

OMNICOM GROUP INC.
Form DEFA14A
April 10, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

OMNICOM GROUP INC.

437 Madison Avenue, New York, NY 10022

Annual Meeting of Shareholders

Monday, May 20, 2019
10:00 a.m. Eastern Daylight Time

C Space
290 Congress Street, 7th Floor
Boston, MA 02210

Directions to the Annual Meeting
where you may vote in person can be
found on our website,
<http://investor.omnicomgroup.com>.

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be Held on May 20, 2019**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before the meeting.

Notice is hereby given that the Annual Meeting of Shareholders of Omnicom Group Inc. (the "Company") will be held at C Space, 290 Congress Street, 7th Floor, Boston, MA 02210 on Monday, May 20, 2019 at 10:00 a.m. Eastern Daylight Time.

The Annual Report and Proxy Statement are available at www.proxydocs.com/omc.

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 6, 2019 to facilitate timely delivery.

The Board of Directors has fixed the close of business on April 1, 2019 as the record date (the "Record Date") for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the 2019 Annual Meeting.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors UNANIMOUSLY recommends that you vote FOR all director nominees and FOR proposals 2 and 3:

1. Election of Directors.
2. Advisory resolution to approve executive compensation.
3. Ratification of the appointment of KPMG LLP as the Company's independent auditors for the 2019 fiscal year.

The Board of Directors UNANIMOUSLY recommends that you vote AGAINST proposal 4:

4. Shareholder proposal requiring an independent Board Chairman.

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at:

www.proxypush.com/omc

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (EDT) on Sunday, May 19, 2019.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

The following proxy materials are available for you to view online at: www.proxydocs.com/omc :

The Company's 2019 Proxy Statement;

The Company's 2018 Annual Report to Shareholders (which is not deemed to be part of the official proxy soliciting materials); and

Any amendments to the foregoing materials that are required to be furnished to shareholders.

To request paper copies of the proxy materials, which include the proxy card, 2019 Proxy Statement and 2018 Annual Report to Shareholders, or to request paper copies of the proxy materials for future meetings, please contact us via:

Internet – Access the Internet and go to www.investorelections.com/omc . Follow the instructions to log in, and order copies.

Telephone – Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email – Send us an email at paper@investorelections.com with "OMC Materials Request" in the subject line. The email must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word "Permanent" and include the last four digits of your Tax ID number in the email.
