

OMNICOM GROUP INC.

Form 8-K

October 18, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): October 12, 2018

OMNICOM GROUP INC.

(Exact Name of Registrant as Specified in Charter)

New York

1-10551

13-1514814

(State or Other Jurisdiction of Incorporation) (Commission File Number) (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 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)

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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On October 12, 2018, Omnicom Group Inc. (the “Company”) announced that Dennis E. Hewitt, Treasurer of the Company, notified the Company of his intent to retire, effective December 31, 2018. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Also, on October 12, 2018, Mr. Hewitt entered into a Separation Agreement with Omnicom Capital Inc., a wholly-owned subsidiary of the Company. A copy of the Separation Agreement is attached as Exhibit 10.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 10.1 | <u>Separation Agreement, dated October 12, 2018, by and between Omnicom Capital Inc. and Dennis Hewitt.</u> |
| 99.1 | <u>Press release, dated October 12, 2018.</u> |

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: October 18, 2018

By: /s/ Michael J. O'Brien

Name: Michael J. O'Brien

Title: Senior Vice President, General Counsel and Secretary