

OMNICOM GROUP INC.

Form 8-K

July 18, 2017

**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): **July 13, 2017**

**OMNICOM GROUP INC.**

(Exact Name of Registrant as Specified in 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)

Registrants' telephone number, including area code: **(212) 415-3600**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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.):

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 13c under the Exchange Act

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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; 5.02 Compensatory Arrangements of Certain Officers.**

(d) On July 13, 2017, the Board of Directors (the “Board”) of Omnicom Group Inc. (the “Company”) elected Gracia C. Martore as a member of the Board, effective immediately. Ms. Martore will hold office as a director on the Board until the Company’s next annual meeting of shareholders and until her successor is elected and qualified or until her earlier resignation or removal. Ms. Martore has been appointed to serve on the Audit Committee of the Board.

Ms. Martore has no direct or indirect interest in any transaction with the Company that would qualify as a related party transaction under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Ms. Martore and any other person pursuant to which she was selected as a director.

Ms. Martore will receive compensation for her service on the Board in accordance with the Company’s standard compensatory arrangement for non-employee directors. A description of the Company’s non-employee director compensation can be found under the caption “Directors’ Compensation for Fiscal 2016” in the Company’s Notice of 2017 Annual Meeting of Shareholders and Proxy Statement filed with the Securities and Exchange Commission on April 13, 2017. Ms. Martore’s compensation for service as a non-employee director from the date of her election to the end of 2017 will be prorated to reflect the remainder of the Company’s annual non-employee director compensation program.

**A copy of the press release issued by the Company on July 18, 2017, which announces the appointment of Ms. Martore, is attached hereto as Exhibit 99.1 and incorporated herein by reference**

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                        |
|--------------------|---|
| <b>99.1</b>        | <b>Press Release dated July 18, 2017.</b> |

**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:** July 18, 2017

/s/ Michael J. O'Brien

**By:**

**Name:** Michael J. O'Brien

**Title:** Senior Vice President, General Counsel, and Secretary

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                        |
|-----------------------|---|
| <b>99.1</b>           | <b>Press Release dated July 18, 2017.</b> |