

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

(e) On May 21, 2013, the shareholders of Omnicom Group Inc. (the “Company”) approved the Omnicom Group Inc. 2013 Incentive Award Plan (the “Plan”). A more detailed description of the Plan is available in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2013 (the “Proxy Statement”) under the heading, “Items to be Voted On—Item 3—Approval of the Omnicom Group Inc. 2013 Incentive Award Plan and Approval of Performance Criteria,” which description is incorporated by reference herein.

The foregoing summary and the description incorporated by reference from the Proxy Statement do not purport to be complete and are qualified in their entirety by reference to the full text of the Plan, a copy of which is filed as Appendix A with the Proxy Statement, and incorporated herein by reference.

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

(a) The Company held its annual meeting of shareholders (the “Annual Meeting”) on May 21, 2013 in Cincinnati, OH. At the Annual Meeting, the Company’s shareholders elected 13 individuals to the Board of Directors, approved Proposals 2, 3 and 4 and rejected Proposals 5 and 6 (as specified below). The proposals are described in more detail in the Proxy Statement.

(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 | 212,127,107 | 1,031,476 | 2,254,395 | 15,199,169 |
| Bruce Crawford | 211,557,174 | 745,668 | 3,110,136 | 15,199,169 |
| Alan R. Batkin | 213,266,890 | 809,981 | 1,336,106 | 15,199,169 |
| Mary C. Choksi | 214,017,227 | 125,298 | 1,270,452 | 15,199,169 |
| Robert Charles Clark | 212,445,164 | 372,422 | 2,595,391 | 15,199,169 |
| Leonard S. Coleman, Jr. | 205,008,991 | 2,849,809 | 7,554,178 | 15,199,169 |
| Errol M. Cook | 213,144,426 | 328,445 | 1,940,107 | 15,199,169 |
| Susan S. Denison | 210,799,049 | 1,304,219 | 3,309,709 | 15,199,169 |
| Michael A. Henning | 212,384,251 | 1,028,936 | 1,999,790 | 15,199,169 |
| John R. Murphy | 211,191,374 | 783,626 | 3,437,978 | 15,199,169 |
| John R. Purcell | 211,224,117 | 751,179 | 3,437,682 | 15,199,169 |

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| | | | | |
|--------------------|-------------|-----------|-----------|------------|
| Linda Johnson Rice | 210,727,100 | 1,320,424 | 3,365,454 | 15,199,169 |
| Gary L. Roubos | 210,614,640 | 1,323,297 | 3,475,040 | 15,199,169 |

Proposal 2

The Company's shareholders ratified the appointment of KPMG LLP as the Company's independent auditors for the 2013 fiscal year.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 229,136,040 | 708,139 | 767,967 |

Proposal 3

The Company's shareholders approved the Company's 2013 Incentive Award Plan and the performance criteria as set forth in the Company's 2013 Incentive Award Plan.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 195,455,410 | 17,690,430 | 2,266,719 | 15,199,588 |

Proposal 4

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> |
|------------------|----------------------|--------------------|-------------------------|
| 210,276,905 | 3,350,334 | 1,785,319 | 15,199,588 |

Proposal 5

The Company's shareholders voted against the shareholder proposal described in the Proxy Statement.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 52,744,198 | 147,080,543 | 15,587,817 | 15,199,588 |

Proposal 6

The Company's shareholders voted against the shareholder proposal described in the Proxy Statement.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 40,490,687 | 172,659,830 | 2,262,041 | 15,199,588 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following are furnished herewith:

**Exhibit
Number Description**

10.1 Omnicom Group Inc. 2013 Incentive Award Plan (Appendix A to our Proxy Statement (File No. 1-10551) filed on April 11, 2013 and incorporated herein by reference).

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 23, 2013

By: /s/ Michael J. O'Brien

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--------------------|
|---------------------------|--------------------|

| | |
|------|---|
| 10.1 | Omnicom Group Inc. 2013 Incentive Award Plan (Appendix A to our Proxy Statement (File No. 1-10551) filed on April 11, 2013 and incorporated herein by reference). |
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