

OMNICOM GROUP INC.
Form 8-K
May 24, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 22, 2018

OMNICOM GROUP INC.

(Exact Name of Registrant as Specified in its Charter)

New York 1-10551 13-1514814

**(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) 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)

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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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 22, 2018 in New York, New York. At the Annual Meeting, the Company’s shareholders (i) elected 11 individuals to the Board of Directors (the “Board”), (ii) approved an advisory resolution to approve executive compensation, (iii) ratified the appointment of KPMG LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018, and (iv) approved a shareholder proposal regarding the ownership threshold for calling special shareholder meetings. 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 12, 2018 (the “Proxy Statement”).

(b) Proposal 1

The Company’s shareholders elected 11 individuals to the Board as set forth below:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|------------------|----------------------|--------------------|-------------------------|
| John D. Wren | 185,491,120 | 5,011,847 | 475,267 | 13,705,955 |
| Alan R. Batkin | 190,065,543 | 788,675 | 124,015 | 13,705,955 |
| Mary C. Choksi | 189,526,773 | 1,334,725 | 116,736 | 13,705,955 |
| Robert Charles Clark | 183,641,595 | 7,214,612 | 122,027 | 13,705,955 |
| Leonard S. Coleman, Jr. | 181,207,461 | 9,644,964 | 125,808 | 13,705,955 |
| Susan S. Denison | 184,561,662 | 6,301,170 | 115,402 | 13,705,955 |
| Ronnie S. Hawkins | 190,610,281 | 249,944 | 118,009 | 13,705,955 |
| Deborah J. Kissire | 190,675,191 | 203,331 | 99,712 | 13,705,955 |
| Gracia C. Martore | 190,651,821 | 210,707 | 115,706 | 13,705,955 |
| Linda Johnson Rice | 185,565,983 | 5,334,404 | 77,847 | 13,705,955 |
| Valerie M. Williams | 190,619,284 | 246,053 | 112,897 | 13,705,955 |

Proposal 2

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> |
|------------------|----------------------|--------------------|-------------------------|
| 166,197,995 | 24,621,048 | 158,930 | 13,706,216 |

Proposal 3

The Company's shareholders ratified the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending December 31, 2018.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 200,873,793 | 3,739,777 | 70,619 |

Proposal 4

The Company's shareholders approved a shareholder proposal regarding the ownership threshold for calling special shareholder meetings.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 95,895,851 | 94,665,067 | 417,054 | 13,706,216 |

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 24, 2018

By: /s/ Michael J. O'Brien

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel, and Secretary