

**SEC**  
**Mail Processing**  
**Section**  
JUN 28 2013  
**Washington DC**  
**401**



13002986

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012**

**A. Full title of the plan and the address of the plan, if different from that of the issuer named below:**

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**

**B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:**

**OMNICOM GROUP INC.**  
**437 Madison Avenue**  
**New York, NY 10022**

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**  
**ANNUAL REPORT ON FORM 11-K FOR THE YEAR ENDED DECEMBER 31, 2012**

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
<b>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM:</b>	
PKF O'Connor Davies	3
<b>FINANCIAL STATEMENTS:</b>	
Statements of Net Assets Available for Benefits at December 31, 2012 and 2011	4
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2012 and 2011	5
Notes to Financial Statements	6
<b>SUPPLEMENTAL SCHEDULES:</b>	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) at December 31, 2012	15
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2012	18
<b>SIGNATURE</b>	19
<b>EXHIBIT 23:</b>	
Consent of Independent Registered Public Accounting Firm	20

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**The Plan Administrator  
Omnicom Group Retirement Savings Plan**

We have audited the accompanying statements of net assets available for benefits of the Omnicom Group Retirement Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years ended December 31, 2012 and 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of 1) Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and 2) Schedule H, Line 4a - Schedule of Delinquent Participant Contributions as of and for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*PKF O'Connor Davies*

Harrison, New York  
June 27, 2013

**OMNICOM GROUP RETIREMENT SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Assets:</b>		
Investments, at fair value	\$ 1,918,081,477	\$ 1,638,833,825
Contributions receivable:		
Employer	40,165,000	37,500,000
Employee	157,520	63,759
Notes receivable from participants	23,263,695	22,831,132
Accrued interest and dividends	1,011	634,934
Due from broker for investments sold	407,033	379,658
Other receivable	925,000	-
Total receivables	<u>64,919,259</u>	<u>61,409,483</u>
Total Assets	<u>1,983,000,736</u>	<u>1,700,243,308</u>
<b>Liabilities:</b>		
Accrued expenses and other	925,000	166,131
Due to broker for investments purchased	<u>387,583</u>	<u>343,156</u>
Total Liabilities	<u>1,312,583</u>	<u>509,287</u>
Net assets reflecting investments at fair value	1,981,688,153	1,699,734,021
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(8,114,196)</u>	<u>(7,729,942)</u>
Net Assets Available for Benefits	<u>\$ 1,973,573,957</u>	<u>\$ 1,692,004,079</u>

See accompanying notes to financial statements.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	<u>Year Ended December 31,</u>	
	<u>2012</u>	<u>2011</u>
Additions:		
Interest and dividend income	\$ 50,816,386	\$ 49,959,834
Contributions:		
Employer	41,613,502	39,571,653
Employee	110,809,287	106,233,818
Rollover	<u>12,194,267</u>	<u>11,483,332</u>
	<u>164,617,056</u>	<u>157,288,803</u>
Total Additions	<u>215,433,442</u>	<u>207,248,637</u>
Deductions:		
Benefit payments	167,419,077	156,116,482
Administrative expenses	<u>4,218</u>	<u>339,753</u>
Total Deductions	<u>167,423,295</u>	<u>156,456,235</u>
Net appreciation (depreciation) in fair value of investments	<u>164,773,642</u>	<u>(78,467,847)</u>
Net increase (decrease) in net assets available for benefits	212,783,789	(27,675,445)
Assets transferred into Plan	68,786,089	14,981,415
Net assets available for benefits, beginning of year	<u>1,692,004,079</u>	<u>1,704,698,109</u>
Net assets available for benefits, end of year	<u>\$ 1,973,573,957</u>	<u>\$ 1,692,004,079</u>

See accompanying notes to financial statements.

# OMNICOM GROUP RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

### 1. Description of Plan

The following brief description of the Omnicom Group Retirement Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Summary Plan Description (the “SPD”) or the Plan document for a more complete description of the Plan’s provisions. In the event of any conflict between the SPD and the Plan document, the Plan document will control.

#### *General*

The Plan is a defined contribution retirement plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and to the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), as it pertains to plans intended to qualify under Section 401(a) of the Code. The Plan covers all eligible employees of participating companies of Omnicom Group Inc. (the “Company”). The Company is the sponsor of the Plan. The Administrative Committee (the “Committee”), comprised of persons appointed by the Company’s Board of Directors, or its delegate, administers the Plan and is responsible for resolving all questions that may arise under the Plan. The Plan’s assets are held in trust with Fidelity Management Trust Company (the “Trustee”). An affiliate of the Trustee performs the recordkeeping services for the Plan.

#### *Assets Transferred into Plan*

In 2012, 15 separate retirement plans sponsored by subsidiaries of the Company were merged into the Plan and assets of \$68,786,089 were transferred into the Plan. In 2011, four separate retirement plans sponsored by subsidiaries of the Company were merged into the Plan and assets of \$14,981,415 were transferred into the Plan.

Additional subsidiaries may merge their plan assets into the Plan in the future.

#### *Eligibility and Plan Entry Dates*

For the 401(k) and matching contribution features of the Plan, eligible employees of participating companies can enroll in the Plan as soon as administratively practicable following employment.

For the profit sharing feature of the Plan, employees of participating companies are generally eligible twelve months after their date of hire and are enrolled in the Plan on the first day of the following calendar quarter.

Participating companies have the option to adopt any or all of the 401(k), matching or profit sharing contribution features of the Plan. Certain participating companies have adopted the Plan for salaried employees only.

#### *Contributions*

The Plan allows eligible employees of participating companies that have adopted the Plan’s 401(k) feature to elect to contribute from 1% to 70% of their eligible compensation as pre-tax contributions to the Plan, up to the annual dollar limit under the Code.

## **OMNICOM GROUP RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS**

Each participating company may make discretionary matching contributions and discretionary profit sharing contributions (“Employer Contributions”) to the Plan each year on behalf of its eligible employees. Matching contribution formulas are determined by the participating companies from the options available under the Plan.

Participants are generally eligible to receive Employer Contributions, if any, if they are active employees on the last day of the Plan year and are credited with at least 1,000 hours of service during the Plan year. Employer Contributions, if any, are deposited and allocated to the accounts of eligible participants after each Plan year-end.

### ***Participant Accounts***

Each participant’s account is credited with the pre-tax contributions made by the participant and with employer discretionary matching contributions, if any, allocated to the participant. Participants’ accounts are also credited with discretionary profit sharing contributions as authorized each year by the respective participating companies for their employees. In addition, the Plan accepts rollover contributions from other employers’ qualified plans and from eligible Individual Retirement Accounts.

Participants direct the investment of their account balances into one or more of the investment funds that are available through the Plan. Each participant’s account is credited with its share of investment income, which consists of interest, dividends, and appreciation or depreciation in the fair value of the underlying assets, net of administrative expenses, for the funds in which that account is invested. The benefit to which a participant is entitled is the participant’s vested account balance.

The portion of the Plan that allows participants to elect to invest in Omnicom Group Inc. common stock (“Company Stock”) has been designated as an Employee Stock Ownership Plan (“ESOP”). Participants may elect to receive any dividends paid on their vested shares held in the ESOP as a cash payment instead of being reinvested in the Plan.

### ***Forfeitures***

Forfeitures of terminated participants’ non-vested account balances may be allocated as Employer Contributions and also may be used to pay Plan expenses. At December 31, 2012 and 2011, unallocated forfeitures totaled \$2,783,396 and \$2,292,542, respectively. The Company applied forfeitures of \$1,300,549 in 2012 to the allocation of Employer Contributions attributable to 2011 plan year. The Company applied forfeitures of \$2,783,396 to reduce the 2012 employer contributions receivable.

### ***Vesting***

Participants vest in any employer profit sharing contributions according to the following schedule:

- 0% for less than 2 years,
- 20% for 2 years but less than 3 years,
- 50% for 3 years but less than 4 years,
- 70% for 4 years but less than 5 years,
- 100% for 5 years or more.

## **OMNICOM GROUP RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS**

Participants vest in any employer matching contributions according to one of the following schedules, as adopted by each participating company:

- (i) 0% for less than 2 years,  
40% for 2 years but less than 3 years,  
100% for 3 years or more; or,
- (ii) 0% for less than 2 years,  
20% for 2 years but less than 3 years,  
50% for 3 years but less than 4 years,  
70% for 4 years but less than 5 years,  
100% for 5 years or more.

In addition, the Plan maintains certain more favorable vesting schedules, which were grandfathered for eligible participants when the retirement plans separately sponsored by subsidiaries of the Company were merged into the Plan.

### ***Payment of Benefits***

Upon termination of employment, retirement, disability or death, participants (or their beneficiaries) may elect to receive the vested portion of their account in the form of a direct rollover, a lump-sum distribution, partial lump-sum distributions, or annual installment payments for up to 20 years. Also, payment of the account to a terminated participant may be deferred until age 70½ in accordance with the terms of the Plan. The Plan provides that accounts of terminated participants are distributed if their vested balance is \$1,000 or less.

The Plan also allows hardships withdrawals, if certain conditions are met, and has an in-service withdrawal provision for employees who are age 59 ½ or older.

### ***Notes Receivable from Participants***

Generally, participants who are active employees may borrow from their accounts a minimum amount of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are secured by the vested balance in the participant's account and bear interest at 1% above the prime rate in effect at the time the loan was initiated. Interest rates for outstanding loans at December 31, 2012 range from 3.25% to 9.75%. Principal and interest are generally repaid through payroll deductions. General-purpose loans must be repaid within five years and loans granted for principal residences must be repaid within 15 years.

Loans granted for principal residences that were transferred from merged plans may have longer maturity dates.

### ***Administrative Expenses***

Certain permitted expenses of the Plan ("Expenses") are paid by the Plan. Loan set-up fees, short-term trading fees, overnight mailing fees, and certain other miscellaneous fees are deducted from the participants' accounts. Other Expenses are paid by the Company.

Effective January 1, 2012, the Trustee agreed to make payments to the Plan that may be used to pay Expenses or for other permitted Plan purposes, including reimbursing the Company for current year Expenses it may have paid. At December 31, 2012, the Plan: recorded a receivable of \$925,000 representing the funds received from the Trustee in 2013; reduced administrative expenses in the Statements of Changes in Net Assets Available for Benefits by \$699,568, reflecting the application



## **OMNICOM GROUP RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS**

of the funds received against Expenses incurred by the Plan in 2012; and, recorded a deferred charge in accrued expenses in the Statements of Net Assets Available for Benefits of \$225,432, reflecting the balance of the funds received that may be used to pay future Expenses.

### ***Changes to Investment Options***

In 2011, the share class for each of the following funds was changed: the Spartan 500 Index Fund, the Fidelity Contrafund, the Fidelity Diversified International Fund, the Fidelity Low-Priced Stock Fund and the Neuberger-Berman Socially Responsive Fund. In addition, the Fidelity Freedom K Funds replaced the Fidelity Freedom Funds. All of the new share classes have investment strategies and risks that are similar in nature to those of the former share classes and all have lower expense ratios.

## **2. Summary of Significant Accounting Policies**

### ***Presentation of Financial Statements***

The Plan's financial statements are prepared on the accrual basis of accounting in conformity with generally accepted accounting principles in the United States ("U.S. GAAP").

### ***Use of Estimates***

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

### ***Investment Valuation and Income Recognition***

Investments are stated at fair value. However, for fully benefit-responsive investment contracts, contract value is the relevant measurement attribute because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of investments as well as an adjustment from fair value to contract value for the Plan's fully benefit-responsive investment contract. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The Plan's investment in the Fidelity Managed Income Portfolio II ("MIP II") is a fully benefit-responsive investment contract (see Note 3).

Shares of registered investment companies (mutual funds) are valued at quoted market prices. Company Stock is valued at the closing price on The New York Stock Exchange.

Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) in the fair value of investments includes gains and losses on investments purchased and sold, as well as held during the year.

### ***Notes Receivable from Participants***

Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. As provided for in the Plan, delinquent notes receivable from participants are recorded as benefit payments and are reflected in the Statements of Changes in Net Assets Available for Benefits.

## OMNICOM GROUP RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS

### *Payment of Benefits*

Benefit payments are recorded when paid.

### *Fair Value Measurement*

The Plan applies the fair value measurement guidance included in U.S. GAAP for its financial assets and liabilities that are required to be measured at fair value on a recurring basis. The measurement of fair value requires the use of techniques based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The inputs establish the following fair value hierarchy:

Level 1 – Quoted prices in active markets for identical instruments

Level 2 – Significant other observable inputs

Level 3 – Significant unobservable inputs

### *Risk and Uncertainties*

The Plan provides participants with various investment options. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements and participant account balances.

### **3. Investment in MIP II**

MIP II is a common/collective trust. The underlying assets of MIP II are a pool of fixed income securities that include U.S. Government and government agency obligations, publicly traded investment grade corporate debt, U.S. Government agency mortgage securities, asset-backed securities and other debt and fixed income securities. The securities are “wrapped” by synthetic investment contracts that provide liquidity for participant withdrawals. The issuers of the wrap contracts guarantee a minimum rate of return and provide full benefit responsiveness. Wrap contracts are purchased from issuers rated in the top three long-term rating categories (A- or the equivalent and above). At December 31, 2012 and 2011, there were no reserves against the wrap contracts carrying value due to the credit risk of the issuers.

The fair value of MIP II is determined by the Trustee based on the market value of the underlying securities. The contract value of MIP II is determined by the Trustee. Contract value is equal to the sum of all of the benefits owed to participants. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in MIP II at contract value.

The interest crediting rates at December 31, 2012 and 2011 were 1.42% and 1.75%, respectively. For the years ended December 31, 2012 and 2011, the average yield of MIP II was 1.60% and 1.72%, respectively. There is no relationship between future crediting rates and the adjustment from fair value to contract value reported in the Statements of Net Assets Available for Benefits.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS**

**4. Investments**

The fair value of investments at December 31, 2012 and 2011 was:

	<u>2012</u>	<u>2011</u>
Omnicom Group Inc. Common Stock	\$118,073,470*	\$112,816,977*
Fidelity Managed Income Portfolio II ("MIP II")	312,256,590*	318,148,225*
Fidelity Contrafund - Class K	201,484,401*	175,992,949*
PIMCO Total Return Fund - Institutional Class	188,282,663*	162,353,183*
Spartan 500 Index - Institutional Class	176,281,847*	151,702,963*
Fidelity Diversified International Fund - Class K	141,237,842*	121,515,346*
Dreyfus Midcap Value Fund A	109,205,836*	96,828,457*
Eaton Vance Large-Cap Value Fund Class I	98,923,090*	89,885,857*
Morgan Stanley Institutional Fund Inc. Small Company Growth Portfolio	89,036,665	79,205,422
T. Rowe Price Institutional Large- Cap Core Growth Fund	67,765,391	54,058,027
Fidelity Low-Priced Stock Fund - Class K	44,546,603	34,909,853
RS Partners Fund Y	16,822,544	15,018,950
Neuberger Berman Socially Responsive Fund - Institutional Class	8,756,438	8,617,494
Fidelity Freedom K Income Fund	5,656,981	4,877,668
Fidelity Freedom K 2000 Fund	3,795,566	3,350,075
Fidelity Freedom K 2005 Fund	2,549,040	1,629,149
Fidelity Freedom K 2010 Fund	8,536,663	7,099,095
Fidelity Freedom K 2015 Fund	16,806,138	13,039,954
Fidelity Freedom K 2020 Fund	32,963,406	22,327,514
Fidelity Freedom K 2025 Fund	40,227,699	24,697,560
Fidelity Freedom K 2030 Fund	52,427,705	33,633,429
Fidelity Freedom K 2035 Fund	58,715,643	36,324,896
Fidelity Freedom K 2040 Fund	62,372,373	39,334,302
Fidelity Freedom K 2045 Fund	36,160,136	19,144,991
Fidelity Freedom K 2050 Fund	25,180,637	12,320,000
Cash equivalents	16,110	1,489
	<u>\$1,918,081,477</u>	<u>\$1,638,833,825</u>

\* Represents 5% or more of the Plan's net assets available for benefits.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

The appreciation (depreciation) in the fair value of investments (including gains and losses on investments purchased and sold, as well as held during the year) for the years ended December 31, 2012 and 2011, was:

	<u>2012</u>	<u>2011</u>
Omnicom Group Inc. Common Stock	\$ 13,510,450	\$ (2,622,099)
Fidelity Contrafund - Class K	26,184,507	6,991,655
PIMCO Total Return Fund - Institutional Class	5,382,929	143,515
Spartan 500 Index - Institutional Class	20,479,142	(6,853,455)
Fidelity Diversified International Fund - Class K	20,842,302	(8,285,048)
Dreyfus Midcap Value Fund A	17,956,719	(21,358,955)
Eaton Vance Large-Cap Value Fund Class I	12,368,369	(5,551,111)
Morgan Stanley Institutional Fund Inc. Small Company Growth Portfolio	9,447,961	(9,351,971)
T. Rowe Price Institutional Large-Cap Core Growth Fund	9,856,097	874,847
Fidelity Low-Priced Stock Fund - Class K	3,662,177	(729,697)
RS Partners Fund Y	1,448,659	(1,773,582)
Neuberger Berman Socially Responsive Fund - Institutional Class	828,339	315,739
Fidelity Freedom K Income Fund	163,524	(26,146)
Fidelity Freedom K 2000 Fund	112,963	(34,466)
Fidelity Freedom K 2005 Fund	75,757	(22,816)
Fidelity Freedom K 2010 Fund	488,293	(104,324)
Fidelity Freedom K 2015 Fund	957,563	(196,542)
Fidelity Freedom K 2020 Fund	1,910,262	(335,346)
Fidelity Freedom K 2025 Fund	2,530,641	(393,615)
Fidelity Freedom K 2030 Fund	3,518,553	(559,747)
Fidelity Freedom K 2035 Fund	4,302,226	(572,229)
Fidelity Freedom K 2040 Fund	4,604,887	(619,510)
Fidelity Freedom K 2045 Fund	2,447,698	(242,713)
Fidelity Freedom K 2050 Fund	1,693,624	(169,218)
Fidelity Contrafund	-	(7,505,145)
Spartan 500 Index - Advantage Class	-	7,231,142
Fidelity Freedom Income Fund	-	12,912
Fidelity Diversified International Fund	-	(13,474,888)
Fidelity Freedom 2000 Fund	-	18,876
Fidelity Low-Priced Stock Fund	-	(1,484,902)
Fidelity Freedom 2005 Fund	-	(16,797)
Neuberger Berman Socially Responsive Fund - Investor Class	-	(785,476)
Fidelity Freedom 2010 Fund	-	(135,069)
Fidelity Freedom 2015 Fund	-	(271,223)
Fidelity Freedom 2020 Fund	-	(740,720)
Fidelity Freedom 2025 Fund	-	(1,132,510)
Fidelity Freedom 2030 Fund	-	(1,753,329)
Fidelity Freedom 2035 Fund	-	(2,441,304)
Fidelity Freedom 2040 Fund	-	(2,503,779)
Fidelity Freedom 2045 Fund	-	(1,233,313)
Fidelity Freedom 2050 Fund	-	(775,488)
	<u>\$164,773,642</u>	<u>\$(78,467,847)</u>

**OMNICOM GROUP RETIREMENT SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS**

**5. Fair Value**

Investments measured at fair value on a recurring basis at December 31, 2012 and 2011 were:

	<b>2012</b>			
	Level 1	Level 2	Level 3	Total
Cash equivalents	\$ 16,110	\$ -	\$ -	\$ 16,110
Mutual funds:				
Stock	954,060,657	-	-	954,060,657
Fixed Income	188,282,663	-	-	188,282,663
Target Date	345,391,987	-	-	345,391,987
	1,487,735,307	-	-	1,487,735,307
Common/Collective Trust	-	312,256,590	-	312,256,590
Company Stock	118,073,470	-	-	118,073,470
	<b>\$ 1,605,824,887</b>	<b>\$ 312,256,590</b>	<b>\$ -</b>	<b>\$ 1,918,081,477</b>

	<b>2011</b>			
	Level 1	Level 2	Level 3	Total
Cash equivalents	\$ 1,489	\$ -	\$ -	\$ 1,489
Mutual funds:				
Stock	827,735,318	-	-	827,735,318
Fixed Income	162,353,183	-	-	162,353,183
Target Date	217,778,633	-	-	217,778,633
	1,207,867,134	-	-	1,207,867,134
Common/Collective Trust	-	318,148,225	-	318,148,225
Company Stock	112,816,977	-	-	112,816,977
	<b>\$ 1,320,685,600</b>	<b>\$ 318,142,225</b>	<b>\$ -</b>	<b>\$ 1,638,833,825</b>

**6. Party-In-Interest Transactions**

Certain investments are managed by the Trustee of the Plan, and certain of its affiliates, and, therefore, these investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in the net appreciation (depreciation) in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

One of the investment funds invests exclusively in Company Stock. At December 31, 2012 and 2011, the Plan owned 2,363,360 and 2,530,633 shares of Company Stock, respectively, with corresponding year-end fair values of \$118,073,470 and \$112,816,977, respectively.

Additionally, participants who are active employees may borrow from their accounts and such loans qualify as party-in-interest transactions. These loans are recorded as notes receivable from participants in the Statements of Net Assets Available for Benefits.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS**

**7. Plan Amendment or Termination**

The Company or its delegate has the right to amend the Plan at any time. In addition, although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination or the complete discontinuance of contributions by the Company under the Plan, the participants' accounts will become fully vested in accordance with the terms of the Plan.

**8. Tax Status**

The Plan is a retirement plan satisfying the qualification requirements under Section 401(a) of the Code, and therefore is not subject to tax under present income tax regulations. The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated June 22, 2005, that the terms of the Plan and related trust comply with applicable sections of the Code. Since receiving the determination letter, the Plan has been amended in various respects and an application for a new determination letter has been submitted to the IRS. The status of the application is pending. The Committee believes that the Plan continues to be designed and operated in compliance with the applicable provisions of the Code.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the Plan's financial statements. The Plan is subject to examinations by various taxing jurisdictions.

**9. Delinquent Participant Contributions**

Certain participating companies failed to remit certain employee contributions and loan repayments to the Plan within a timely manner, although the participating companies subsequently remitted these contributions and loan repayments to the Plan. These amounts totaled \$128,314 for 2012 and \$87,198 for 2011. The Trustee computed the applicable earnings to the participants and the participating companies subsequently remitted these applicable earnings to the Plan. A portion of these contributions are included in employee contributions receivable at December 31, 2012 and 2011.

**10. Subsequent Events**

The Plan evaluated events subsequent to the date of the Statement of Net Assets Available for Benefits and determined there have not been any events that have occurred that would require adjustment to or disclosure in the financial statements.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2012**  
**EIN: 13-1514814**  
**Plan No. 004**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Omnicom Group Inc. Common Stock	2,363,360 shares. Employer security. Common stock. \$.15 par value.	a	\$118,073,470
*	Fidelity Managed Income Portfolio II	304,147,122 shares. Common/Collective Trust which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	312,256,590
*	Fidelity Contrafund - Class K	2,599,463 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	201,484,401
	PIMCO Total Return Fund - Institutional Class	16,751,127 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	188,282,663
*	Spartan 500 Index - Institutional Class	3,491,421 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	176,281,847
*	Fidelity Diversified International Fund - Class K	4,725,254 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	141,237,842
	Dreyfus Midcap Value Fund A	3,416,954 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	109,205,836
	Eaton Vance Large- Cap Value Fund Class I	5,060,005 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	98,923,090
	Morgan Stanley Institutional Fund Inc. Small Company Growth Portfolio	6,287,900 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	89,036,665

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2012**  
**EIN: 13-1514814**  
**Plan No. 004**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	T. Rowe Price Institutional Large- Cap Core Growth Fund	4,144,672 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	67,765,391
*	Fidelity Low-Priced Stock Fund - Class K	1,128,619 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	44,546,603
	RS Partners Fund - Class Y	519,535 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	16,822,544
	Neuberger Berman Socially Responsive Fund - Institutional Class	322,878 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	8,756,438
*	Fidelity Freedom K Income Fund	484,331 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	5,656,981
*	Fidelity Freedom K 2000 Fund	321,113 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	3,795,566
*	Fidelity Freedom K 2005 Fund	201,824 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	2,549,040
*	Fidelity Freedom K 2010 Fund	662,784 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	8,536,663
*	Fidelity Freedom K 2015 Fund	1,296,770 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	16,806,138



**OMNICOM GROUP RETIREMENT SAVINGS PLAN**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2012**  
**EIN: 13-1514814**  
**Plan No. 004**

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value	
*	Fidelity Freedom K 2020 Fund	2,461,793 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	32,963,406
*	Fidelity Freedom K 2025 Fund	2,962,275 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	40,227,699
*	Fidelity Freedom K 2030 Fund	3,821,261 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	52,427,705
*	Fidelity Freedom K 2035 Fund	4,233,284 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	58,715,643
*	Fidelity Freedom K 2040 Fund	4,483,995 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	62,372,373
*	Fidelity Freedom K 2045 Fund	2,566,369 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	36,160,136
*	Fidelity Freedom K 2050 Fund	1,783,331 shares. Mutual fund which is a registered investment company. There is no maturity date, rate of interest, collateral, maturity value or par.	a	25,180,637
*	Cash Equivalents	Interest-bearing cash. There is no maturity date, rate of interest or collateral.	a	16,110
*	Notes Receivable from Participants	Loans to participants with maturities through May 2042, interest rates ranging from 3.25% to 9.75%, collateralized by participants' vested account balances.	-	23,263,695
				<u>\$1,941,345,172</u>

\* - Represents a party-in-interest as defined by ERISA.

a - The cost of participant-directed investments is not required to be disclosed.

**OMNICOM GROUP RETIREMENT SAVINGS PLAN**

**Schedule H, Line 4a - Schedule of Delinquent Participant Contributions**

**Year Ended December 31, 2012**

**EIN: 13-1514814**

**Plan No. 004**


Participant Contributions and Loan Repayments Transferred Late to the Plan	Total that Constitutes Non-Exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE (Prohibited Transaction Exemption) 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP (Voluntary Fiduciary Correction Program)	Contributions Pending Correction in VFCP	
\$128,314	N/A	\$128,314	N/A	N/A

During 2012, certain participating companies failed to remit certain employee contributions and loan repayments to the Plan within a timely manner, although the participating companies subsequently remitted these contributions and loan repayments to the Plan. These amounts totaled \$128,314. The Trustee computed the applicable earnings to the participants and the participating companies subsequently remitted these applicable earnings to the Plan. Participant contributions of \$128,314 are included in employee contributions receivable at December 31, 2012.

**SIGNATURE**

***The Plan.*** Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

OMNICOM GROUP RETIREMENT SAVINGS PLAN

By:   
\_\_\_\_\_  
Leslie Chiocco  
Member of Administrative Committee  
June 27, 2013

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Omnicom Group Retirement Savings Plan  
New York, New York

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-74591) of Omnicom Group Inc. of our report dated June 27, 2013 relating to the financial statements and supplemental schedules of the Omnicom Group Retirement Savings Plan, which appears in this Annual Report (Form 11-K).

*PKF O'Connor Davies*

A Division of O'Connor Davies, LLP  
Harrison, New York  
June 27, 2013