

OMNICOM GROUP INC.

Form 8-K

May 21, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 18, 2015**

**OMNICOM GROUP INC.**

(Exact name of registrant as specified in its charter)

**New York**

(State or other jurisdiction of incorporation)

**1-10551**

(Commission File Number)

**13-1514814**

(IRS Employer Identification No.)

**437 Madison Avenue, New York, NY 10022**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(212) 415-3600**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(a) Omnicom Group Inc. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”) on May 18, 2015 in Lakewood, Colorado. At the Annual Meeting, the Company’s shareholders elected 13 individuals to the Board of Directors, approved Proposals 2, 3 and 5 and rejected Proposal 4. The proposals are described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 8, 2015.

**(b) Proposal 1**

The Company’s shareholders elected 13 individuals to the Board of Directors as set forth below:

| <b><u>Name</u></b>      | <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> | <b><u>Broker Non-Votes</u></b> |
|-------------------------|-------------------------|-----------------------------|---------------------------|--------------------------------|
| John D. Wren            | 201,984,359             | 516,176                     | 1,959,715                 | 13,663,219                     |
| Bruce Crawford          | 201,546,079             | 510,245                     | 2,403,925                 | 13,663,219                     |
| Alan R. Batkin          | 200,658,102             | 2,056,163                   | 1,745,984                 | 13,663,219                     |
| Mary C. Choksi          | 203,023,456             | 157,301                     | 1,279,492                 | 13,663,219                     |
| Robert Charles Clark    | 201,893,479             | 330,554                     | 2,236,216                 | 13,663,219                     |
| Leonard S. Coleman, Jr. | 199,893,893             | 1,881,256                   | 2,685,100                 | 13,663,219                     |
| Errol M. Cook           | 202,471,225             | 330,747                     | 1,658,277                 | 13,663,219                     |
| Susan S. Denison        | 200,321,784             | 1,876,157                   | 2,262,308                 | 13,663,219                     |
| Michael A. Henning      | 200,918,302             | 1,891,117                   | 1,650,830                 | 13,663,219                     |
| John R. Murphy          | 201,442,717             | 359,836                     | 2,657,696                 | 13,663,219                     |
| John R. Purcell         | 196,547,529             | 362,141                     | 7,550,579                 | 13,663,219                     |
| Linda Johnson Rice      | 200,257,184             | 1,912,250                   | 2,290,815                 | 13,663,219                     |
| Gary L. Roubos          | 199,838,456             | 1,901,617                   | 2,720,176                 | 13,663,219                     |

**Proposal 2**

The Company’s shareholders ratified the appointment of KPMG LLP as the Company’s independent auditor for the 2015 fiscal year.

| <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> |
|-------------------------|-----------------------------|---------------------------|
| 216,269,373             | 752,348                     | 1,101,747                 |

Proposal 3

The Company's shareholders approved an advisory resolution on the compensation of the Company's named executive officers as reported in the Proxy Statement.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 181,194,148      | 21,862,765           | 1,403,335          | 13,663,219              |

Proposal 4

The Company's shareholders rejected the shareholder proposal regarding annual disclosure of EEO-1 data.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 50,693,397       | 133,482,587          | 20,284,265         | 13,663,219              |

Proposal 5

The Company's shareholders approved the shareholder proposal regarding independent Board Chairman.

| <u><b>Votes For</b></u> | <u><b>Votes Against</b></u> | <u><b>Abstentions</b></u> | <u><b>Broker Non-Votes</b></u> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 110,486,338             | 92,552,991                  | 1,420,770                 | 13,663,369                     |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Omnicom Group Inc.

**Date: May 21, 2015**

**By:** /s/ Michael J. O'Brien

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel and Secretary