-Jul-2014	Common Stock	162,500.000000	19.700000
15-Jul-2014	Common Stock	97,500.000000	19.297200
15-Jul-2014	Common Stock	121,550.000000	19.299900
15-Jul-2014	Common Stock	162,500.000000	19.250000
14-Jul-2014	Common Stock	333,450.000000	19.299500
11-Jul-2014	Common Stock	211,105.000000	19.305500
10-Jul-2014	Common Stock	151,270.000000	19.009200
09-Jul-2014	Common Stock	41,600.000000	18.949100
08-Jul-2014	Common Stock	67,275.000000	19.052000
07-Jul-2014	Common Stock	65,000.000000	19.316800
03-Jul-2014		16,250.000000	19.410000

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	Common Stock		
03-Jul-2014	Common Stock	32,500.000000	19.415000
02-Jul-2014	Common Stock	3,250.000000	19.410000
01-Jul-2014	Common Stock	16,250.000000	19.430000
30-Jun-2014	Common Stock	65,000.000000	19.500000
26-Jun-2014	Common Stock	65,000.000000	19.347100
25-Jun-2014	Common Stock	65,000.000000	19.299600
24-Jun-2014	Common Stock	195,000.000000	19.387900
23-Jun-2014	Common Stock	124,735.000000	19.553600
19-Jun-2014	Common Stock	70,265.000000	19.453600
18-Jun-2014	Common Stock	65,000.000000	19.522700
16-Jun-2014	Common Stock	65,000.000000	19.399900
13-Jun-2014	Common Stock	65,000.000000	19.535800
12-Jun-2014	Common Stock	16,250.000000	19.548600
12-Jun-2014	Common Stock	162,500.000000	19.510000
12-Jun-2014	Common Stock	65,000.000000	19.514800
04-Jun-2014	Common Stock	130,000.000000	19.310600
03-Jun-2014	Common Stock	69,257.000000	19.299300
02-Jun-2014	Common Stock	163,638.000000	19.202600
30-May-2014	Common Stock	144,105.000000	18.993900
27-May-2014	Common Stock	71,674.000000	18.745500
27-May-2014	Common Stock	9,576.000000	18.642400
22-May-2014	Common Stock	325,000.000000	18.456300

All of the above transactions were effected on the open market.

Transactions Effected by Elliott International, L.P. in Put Options at \$18.00 Expiring on June 21, 2014:

Date of transaction	Amount of securities Bought/ (Sold)	Price (\$) per share or unit (excluding commissions)	Where and how the transaction was effected
20-Jun-2014	6,500	0.000000	Open Market
22-May-2014	(6,500)	0.450000	Open Market

Transactions Effected by Elliott International, L.P. in Put Options at \$19.00 Expiring on July 19, 2014:

Date of transaction	Amount of securities Bought/ (Sold)	Price (\$) per share or unit (excluding commissions)	Where and how the transaction was effected
18-Jul-2014	10,205	0.000000	Open Market
15-Jul-2014	(455)	0.400000	Open Market
17-Jun-2014	(3,250)	0.500000	Open Market
09-Jun-2014	(6,500)	0.650000	Open Market

Transactions Effected by Elliott International, L.P. in Call Options at \$4.905 Expiring on August 15, 2014:

Date of transaction	Amount of securities Bought	Price (\$) per share or unit (excluding commissions)	Where and how the transaction was effected
30-May-2014	68,250	12.750476	OTC