

OMNICOM GROUP INC.

Form 8-K

March 15, 2016

**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) **March 14, 2016**

**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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- 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 14, 2016, the Board of Directors (the “Board”) of Omnicom Group Inc. (the “Company”) adopted an amendment and restatement of the Company’s by-laws (the “By-laws”) to implement proxy access. Article I, Section 10 has been added to permit a shareholder or group of up to 20 shareholders owning 3% or more of the Company’s common stock continuously for at least three years to nominate and include in the Company’s proxy materials for an annual meeting of shareholders, director candidates constituting up to 20% of the Board, but not less than two, elected by the holders of the Company’s common stock, provided that the shareholder (or group) and each nominee satisfy the requirements specified in the By-laws.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the By-laws, as amended, a copy of which is filed as Exhibit 3.1 to this report and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Document Description</b>
3.1	By-laws of Omnicom Group Inc., as amended and restated on March 14, 2016.

**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: March 15, 2016**

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

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

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