



14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))  
Pre-commencement  
communications  
pursuant to Rule  
13c under the  
Exchange Act

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

(d) On February 2, 2016, the Board of Directors (the “Board”) of Omnicom Group Inc. (the “Company”) voted to increase the size of the Board from thirteen persons to fourteen persons and to elect Deborah Kissire as a new director to fill the vacancy created by such increase, effective March 1, 2016. Ms. Kissire will serve on the Audit Committee of the Board. Ms. Kissire 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. Kissire 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. Kissire and any other person pursuant to which she was selected as a director.

Ms. Kissire 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 2014” in the Company’s Notice of 2015 Annual Meeting of Shareholders and Proxy Statement filed with the Securities and Exchange Commission on April 8, 2015. Ms. Kissire’s compensation as a non-employee director will be prorated to reflect the remainder of the Company’s annual non-employee director compensation program.

**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: February 8, 2016**

/s/ Michael J. O'Brien

**By:** \_\_\_\_\_

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel, and Secretary