

OMNICOM GROUP INC.
Form 8-K
May 22, 2014

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 20, 2014**

OMNICOM GROUP INC.
(Exact name of registrant as specified in its charter)

New York **1-10551** **13-1514814**
(State or other jurisdiction of incorporation) (Commission File Number) (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)

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

- o 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 20, 2014 in Washington, D.C. At the Annual Meeting, the Company’s shareholders elected 13 individuals to the Board of Directors, and approved Proposals 2 and 3 (as specified below). 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 10, 2014.

(b) Proposal 1

The Company’s shareholders elected 13 individuals to the Board of Directors 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 | 200,828,506 | 477,571 | 2,193,038 | 17,447,275 |
| Bruce Crawford | 200,061,687 | 604,921 | 2,832,507 | 17,447,275 |
| Alan R. Batkin | 200,200,968 | 679,362 | 2,618,784 | 17,447,275 |
| Mary C. Choksi | 201,758,406 | 229,986 | 1,510,723 | 17,447,275 |
| Robert Charles Clark | 200,796,467 | 477,627 | 2,225,020 | 17,447,275 |
| Leonard S. Coleman, Jr. | 186,441,067 | 2,199,125 | 14,858,923 | 17,447,275 |
| Errol M. Cook | 200,682,339 | 484,408 | 2,332,368 | 17,447,275 |
| Susan S. Denison | 200,058,325 | 704,966 | 2,735,824 | 17,447,275 |
| Michael A. Henning | 199,989,526 | 1,072,017 | 2,437,572 | 17,447,275 |
| John R. Murphy | 199,785,749 | 522,781 | 3,190,584 | 17,447,275 |
| John R. Purcell | 194,026,105 | 658,334 | 8,814,675 | 17,447,275 |
| Linda Johnson Rice | 200,215,399 | 729,664 | 2,554,051 | 17,447,275 |
| Gary L. Roubos | 199,604,238 | 1,056,540 | 2,838,337 | 17,447,275 |

Proposal 2

The Company’s shareholders ratified the appointment of KPMG LLP as the Company’s independent auditor for the 2014 fiscal year.

Votes For **Votes Against** **Abstentions**

218,643,554 978,008

1,324,828

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> |
|------------------|----------------------|--------------------|-------------------------|
| 197,297,483 | 4,431,307 | 1,769,970 | 17,447,629 |

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 22, 2014

By: /s/ Michael J. O'Brien

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel and Secretary