

OMNICOM GROUP INC.  
Form 10-Q  
October 17, 2013

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

---

FORM 10-Q  
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
FOR THE QUARTERLY PERIOD ENDED September 30, 2013

---

Commission File Number: 1-10551

---

OMNICOM GROUP INC.  
(Exact name of registrant as specified in its charter)

New York	13-1514814
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

437 Madison Avenue, New York, New York	10022
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 415-3600

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

---

As of October 15, 2013, there were 257,360,875 shares of Omnicom Group Inc. Common Stock outstanding.

---

## OMNICOM GROUP INC. AND SUBSIDIARIES

## QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2013

## TABLE OF CONTENTS

	Page
PART I.	FINANCIAL INFORMATION
Item 1.	<u>Financial Statements</u>
	Condensed Consolidated Balance Sheets - September 30, 2013 and December 31, 2012
	1
	Condensed Consolidated Statements of Income - Three and Nine Months Ended September 30, 2013 and 2012
	2
	Condensed Consolidated Statements of Comprehensive Income - Three and Nine Months Ended September 30, 2013 and 2012
	3
	Condensed Consolidated Statements of Cash Flows - Nine months ended September 30, 2013 and 2012
	4
	<u>Notes to Condensed Consolidated Financial Statements</u>
	5
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
	14
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
	29
Item 4.	<u>Controls and Procedures</u>
	29
PART II.	OTHER INFORMATION
Item 1.	<u>Legal Proceedings</u>
	30
Item 1A.	<u>Risk Factors</u>
	30
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>
	31
Item 6.	<u>Exhibits</u>
	31
SIGNATURES	32

## Forward-Looking Statements

Certain of the statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, from time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. These statements relate to future events or future financial performance and involve known and unknown risks and other factors that may cause our actual or our industry's results, levels of activity or achievement to be materially different from those expressed or implied by any forward-looking statements. These risks and uncertainties, including those resulting from specific factors identified under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," include, but are not limited to, our future financial position and results of operations, global economic conditions, losses on media purchases and production costs incurred on behalf of clients, reductions in client spending and/or a slowdown in client payments, competitive factors, changes in client communication requirements, managing conflicts of interest, the hiring and retention of personnel, maintaining a highly skilled workforce, our ability to attract new clients and retain existing clients, reliance on information technology systems, changes in government regulations impacting our advertising and marketing strategies, conditions in the credit markets, risks associated with assumptions we make in connection with our critical accounting estimates and legal proceedings, our ability to consummate the merger with Publicis Groupe and recognize the benefits therefrom, and our international operations, which are subject to the risks of currency fluctuations and foreign exchange controls. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential" or "continue" or the negative of those terms or comparable terminology. These statements are our present expectations. Actual events or results may differ. We undertake no obligation to update or revise any forward-looking statement, except as required by law.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

OMNICOM GROUP INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

	September 30, 2013	December 31, 2012
	(Unaudited)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$1,521.5	\$2,678.3
Short-term investments, at cost	12.9	20.6
Accounts receivable, net of allowance for doubtful accounts of \$32.8 and \$35.9	6,577.8	6,958.2
Work in process	1,328.3	1,008.4
Other current assets	1,024.9	995.9
 Total Current Assets	 10,465.4	 11,661.4
 Property and Equipment at cost, less accumulated depreciation of \$1,226.7 and \$1,234.8	 701.6	 723.8
Equity Method Investments	152.2	155.2
Goodwill	8,869.0	8,844.2
Intangible Assets, net of accumulated amortization of \$552.9 and \$498.0	398.1	456.1
Other Assets	284.5	311.2
 TOTAL ASSETS	 \$20,870.8	 \$22,151.9
 <b>LIABILITIES AND EQUITY</b>		
Current Liabilities:		
Accounts payable	\$7,533.1	\$8,296.7
Customer advances	1,280.4	1,231.5
Current portion of debt	0.3	0.4
Short-term borrowings	18.3	6.4
Taxes payable	234.9	264.4
Other current liabilities	2,168.4	2,076.4
 Total Current Liabilities	 11,235.4	 11,875.8
 Long-Term Notes Payable	 3,782.7	 3,789.1
Convertible Debt	252.7	659.4

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Long-Term Liabilities	718.0	739.9
Long-Term Deferred Tax Liabilities	879.3	933.0
Commitments and Contingent Liabilities (See Note 12)		
Temporary Equity - Redeemable Noncontrolling Interests	194.7	198.4
Equity:		
Shareholders' Equity:		
Preferred stock	—	—
Common stock	59.6	59.6
Additional paid-in capital	810.9	836.6
Retained earnings	8,766.7	8,394.4
Accumulated other comprehensive income (loss)	(220.6	) (129.5
Treasury stock, at cost	(6,076.3	) (5,700.3
		)
Total Shareholders' Equity	3,340.3	3,460.8
Noncontrolling interests	467.7	495.5
Total Equity	3,808.0	3,956.3
TOTAL LIABILITIES AND EQUITY	\$20,870.8	\$22,151.9

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In millions, except per share amounts)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenue	\$3,490.5	\$3,406.6	\$10,526.4	\$10,274.8
Operating Expenses	3,111.1	3,019.3	9,252.2	9,018.6
Operating Income	379.4	387.3	1,274.2	1,256.2
Interest Expense	50.5	47.8	148.8	130.3
Interest Income	7.7	7.5	24.2	26.0
Income Before Income Taxes and Income From Equity Method Investments	336.6	347.0	1,149.6	1,151.9
Income Tax Expense	116.2	118.7	388.9	389.9
Income From Equity Method Investments	4.3	5.3	10.5	11.9
Net Income	224.7	233.6	771.2	773.9
Less: Net Income Attributed To Noncontrolling Interests	28.7	29.7	80.5	82.7
Net Income - Omnicom Group Inc.	\$196.0	\$203.9	\$690.7	\$691.2
Net Income Per Share - Omnicom Group Inc.:				
Basic	\$0.74	\$0.75	\$2.60	\$2.51
Diluted	\$0.74	\$0.74	\$2.58	\$2.49
Dividends Declared Per Common Share	\$0.40	\$0.30	\$1.20	\$0.90

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

2

---

OMNICOM GROUP INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (In millions)  
 (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net Income	\$224.7	\$233.6	\$771.2	\$773.9
Unrealized gain on available-for-sale securities, net of income taxes of \$0.2 for the nine months ended September 30, 2013	—	—	0.3	—
Foreign currency translation adjustment, net of income taxes of \$94.4 and \$53.2 for the three months and (\$63.6) and \$36.9 for the nine months ended September 30, 2013 and 2012, respectively	183.4	103.2	(123.3)	71.3
Defined benefit pension and postemployment plans adjustment, net of income taxes of \$0.7 and \$0.9 for the three months and \$3.1 and \$2.5 for the nine months ended September 30, 2013 and 2012, respectively	1.1	1.3	4.5	3.7
Other Comprehensive Income	184.5	104.5	(118.5)	75.0
Comprehensive Income	409.2	338.1	652.7	848.9
Less: Comprehensive Income attributed to noncontrolling interests	36.4	38.7	53.1	86.7
Comprehensive Income - Omnicom Group Inc.	\$372.8	\$299.4	\$599.6	\$762.2

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

3

---



OMNICOM GROUP INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Nine Months Ended September 30,		
	2013	2012	
Cash Flows from Operating Activities:			
Net income	\$771.2	\$773.9	
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	136.6	135.4	
Amortization of intangible assets	76.3	75.2	
Amortization of deferred gain from termination of interest rate swaps	(5.5)	(5.5)	)
Income from equity method investments, net of dividends received	0.4	(1.6)	)
Provision for doubtful accounts	4.4	5.3	
Share-based compensation	64.9	63.1	
Excess tax benefit from share-based compensation	(34.2)	(79.8)	)
Change in operating capital	(654.2)	(665.9)	)
Net Cash Provided By Operating Activities	359.9	300.1	
Cash Flows from Investing Activities:			
Payments to acquire property and equipment	(123.3)	(158.7)	)
Payments to acquire businesses and interests in affiliates, net of cash acquired	(26.5)	(117.3)	)
Proceeds from investments	17.3	8.4	
Net Cash Used In Investing Activities	(132.5)	(267.6)	)
Cash Flows from Financing Activities:			
Proceeds from short-term debt	12.5	1.4	
Proceeds from borrowings	—	1,273.2	
Redemption of convertible debt	(406.7)	—	)
Payments of dividends	(212.6)	(235.4)	)
Payments for repurchase of common stock	(571.3)	(1,001.6)	)
Proceeds from stock plans	44.8	207.6	
Payments for acquisition of additional noncontrolling interests	(11.0)	(19.2)	)
Payments of dividends to noncontrolling interest shareholders	(81.1)	(78.9)	)
Payments of contingent purchase price obligations	(68.9)	(30.6)	)
Excess tax benefit on share-based compensation	34.2	79.8	
Other, net	(24.2)	(86.9)	)

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Net Cash (Used In) Provided By Financing Activities	(1,284.3	) 109.4
Effect of exchange rate changes on cash and cash equivalents	(99.9	) 33.2
Net (Decrease) Increase in Cash and Cash Equivalents	(1,156.8	) 175.1
Cash and Cash Equivalents at the Beginning of the Period	2,678.3	1,781.2
Cash and Cash Equivalents at the End of the Period	\$1,521.5	\$1,956.3

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

1. Presentation of Financial Statements

The terms “Omnicom,” the “Company,” “we,” “our” and “us” each refer to Omnicom Group Inc. and our subsidiaries, unless context indicates otherwise. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP” or “GAAP”) for interim financial information and Article 10 of Regulation S-X of the Securities and Exchange Commission.

Accordingly, certain information and footnote disclosure have been condensed or omitted.

In our opinion, the accompanying unaudited condensed financial statements reflect all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation, in all material respects, of the information contained herein. These unaudited condensed financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012 (“2012 Form 10-K”). Results for the interim periods are not necessarily indicative of results that may be expected for the year.

2. Business Combination Agreement

On July 27, 2013, the Company and Publicis Groupe S.A. (“Publicis”) entered into a Business Combination Agreement (the “Agreement”) pursuant to which the Company and Publicis agreed, subject to the terms and conditions of the Agreement, to combine their respective businesses (the “Business Combination”). In the Business Combination, Publicis will merge (the “Publicis Merger”) with and into Publicis Omnicom Group N.V., a newly-formed Dutch holding company (“Publicis Omnicom Group” or “HoldCo”), with Publicis Omnicom Group being the surviving entity in the Publicis Merger, and immediately after consummation of the Publicis Merger, a corporation wholly-owned by Publicis Omnicom Group will merge (the “Omnicom Merger” and together with the Publicis Merger, the “Mergers”) with and into the Company, with the Company being the surviving corporation in the Omnicom Merger.

In the Publicis Merger, each issued and outstanding share of Publicis will be exchanged for 1.000000 ordinary share of Publicis Omnicom Group. In addition, prior to completion of the Publicis Merger, Publicis intends to declare and pay a special dividend, in cash, in an amount equal to €1.00 per Publicis share (the “Publicis Transaction Dividend”). In the Omnicom Merger, each share of common stock of the Company will be converted into the right to receive 0.813008 of a Publicis Omnicom Group ordinary share, together with cash in lieu of fractional shares, subject to adjustment to account for certain changes in outstanding shares and certain excluded asset values as set forth in the Agreement. Similarly, prior to completion of the Omnicom Merger, the Company intends to declare and pay a special cash dividend of \$2.00 per share of the Company’s outstanding common stock (the “Omnicom Transaction Dividend” and, together with the Publicis Transaction Dividend, the “Transaction Dividends”), subject to adjustment to account for certain changes in outstanding shares of the parties and certain excluded asset values, in each case as set forth in the Agreement, and, if necessary, to equalize the cumulative amount of regular dividends paid by the Company after July 27, 2013 with the cumulative amount of regular Publicis dividends paid after July 27, 2013. However, dividends of up to \$0.80 in the aggregate paid to holders of the Company’s common stock in respect of record dates after July 27, 2013 and before the Mergers are not included in this equalization. The payment of the Transaction Dividends is also subject to applicable law.

Completion of the transactions contemplated by the Agreement (which include the Mergers, the Publicis Transaction Dividend, and the Omnicom Transaction Dividend, collectively, the “Transactions”) will be subject to the satisfaction or waiver, if legally permitted, of certain conditions including (a) approval and adoption of the Agreement and the Omnicom Merger by the holders of two-thirds of the outstanding shares of common stock of the Company, approval of the Cross-Border Merger Terms (as described in the Agreement), and the Publicis Merger by the holders of two-thirds of the voting rights attached to the Publicis shares present at a meeting of the Publicis shareholders, and the approval of the Publicis Transaction Dividend by the holders of a majority of the voting rights attached to the Publicis shares present at a meeting of the Publicis shareholders; (b) approval by requisite governmental regulators and authorities, including approvals under applicable competition laws; (c) the listing of the Publicis Omnicom Group ordinary shares on applicable stock exchanges; (d) the absence of any law or order prohibiting the completion of the

Transactions; and (e) the absence of a material adverse effect on either the Company or Publicis.

The completion of the Transactions contemplated by the Agreement will have a material effect on our future results of operations and financial position.

### 3. New Accounting Standards

On January 1, 2013, we adopted FASB Accounting Standards Update (“ASU”) No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities (“ASU 2013-01”). ASU 2013-01 amended existing guidance by requiring additional disclosure about financial instruments and derivative instruments that are either (1) offset in the statement of financial position or (2) subject to an enforceable master netting arrangement. ASU 2013-01 requires retrospective disclosure for all comparative periods. The adoption of ASU 2013-01 did not have a material impact on our financial position or financial statement disclosure.

As of March 31, 2013, we adopted FASB ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (“ASU 2013-02”). ASU 2013-02 amended existing guidance by requiring additional disclosure either on the face of the income statement or in the notes to the financial statements of significant amounts reclassified out of accumulated other comprehensive income. ASU 2013-02 required prospective adoption, and effected financial statement disclosure only. The adoption of ASU 2013-02 had no effect on our results of operations or financial position.

### 4. Net Income per Common Share

Net income per common share is based on the weighted average number of common shares outstanding during each period. Diluted net income per common share is based on the weighted average number of common shares outstanding, plus, if dilutive, common share equivalents, which include outstanding stock options and restricted stock, and shares issuable for the conversion value of our convertible debt.

Net income per common share is calculated using the two-class method, which is an earnings allocation method for computing net income per common share when a company’s capital structure includes common stock and participating securities. The majority of our unvested restricted stock awards receive non-forfeitable dividends at the same rate as our common stock and therefore are considered participating securities. Under the two-class method, basic and diluted net income per common share is reduced for a presumed hypothetical distribution of earnings to holders of our unvested restricted stock. The computation of basic and diluted net income per common share for the three and nine months ended September 30, 2013 and 2012 is (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net Income Available for Common Shares:				
Net income - Omnicom Group Inc.	\$ 196.0	\$ 203.9	\$ 690.7	\$ 691.2
Net income allocated to participating securities	(4.8	) (4.5	) (18.1	) (15.4
	\$ 191.2	\$ 199.4	\$ 672.6	\$ 675.8
Weighted Average Shares:				
Basic	258.2	266.6	259.0	269.6
Dilutive stock options and restricted shares and shares issuable for the conversion value of convertible debt	1.7	1.9	1.4	1.9
Diluted	259.9	268.5	260.4	271.5
Anti-dilutive stock options and restricted shares	—	0.2	0.1	0.2

Net Income per Common Share - Omnicom Group Inc.:

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Basic	\$0.74	\$0.75	\$2.60	\$2.51
Diluted	\$0.74	\$0.74	\$2.58	\$2.49

6

---

## 5. Goodwill and Intangible Assets

Goodwill and intangible assets at September 30, 2013 and December 31, 2012 were (in millions):

	2013			2012		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Goodwill	\$9,450.6	\$581.6	\$8,869.0	\$9,424.3	\$580.1	\$8,844.2
Intangible assets:						
Purchased and internally developed software	\$285.3	\$226.7	\$58.6	\$283.3	\$218.8	\$64.5
Customer related and other	665.7	326.2	339.5	670.8	279.2	391.6
	\$951.0	\$552.9	\$398.1	\$954.1	\$498.0	\$456.1

We evaluate goodwill for impairment at least annually at the end of the second quarter of the year and whenever events or circumstances indicate the carrying value may not be recoverable. At June 30, 2013, we performed Step 1 of the annual impairment test and compared the fair value of each of our reporting units to its respective carrying value, including goodwill. Based on the results of our impairment tests, we concluded that our goodwill was not impaired at June 30, 2013 because the fair value of each of our reporting units was substantially in excess of their respective net book value.

Change in goodwill for the nine months ended September 30, 2013 and 2012 were (in millions):

	2013	2012
Balance January 1	\$8,844.2	\$8,456.3
Acquisitions	55.5	225.6
Dispositions	(8.5)	(2.5)
Foreign currency translation	(22.2)	49.2
Balance September 30	\$8,869.0	\$8,728.6

There were no goodwill impairment losses recorded in the first nine months of 2013 or 2012 and there are no accumulated goodwill impairment losses. Goodwill resulting from acquisitions completed during 2013 and 2012 includes \$9.2 million and \$16.2 million, respectively, of goodwill attributed to noncontrolling interests in the acquired businesses.

## 6. Debt

### Lines of Credit

We have committed and uncommitted lines of credit. We have a \$2.5 billion committed line of credit (“Credit Agreement”) with a consortium of banks expiring on October 12, 2016. We have the ability to classify borrowings under the Credit Agreement as long-term. The Credit Agreement supports the issuance of up to \$1.5 billion of commercial paper. Commercial paper issuances reduce the amount available under the Credit Agreement. At

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

September 30, 2013, there were no outstanding commercial paper issuances or borrowings under the Credit Agreement. At September 30, 2013 and December 31, 2012, we had various uncommitted lines of credit aggregating \$1,083.4 million and \$878.2 million, respectively.

Our available and unused lines of credit at September 30, 2013 and December 31, 2012 were (in millions):

	2013	2012
Credit Agreement	\$2,500.0	\$2,500.0
Uncommitted lines of credit	1,083.4	878.2
Available and unused lines of credit	\$3,583.4	\$3,378.2



The Credit Agreement contains financial covenants that restrict our ability to incur indebtedness as defined in the agreement. These financial covenants limit the Leverage Ratio of total consolidated indebtedness to total consolidated EBITDA to no more than 3 times for the most recently ended 12 month period (under the Credit Agreement, EBITDA is defined as earnings before interest, taxes, depreciation and amortization). We are also required to maintain a minimum Interest Coverage Ratio of consolidated EBITDA to interest expense of at least 5 times for the most recently ended 12 month period. At September 30, 2013 we were in compliance with these covenants, as our Leverage Ratio was 1.9 times and our Interest Coverage Ratio was 10.6 times. The Credit Agreement does not limit our ability to declare or pay dividends.

#### Short-Term Borrowings

Short-term borrowings of \$18.3 million and \$6.4 million at September 30, 2013 and December 31, 2012, respectively, represent bank overdrafts and credit lines of our international subsidiaries. The bank overdrafts and credit lines are treated as unsecured loans pursuant to the agreements supporting the facilities. Due to the short-term nature of these instruments, carrying value approximates fair value.

#### Long-Term Notes Payable

Long-term notes payable at September 30, 2013 and December 31, 2012 were (in millions):

	2013	2012
5.90% Senior Notes due April 15, 2016	\$1,000.0	\$1,000.0
6.25% Senior Notes due July 15, 2019	500.0	500.0
4.45% Senior Notes due August 15, 2020	1,000.0	1,000.0
3.625% Senior Notes due May 1, 2022	1,250.0	1,250.0
Other notes and loans	0.3	0.4
	3,750.3	3,750.4
Unamortized premium (discount) on Senior Notes, net	15.0	16.0
Deferred gain from termination of interest rate swaps on Senior Notes due 2016	17.7	23.1
	3,783.0	3,789.5
Less current portion	0.3	0.4
Long-term notes payable	\$3,782.7	\$3,789.1

#### Convertible Debt

Convertible debt at September 30, 2013 and December 31, 2012 was (in millions):

	2013	2012
Convertible Notes due July 31, 2032	\$252.7	\$252.7
Convertible Notes due June 15, 2033	—	0.1
Convertible Notes due July 1, 2038	—	406.6
	252.7	659.4
Less current portion	—	—

Convertible debt	\$252.7	\$659.4
------------------	---------	---------

On May 16, 2013, we called our Convertible Notes due June 15, 2033 (“2033 Notes”) and our Convertible Notes due July 1, 2038 (“2038 Notes”) for redemption on June 17, 2013 at a redemption price of 100% of the principal amount. As provided in the indenture governing the 2033 Notes and the 2038 Notes, prior to redemption the noteholders had the right to convert their notes into shares of our common stock at a conversion rate of 19.4174 shares per \$1,000 principal amount at any time prior to June 13, 2013. Substantially all the noteholders exercised their conversion right. We paid \$406.1 million in cash representing the principal amount of the 2033 Notes and 2038 Notes that were converted and issued 1,499,792 shares of our common stock to satisfy the conversion premium. On June 17, 2013, we paid \$0.6 million to redeem the remaining 2033 Notes and 2038 Notes that were not converted.

Beginning August 1, 2013, our Convertible Notes due July 31, 2032 ("2032 Notes") will accrue contingent interest for the six-month period August 1, 2013 to January 31, 2014. Contingent interest of \$2.81 per \$1,000 principal amount is payable quarterly on October 31, 2013 and January 31, 2014. In the third quarter of 2013, we recorded a charge to interest expense of \$2.8 million, representing the fair value of the contingent interest derivative. In addition, effective September 24, 2013, the conversion rate was adjusted to 18.249 shares of our common stock per \$1,000 principal amount. The previous conversion rate was 18.18 shares of our common stock per \$1,000 principal amount. On July 31, 2014, the holders of our 2032 Notes can put their notes back to us for cash and we have the right to call the notes at that time.

#### 7. Segment Reporting

Our wholly and partially owned agencies operate within the advertising, marketing and corporate communications services industry. These agencies are organized into agency networks, virtual client networks, regional reporting units and operating groups. Consistent with our fundamental business strategy, our agencies serve similar clients, in similar industries and, in many cases, the same clients across a variety of geographic regions. In addition, our agency networks have similar economic characteristics including similar costs and long-term profit contribution. The main economic components of each agency are employee compensation and related costs and direct service costs and office and general costs, which include rent and occupancy costs, technology costs and other overhead expenses. Therefore, given these similarities, we aggregate our operating segments, which are our five agency networks, into one reporting segment.

Revenue and long-lived assets and goodwill by geographic area as of and for the periods ended September 30, 2013 and 2012 were (in millions):

	Americas	EMEA	Asia Pacific
2013			
Revenue - Three months ended	\$2,054.4	\$1,050.8	\$385.3
Revenue - Nine months ended	6,252.3	3,138.5	1,135.6
Long-lived assets and goodwill	6,072.4	2,906.1	592.1
2012			
Revenue - Three months ended	\$2,003.1	\$1,007.2	\$396.3
Revenue - Nine months ended	6,073.8	3,072.8	1,128.2
Long-lived assets and goodwill	6,088.5	2,738.1	602.0

The Americas is composed of the United States, Canada and Latin American countries. EMEA is composed of various Euro currency countries, the United Kingdom, other European countries that have not adopted the European Union Monetary standard, the Middle-East and Africa. Asia Pacific is composed of Australia, China, India, Japan, Korea, New Zealand, Singapore and other Asian countries.

#### 8. Income Taxes

Our effective tax rate for the nine months ended September 30, 2013 and 2012 was 33.8%.

In connection with the conversion of our 2033 Notes and 2038 Notes, we reclassified \$52.7 million, representing the excess of the accreted value of the notes for income tax purposes over the conversion value, from long-term deferred tax liability to current taxes payable. In addition, we reclassified \$34.5 million, representing the difference between the issue price of the notes and the conversion value, from long-term deferred tax liability to additional paid-in capital. In third quarter of 2013, we paid approximately \$40 million of the tax liability resulting from the conversion of the notes and we expect to pay the remaining liability in the fourth quarter of 2013.

At September 30, 2013, our unrecognized tax benefits were \$141.5 million. Of this amount, approximately \$62.8 million would affect our effective tax rate upon resolution of the uncertain tax positions.

## 9. Pension and Other Postemployment Benefits

### Defined Benefit Pension Plans

The components of net periodic benefit cost for the nine months ended September 30, 2013 and 2012 were (in millions):

	2013	2012
Service cost	\$3.3	\$4.6
Interest cost	4.6	4.6
Expected return on plan assets	(2.1)	(1.9)
Amortization of prior service cost	2.7	2.4
Amortization of actuarial (gains) losses	2.4	1.1
	\$10.9	\$10.8

We contributed \$3.1 million and \$5.3 million to our defined benefit pension plans in the nine months ended September 30, 2013 and 2012, respectively.

### Postemployment Arrangements

The components of net periodic benefit cost for the nine months ended September 30, 2013 and 2012 were (in millions):

	2013	2012
Service cost	\$3.0	\$3.0
Interest cost	3.3	3.5
Amortization of prior service cost	1.5	1.5
Amortization of actuarial (gains) losses	1.0	0.6
	\$8.8	\$8.6

Net periodic benefit cost for our defined benefit pension plans and postemployment arrangements is included in the salary and service costs component of operating expenses.

## 10. Operating Expenses

Operating expenses for the three and nine months ended September 30, 2013 and 2012 were (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Salary and service costs	\$2,579.2	\$2,515.8	\$7,711.5	\$7,491.5
Office and general expenses	503.8	503.5	1,512.6	1,527.1
Merger expenses	28.1	—	28.1	—
Operating expenses	\$3,111.1	\$3,019.3	\$9,252.2	\$9,018.6

In the third quarter of 2013 we incurred \$28.1 million of expenses in connection with the pending merger with Publicis, which were primarily comprised of professional fees. The merger expenses are shown as a separate component of operating expenses. We expect to incur significant additional merger expenses.

10

---

# 11. Supplemental Cash Flow Data

Change in operating capital for the nine months ended September 30, 2013 and 2012 were (in millions):

	2013	2012
(Increase) decrease in accounts receivable	\$294.0	\$438.1
(Increase) decrease in work in process and other current assets	(392.8)	(205.6)
Increase (decrease) in accounts payable	(668.9)	(697.4)
Increase (decrease) in customer advances and other current liabilities	97.6	(314.5)
Change in other assets and liabilities, net	15.9	113.5
	\$(654.2)	\$(665.9)
Income taxes paid	\$335.2	\$287.5

Interest paid \$134.8 \$114.8

In connection with the conversion of our 2033 Notes and our 2038 Notes in May 2013, we issued 1,499,792 shares of our common stock to satisfy the conversion premium. These issuances resulted in a non-cash pre-tax financing activity of \$95.4 million, excluding the cash tax benefit of \$34.5 million, based on the closing prices of our common stock on the settlement dates.

## 12. Commitments and Contingent Liabilities

A putative class action challenging the merger was filed on August 5, 2013 on behalf of Omnicom shareholders in the Supreme Court of the State of New York, New York County. The action, entitled Paul Ansfield v. Wren, et al., names as defendants Omnicom and its board of directors, as well as Publicis and HoldCo. It alleges that the members of the Omnicom board breached their fiduciary duties by, inter alia, approving a merger that is purportedly detrimental to Omnicom's shareholders. The action also alleges that Publicis aided and abetted the Omnicom board's breach of their fiduciary duties. The action seeks an injunction barring or rescinding the Business Combination, damages and attorneys' fees and costs.

Two additional purported class actions were subsequently filed in the Supreme Court of the State of New York, New York County: Lee and Lee v. Omnicom Group, et al., filed on August 14, 2013, and Fultz v. Crawford et al., filed on August 20, 2013. Both of these actions name as defendants Omnicom and its board of directors, as well as Publicis, and make substantially the same allegations and seek substantially the same relief as the Ansfield case.

On August 19, 2013, the Plaintiffs in the Ansfield and Lee actions filed a motion to consolidate those actions with each other and with all subsequently filed or transferred actions arising out of the same facts and circumstances, to select plaintiffs as lead plaintiffs and to approve plaintiffs' selection of counsel as co-lead counsel. On October 3, 2013, the Plaintiffs in all three cases asked the Court to consolidate the three cases, and to approve lead plaintiffs and plaintiffs' selection of counsel as co-lead counsel.

Omnicom believes these lawsuits are without merit and intends to defend vigorously against them. Due to the inherent uncertainties of such matters, and because discovery is not yet completed, we are unable to predict potential outcomes or estimate of the range of potential damages, if any. Management does not presently expect that the outcome of these matters will have a material adverse effect on our results of operations or financial position.

In the ordinary course of business, we are involved in various other legal proceedings. We do not presently expect that these other proceedings will have a material adverse effect on our results of operations or financial position.

## 13. Fair Value

Financial assets and liabilities measured at fair value on a recurring basis at September 30, 2013 and December 31, 2012 were (in millions):

September 30, 2013	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$1,521.5			\$1,521.5
Short-term investments	12.9			12.9
Available-for-sale securities	4.6			4.6
Forward foreign exchange contracts		\$1.3		1.3

## Liabilities:

Forward foreign exchange contracts		\$0.3		\$0.3
Contingent interest derivative		2.8		2.8
Contingent purchase price obligations			\$213.3	213.3
December 31, 2012	Level 1	Level 2	Level 3	Total

## Assets:

Cash and cash equivalents	\$2,678.3			\$2,678.3
Short-term investments	20.6			20.6
Available-for-sale securities	3.9			3.9
Forward foreign exchange contracts		\$0.5		0.5

## Liabilities:

Contingent purchase price obligations			\$266.2	\$266.2
---------------------------------------	--	--	---------	---------

The reduction in Level 3 contingent purchase price obligations from \$266.2 million at December 31, 2012 to \$213.3 million at September 30, 2013 resulted primarily from payments of \$68.9 million.

The carrying amount and fair value of our financial instruments at September 30, 2013 and December 31, 2012 were (in millions):

	2013		2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents	\$1,521.5	\$1,521.5	\$2,678.3	\$2,678.3
Short-term investments	12.9	12.9	20.6	20.6
Forward foreign exchange contracts	1.3	1.3	0.5	0.5
Available-for-sale securities	4.6	4.6	3.9	3.9
Cost method investments	21.7	21.7	23.1	23.1
Liabilities:				
Short-term borrowings	\$18.3	\$18.3	\$6.4	\$6.4
Forward foreign exchange contracts	0.3	0.3	—	—
Contingent interest derivative	2.8	2.8	—	—
Contingent purchase price obligations	213.3	213.3	266.2	266.2
Debt	4,035.7	4,250.7	4,448.9	4,857.3

The estimated fair value of derivative positions in forward foreign exchange contracts is determined using model-derived valuations, taking into consideration market rates and counterparty credit risk. The estimated fair value

of the contingent purchase price obligation is calculated in accordance with the terms of each acquisition agreement and are appropriately discounted. The fair value of debt is based on quoted market prices.



14. Changes in Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) for the nine months ended September 30, 2013 were (in millions):

	Unrealized Gain and (Loss) on Available-for-Sale Securities	Defined Benefit Pension and Postemployment Plans	Foreign Currency Translation	Total
Balance January 1	\$ (2.0)	) \$(89.8	) \$(37.7	) \$(129.5)
Other comprehensive income before reclassifications	0.3	—	(95.9	) (95.6)
Amounts reclassified from accumulated other comprehensive income (loss)	—	4.5	—	4.5
Other comprehensive income	0.3	4.5	(95.9	) (91.1)
Balance September 30	\$ (1.7)	) \$(85.3	) \$(133.6	) \$(220.6)

Reclassifications from accumulated other comprehensive income (loss) for the nine months ended September 30, 2013 were (in millions):

Amortization of defined benefit pension and postemployment plans:

Prior service cost \$4.2

Actuarial (gains) losses 3.4

Net periodic benefit cost (see Note 9) 7.6

Income tax expense 3.1

Net of tax \$4.5

15. Subsequent Events

We have evaluated events subsequent to the balance sheet date and determined there have not been any other events that have occurred that would require adjustment to or disclosure in our unaudited condensed consolidated financial statements.

Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

EXECUTIVE SUMMARY

Business Combination Agreement

On July 27, 2013, the Company and Publicis Groupe S.A. ("Publicis") entered into a Business Combination Agreement (the "Agreement") pursuant to which the Company and Publicis agreed, subject to the terms and conditions of the Agreement, to combine their respective businesses (the "Business Combination"). In the Business Combination, Publicis will merge (the "Publicis Merger") with and into Publicis Omnicom Group N.V., a newly-formed Dutch holding company ("Publicis Omnicom Group" or "HoldCo"), with Publicis Omnicom Group being the surviving entity in the Publicis Merger, and immediately after consummation of the Publicis Merger, a corporation wholly-owned by Publicis Omnicom Group will merge (the "Omnicom Merger" and together with the Publicis Merger, the "Mergers") with and into the Company, with the Company being the surviving corporation in the Omnicom Merger.

In the Publicis Merger, each issued and outstanding share of Publicis will be exchanged for 1.000000 ordinary share of Publicis Omnicom Group. In addition, prior to completion of the Publicis Merger, Publicis intends to declare and pay a special dividend, in cash, in an amount equal to €1.00 per Publicis share (the "Publicis Transaction Dividend"). In the Omnicom Merger, each share of common stock of the Company will be converted into the right to receive 0.813008 of a Publicis Omnicom Group ordinary share, together with cash in lieu of fractional shares, subject to adjustment to account for certain changes in outstanding shares and certain excluded asset values as set forth in the Agreement. Similarly, prior to completion of the Omnicom Merger, the Company intends to declare and pay a special cash dividend of \$2.00 per share of the Company's outstanding common stock (the "Omnicom Transaction Dividend" and, together with the Publicis Transaction Dividend, the "Transaction Dividends"), subject to adjustment to account for certain changes in outstanding shares of the parties and certain excluded asset values, in each case as set forth in the Agreement, and, if necessary, to equalize the cumulative amount of regular dividends paid by the Company after July 27, 2013 with the cumulative amount of regular Publicis dividends paid after July 27, 2013. However, dividends of up to \$0.80 in the aggregate paid to holders of the Company's common stock in respect of record dates after July 27, 2013 and before the Mergers are not included in this equalization. The payment of the Transaction Dividends is also subject to applicable law.

Completion of the transactions contemplated by the Agreement (which include the Mergers, the Publicis Transaction Dividend, and the Omnicom Transaction Dividend, collectively, the "Transactions") will be subject to the satisfaction or waiver, if legally permitted, of certain conditions including (a) approval and adoption of the Agreement and the Omnicom Merger by the holders of two-thirds of the outstanding shares of common stock of the Company, approval of the Cross-Border Merger Terms (as described in the Agreement), and the Publicis Merger by the holders of two-thirds of the voting rights attached to the Publicis shares present at a meeting of the Publicis shareholders, and the approval of the Publicis Transaction Dividend by the holders of a majority of the voting rights attached to the Publicis shares present at a meeting of the Publicis shareholders; (b) approval by requisite governmental regulators and authorities, including approvals under applicable competition laws; (c) the listing of the Publicis Omnicom Group ordinary shares on applicable stock exchanges; (d) the absence of any law or order prohibiting the completion of the Transactions; and (e) the absence of a material adverse effect on either the Company or Publicis.

The completion of the Transactions contemplated by the Agreement will have a material effect on our future results of operations and financial position.

General

We are a strategic holding company. We provide professional services to clients through multiple agencies around the world. On a global, pan-regional and local basis, our agencies provide these services in the following disciplines: advertising, customer relationship management, or CRM, public relations and specialty communications. Our business model was built and continues to evolve around our clients. While our agencies operate under different names and frame their ideas in different disciplines, we organize our services around our clients. The fundamental premise of our business is that our clients' specific requirements should be the central focus in how we deliver our services and allocate our resources. This client-centric business model results in multiple agencies collaborating in formal and informal virtual networks that cut across internal organizational structures to deliver consistent brand messages for a

specific client and execute against each of our clients' specific marketing requirements. We continually seek to grow our business with our existing clients by maintaining our client-centric approach, as well as expanding our existing business relationships into new markets and with new clients. In addition, we pursue selective acquisitions of complementary companies with strong entrepreneurial management teams that typically serve or have the ability to serve our existing client base.

## Results of Operations

As a leading global advertising, marketing and corporate communications company, we operate in all major markets around the world. We have a large and diverse client base. Our largest client accounted for 2.8% of our revenue for the nine months ended September 30, 2013 and no other client accounted for more than 2.7% of our revenue. Our top 100 clients accounted for approximately 52% of our revenue for the nine months ended September 30, 2013. Our business is spread across a number of industry sectors with no one industry comprising more than 14% of our revenue for the nine months ended September 30, 2013. Although our revenue is generally balanced between the United States and international markets and we have a large and diverse client base, we are not immune to general economic downturns.

As described in more detail below, in the first nine months of 2013, our revenue increased 2.4% compared to the first nine months of 2012. Increased revenue in the United States and continued growth in the emerging markets of Asia and Latin America was partially offset by the on-going economic weakness in the Euro Zone.

Global economic conditions have a direct impact on our business and financial performance. In particular, current global economic conditions pose a risk that our clients may reduce future spending on advertising and marketing services which could reduce the demand for our services. In the first nine months of 2013, the United States experienced modest economic growth and the major economies of Asia and Latin America continued to expand. However, the continuing fiscal issues faced by many countries in the Euro Zone has caused economic difficulty in certain of our Euro Zone markets. We will continue to closely monitor economic conditions, client revenue levels and other factors and, in response to reductions in our client revenue, if necessary, we will take actions available to us to align our cost structure and manage working capital. There can be no assurance whether, or to what extent, our efforts to mitigate any impact of future economic conditions, reductions in our client revenue, changes in client creditworthiness and other developments will be effective.

Certain business trends have had a positive impact on our business and industry. These trends include our clients increasingly expanding the focus of their brand strategies from national markets to pan-regional and global markets and integrating traditional and non-traditional marketing channels, as well as utilizing new communications technologies and emerging digital platforms. Additionally, in an effort to gain greater efficiency and effectiveness from their total marketing budgets, clients are increasingly requiring greater coordination of marketing activities. We believe these trends have benefited our business in the past and over the medium and long term will continue to provide a competitive advantage to us.

In the near term, barring unforeseen events and excluding the impact from changes in foreign exchange rates, as a result of continued improvement in operating performance by many of our agencies and new business activities, we expect our 2013 revenue to increase modestly in excess of the weighted average nominal GDP growth in our major markets. We expect to continue to identify acquisition opportunities intended to build upon the core capabilities of our strategic business platforms, expand our operations in the emerging markets and enhance our capabilities to leverage new technologies that are being used by marketers today.

Given our size and breadth, we manage our business by monitoring several financial indicators. The key indicators that we review focus on revenue and operating expenses. We analyze revenue growth by reviewing the components and mix of the growth, including growth by major geographic region, growth by major marketing discipline, impact from foreign currency fluctuations, growth from acquisitions and growth from our largest clients. In recent years, our revenue has been divided almost evenly between our domestic and international operations.

For the quarter ended September 30, 2013, our revenue increased 2.5% compared to the quarter ended September 30, 2012. Organic growth increased revenue 4.1%. Acquisitions net of dispositions reduced revenue 1.0% and the impact of foreign exchange rates reduced revenue 0.6%. Across our geographic markets, revenue increased 3.2% in the United States, 4.2% in the United Kingdom and 4.5% in our Euro markets. Revenue decreased 1.3% in our other markets, primarily Asia and Latin America. The change in revenue in the third quarter of 2013 compared to the third quarter of 2012 in our four fundamental disciplines was as follows: advertising increased 3.0%, CRM increased 1.2%, public relations increased 6.0% and specialty communications increased 0.9%.

For the nine months ended September 30, 2013, our revenue increased 2.4% compared to the nine months ended September 30, 2012. Organic growth increased revenue 3.2%. Acquisitions, net of dispositions reduced revenue 0.2%

and the impact of foreign exchange rates reduced revenue 0.6%. Across our geographic markets, revenue increased 3.3% in the United States, 5.0% in the United Kingdom and 1.5% in our other markets, primarily Asia and Latin America. Revenue decreased 0.2% in our Euro markets. The change in revenue in the first nine months of 2013 compared to the first nine months of 2012 in our four fundamental disciplines was as follows: advertising increased 3.9%, CRM decreased 0.5%, public relations increased 4.7% and specialty communications increased 4.7%. We measure operating expenses in two distinct cost categories: salary and service costs and office and general expenses. Salary and service costs consist of employee compensation and related costs and direct service costs. Office and general expenses

consist of rent and occupancy costs, technology costs, depreciation and amortization and other overhead expenses. Each of our agencies requires professionals with a skill set that is common across our disciplines. At the core of this skill set is the ability to understand a client's brand or product and its selling proposition and the ability to develop a unique message to communicate the value of the brand or product to the client's target audience. The facility requirements of our agencies are similar across geographic regions and disciplines, and their technology requirements are generally limited to personal computers, servers and off-the-shelf software. Because we are a service business, we monitor salary and service costs and office and general costs in relation to revenue.

Salary and service costs tend to fluctuate in conjunction with changes in revenue. In the third quarter of 2013, salary and service costs increased \$63.4 million compared to the third quarter of 2012 and in the first nine months of 2013, salary and service costs increased \$220.0 million compared to the first nine months of 2012.

Office and general expenses are less directly linked to changes in our revenue than salary and service costs. In the third quarter of 2013, office and general expenses increased \$0.3 million compared to the third quarter of 2012 and in the first nine months of 2013, office and general expenses decreased \$14.5 million compared to the first nine months of 2012.

In the third quarter of 2013 we incurred \$28.1 million of expenses in connection with the pending merger with Publicis, which were primarily comprised of professional fees. The merger expenses are shown as a separate component of operating expenses. We expect to incur significant additional merger expenses.

Operating margins decreased to 10.9% in third quarter of 2013 from 11.4% in third quarter of 2012 and operating margins were 12.1% for the first nine months of 2013 and 12.2% in 2012. Excluding the merger expenses of \$28.1 million, operating margins for the third quarter of 2013 increased to 11.7% compared to 11.4% in 2012 and operating margins for the first nine months of 2013 increased to 12.4% compared to 12.2% in 2012.

In the third quarter of 2013, net interest expense increased to \$42.8 million compared to \$40.3 million in the third quarter of 2012 and in the first nine months of 2013, net interest expense increased to \$124.6 million compared to \$104.3 million in the first nine months of 2012. Interest expense increased \$2.7 million to \$50.5 million in the third quarter of 2013 and interest expense increased \$18.5 million to \$148.8 million in the first nine months of 2013. The increase in interest expense in the first nine months of 2013 is primarily attributable to the issuance of our 3.625% Senior Notes due May 1, 2022, or the 2022 Notes, of which \$750 million were issued in April 2012 and \$500 million were issued in August 2012. Interest income increased \$0.2 million in the third quarter of 2013, compared to the third quarter of 2012 and interest income decreased \$1.8 million in the first nine months of 2013, compared to the first nine months of 2012.

For the third quarter of 2013, our effective tax rate increased to 34.5%, compared to 34.2% for the third quarter of 2012 and for the first nine months of 2013 and 2012, our effective tax rate was 33.8%. Excluding the income tax effect of the merger expenses of \$6.4 million, which reflects the estimated impact of the non-deductibility of certain merger expenses, our effective tax rate for the third quarter of 2013 and the first nine months of 2013 was 33.6% compared to 34.2% for the third quarter of 2012 and 33.8% for the first nine months of 2012. This reduction was primarily as a result of the legal reorganization within the Asia Pacific region implemented in the fourth quarter of 2012.

Net income - Omnicom Group Inc. in the third quarter of 2013 decreased \$7.9 million, or 3.9%, to \$196.0 million from \$203.9 million in the third quarter of 2012 and net income - Omnicom Group Inc. in the first nine months of 2013 decreased \$0.5 million, or 0.1%, to \$690.7 million from \$691.2 million in the first nine months of 2012. The period-over-period decrease in net income - Omnicom Group Inc. is due to the factors described above. Diluted net income per common share - Omnicom Group Inc. was \$0.74 in the third quarter of 2013 and 2012 and diluted net income per common share - Omnicom Group Inc. increased 3.6% to \$2.58 for the first nine months of 2013, compared to \$2.49 for the first nine months of 2012 due to the factors described above, as well as the impact of the reduction in our weighted average common shares outstanding. The reduction in our weighted average common shares outstanding was the result of repurchases of our common stock, net of stock option exercises, shares issued under our employee stock purchase plan and shares issued upon conversion of our Convertible Notes due June 15, 2033, or 2033 Notes, and our Convertible Notes due July 1, 2038, or 2038 Notes. Beginning in the third quarter of 2013, we suspended repurchases of our common stock in the open market. Excluding the net effect of the merger

expenses, net income - Omnicom Group Inc. for the third quarter of 2013 was \$217.7 million and diluted net income per common share - Omnicom Group Inc. was \$0.82 and net income - Omnicom Group Inc. for the first nine months of 2013 was \$712.4 million and diluted net income per common share - Omnicom Group Inc. was \$2.66.

See the Reconciliation of Results of Operations to Certain Non-GAAP Financial Measures on pages 17 and 21 for a description of the Non-GAAP Financial Measures discussed above.

## RESULTS OF OPERATIONS

Third Quarter 2013 Compared to Third Quarter 2012 (in millions)

	2013	2012		
Revenue	\$3,490.5	\$3,406.6		
Operating Expenses:				
Salary and service costs	2,579.2	2,515.8		
Office and general expenses	503.8	503.5		
Merger transaction costs	28.1	—		
Total Operating Expenses	3,111.1	3,019.3		
Add back: Amortization of intangible assets	25.8	27.3		
	3,085.3	2,992.0		
Earnings before interest, taxes and amortization of intangible assets (“EBITA”)	405.2	414.6		
EBITA Margin - %	11.6	% 12.2		%
Deduct: Amortization of intangible assets	25.8	27.3		
Operating Income	379.4	387.3		
Operating Margin - %	10.9	% 11.4		%
Interest Expense	50.5	47.8		
Interest Income	7.7	7.5		
Income Before Income Taxes and Income From Equity Method Investments	336.6	347.0		
Income Tax Expense	116.2	118.7		
Income From Equity Method Investments	4.3	5.3		
Net Income	224.7	233.6		
Less: Net Income Attributed To Noncontrolling Interests	28.7	29.7		
Net Income - Omnicom Group Inc.	\$196.0	\$203.9		

EBITA, which we define as earnings before interest, taxes and amortization of intangible assets, and EBITA Margin, which we define as EBITA divided by Revenue, are Non-GAAP financial measures. We use EBITA and EBITA Margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets. The table above reconciles EBITA and EBITA Margin to the U.S. GAAP financial measure of Operating Income for the periods presented. We believe that EBITA and EBITA Margin are useful measures to evaluate the performance of our businesses. These Non-GAAP financial measures should not be considered in isolation from or as a substitute for financial information presented in compliance with U.S. GAAP. These Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

Reconciliation of Results of Operations to Certain Non-GAAP Financial Measures (in millions, except per share amounts)

The following table reconciles our reported results of operations for the quarter ended September 30, 2013 to the 2013 Non-GAAP presentation, which are Non-GAAP financial measures. The 2013 Non-GAAP financial measures exclude expenses incurred in connection with the proposed merger with Publicis and are primarily comprised of professional fees.

	2013 As Reported	Merger Expenses	2013 Non-GAAP Financial Measures
EBITA	\$405.2	\$28.1	\$433.3



Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Operating Income	\$379.4	\$28.1	\$407.5
Income Tax Expense	\$116.2	\$6.4	\$122.6
Net Income - Omnicom Group Inc.	\$196.0	\$21.7	\$217.7
Net income allocated to participating securities	(4.8	) (0.6	) (5.4
Net income available for common shares	\$191.2	\$21.1	\$212.3
Net Income per Common Share - Omnicom Group Inc.: Diluted	\$0.74	\$0.08	\$0.82

17

---

We believe that investors should consider these 2013 Non-GAAP financial measures as they are indicative of our ongoing performance and reflect how management evaluates our operating results. These Non-GAAP financial measures should not be considered in isolation from or as a substitute for financial information presented in compliance with U.S. GAAP. These Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

Revenue: Revenue for the third quarter of 2013 increased \$83.9 million, or 2.5%, to \$3,490.5 million from \$3,406.6 million in the third quarter of 2012. Organic growth increased revenue \$139.8 million. Acquisitions, net of dispositions reduced revenue \$34.2 million and the impact of foreign exchange rates reduced revenue \$21.7 million. The components of the third quarter of 2013 revenue change in the United States (“Domestic”) and the remainder of the world (“International”) were (in millions):

	Total		Domestic		International	
	\$	%	\$	%	\$	%
Three months ended September 30, 2012	\$3,406.6		\$1,758.1		\$1,648.5	
Components of revenue change:						
Foreign exchange impact	(21.7)	) (0.6)	)% —	—	% (21.7)	) (1.3)
Acquisitions, net of dispositions	(34.2)	) (1.0)	)% (31.0)	) (1.8)	)% (3.2)	) (0.2)
Organic growth	139.8	4.1	% 88.4	5.0	% 51.4	3.1
Three months ended September 30, 2013	\$3,490.5	2.5	% \$1,815.5	3.2	% \$1,675.0	1.6

The components and percentages are calculated as follows:

The foreign exchange impact is calculated by first converting the current period’s local currency revenue using the average exchange rates from the equivalent prior period to arrive at a constant currency revenue (in this case \$3,512.2 million for the Total column in the table). The foreign exchange impact equals the difference between the current period revenue in U.S. dollars and the current period revenue in constant currency (in this case \$3,490.5 million less \$3,512.2 million for the Total column in the table).

The acquisition component is calculated by aggregating the applicable prior period revenue of the acquired businesses, less revenue of any business included in the prior period revenue that was disposed of subsequent to the period.

Organic growth is calculated by subtracting both the foreign exchange and acquisition components from total revenue growth.

The percentage change is calculated by dividing the individual component amount by the prior period revenue base of that component (in the case \$3,490.5 million for the Total column in the table).

Revenue for the third quarter of 2013 and the percentage change in revenue and organic growth from the third quarter of 2012 in our primary geographic markets were (in millions):

	Revenue	% Change	% Organic Growth
United States	\$1,815.5	3.2	% 5.0
Euro Markets	551.9	4.5	% (1.6)
United Kingdom	327.6	4.2	% 7.5
Other	795.5	(1.3)	)% 4.5

\$3,490.5	2.5	%	4.1	%
-----------	-----	---	-----	---

In the third quarter of 2013, foreign exchange rate impacts reduced revenue 0.6%, or \$21.7 million, compared to the third quarter of 2012. The most significant impacts resulted from the strengthening of the U.S. Dollar against the Japanese Yen, Australian Dollar, Brazilian Real, British Pound and Canadian Dollar, partially offset by the weakening of the U.S. Dollar against the Euro.

Assuming exchange rates at October 15, 2013 remain unchanged, we expect foreign exchange impacts to reduce 2013 revenue by approximately 1%.

Due to a variety of factors, in the normal course, our agencies both gain and lose business from clients each year. The net result through the first nine months of 2013 has been an overall gain in new business. Under our client-centric approach, we seek to

18

---

broaden our relationships with all of our clients. Revenue from our largest client accounted for 3.1% and 2.5% of our revenue for the third quarter of 2013 and 2012, respectively. No other client represented more than 2.7% and 2.5% of revenue for the third quarter of 2013 and 2012, respectively. Our ten largest and 100 largest clients represented 20.1% and 53.0% of our revenue for the third quarter of 2013, respectively, and 19.3% and 51.5% of our revenue for the third quarter of 2012, respectively.

Driven by our clients' continuous demand for more effective and efficient marketing activities, we strive to provide an extensive range of advertising, marketing and corporate communications services through various client-centric networks that are organized to meet specific client objectives. These services include advertising, brand consultancy, corporate social responsibility consulting, crisis communications, custom publishing, data analytics, database management, direct marketing, entertainment marketing, environmental design, experiential marketing, field marketing, financial/corporate business-to-business advertising, interactive marketing, marketing research, media planning and buying, mobile marketing, multi-cultural marketing, non-profit marketing, public affairs, public relations, reputation consulting, retail marketing, search engine marketing, social media marketing and sports and event marketing. In an effort to monitor the changing needs of our clients and to further expand the scope of our services to key clients, we monitor revenue across a broad range of disciplines and group them into the following four categories: advertising, CRM, public relations and specialty communications.

Revenue for the third quarter of 2013 and 2012 and the percentage change in revenue and organic growth from the third quarter of 2012 by discipline was (in millions):

Three Months Ended September 30,

	2013		2012		2013 vs 2012				
	\$	% of Revenue	\$	% of Revenue	\$	% Change	% Organic Growth		
Advertising	\$1,644.4	47.1	% \$1,596.5	46.9	% \$47.9	3.0	% 4.8	%	
CRM	1,270.3	36.4	% 1,255.1	36.8	% 15.2	1.2	% 2.3	%	
Public relations	332.5	9.5	% 313.8	9.2	% 18.7	6.0	% 4.6	%	
Specialty communications	243.3	7.0	% 241.2	7.1	% 2.1	0.9	% 8.3	%	
	\$3,490.5		\$3,406.6		\$83.9	2.5	% 4.1	%	

We operate in a number of industry sectors. The percentage of our revenue by industry sector for the third quarter of 2013 and 2012 was:

Industry	2013	2012	
Food and Beverage	13.1	% 12.7	%
Consumer Products	9.2	% 9.1	%
Pharmaceuticals and Health Care	10.1	% 9.5	%
Financial Services	7.3	% 7.7	%
Technology	8.9	% 8.6	%
Auto	8.5	% 8.8	%

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Travel and Entertainment	5.5	%	5.5	%
Telecommunications	6.7	%	6.5	%
Retail	6.3	%	6.1	%
Other	24.4	%	25.5	%

Looking ahead to the remainder of the year, barring unforeseen events and excluding foreign rate exchange impacts, we expect our revenue to increase in excess of the weighted average nominal GDP growth as a result of increases in client spending and new business activities.

Operating Expenses: Operating expenses for the third quarter of 2013 compared to operating expenses for the third quarter of 2012 were (in millions):

Three Months Ended September 30,

	2013			2012			2013 vs 2012		
	\$	% of Revenue	% of Total Operating Expenses	\$	% of Revenue	% of Total Operating Expenses	\$ Change	% Change	
Revenue	\$3,490.5			\$3,406.6			\$83.9	2.5	%
Operating Expenses:									
Salary and service costs	2,579.2	73.9	% 82.9	2,515.8	73.9	% 83.3	63.4	2.5	%
Office and general expenses	503.8	14.4	% 16.2	503.5	14.8	% 16.7	0.3	0.1	%
Merger expenses	28.1	0.8	% 0.9	—	—	% —	28.1		
Operating Expenses	3,111.1	89.1	%	3,019.3	88.6	%	91.8	3.0	%
Operating Income	\$379.4	10.9	%	\$387.3	11.4	%	\$(7.9)	(2.0)	%)

Salary and service costs tend to fluctuate in conjunction with changes in revenue. Salary and service costs increased \$63.4 million in the third quarter of 2013, compared to the third quarter of 2012 reflecting growth in revenue and an increase in employee compensation, including increased freelance labor and severance.

Office and general expenses are less directly linked to changes in our revenue than salary and service costs. Office and general expenses increased \$0.3 million in the third quarter of 2013, compared to the third quarter of 2012 reflecting our continuing efforts to control the cost structures of our agencies.

In the third quarter of 2013 we incurred \$28.1 million of expenses in connection with the pending merger with Publicis, which were primarily comprised of professional fees. The merger expenses are shown as a separate component of operating expenses. We expect to incur significant additional merger expenses.

Operating income for the third quarter of 2013 decreased 2.0%, compared to the third quarter of 2012. Operating margins decreased to 10.9% in 2013 from 11.4% in 2012 and EBITA margins decreased to 11.6% in the third quarter of 2013 from 12.2% in the third quarter of 2012. Excluding the merger expenses of \$28.1 million, operating margins for the third quarter of 2013 increased to 11.7% from 11.4% in third quarter of 2012 and EBITA margins increased to 12.4% for the third quarter of 2013 compared to 12.2% for the third quarter of 2012.

Net Interest Expense: Net interest expense increased to \$42.8 million in the third quarter of 2013, compared to \$40.3 million in the third quarter of 2012. Interest expense increased \$2.7 million to \$50.5 million. The increase in interest expense is primarily attributable a charge to interest expense of \$2.8 million, representing the fair value of the contingent interest derivative on our 2032 Notes. Interest income increased \$0.2 million in the third quarter of 2013.

Income Taxes: Our effective tax rate for the third quarter of 2013 increased to 34.5%, compared to 34.2% for the third quarter of 2012. Excluding the income tax effect of the merger expenses of \$6.4 million, which reflects the estimated impact of the non-deductibility of certain merger expenses, our effective tax rate for the third quarter of 2013 was 33.6% compared to 34.2% in 2012. This reduction was primarily as a result of the legal reorganization within the Asia Pacific region implemented in the fourth quarter of 2012.

Net Income Per Common Share - Omnicom Group Inc.: For the foregoing reasons, net income - Omnicom Group Inc. in the third quarter of 2013 decreased \$7.9 million, or 3.9%, to \$196.0 million, compared to \$203.9 million in the third quarter of 2012. Diluted net income per common share - Omnicom Group Inc. was \$0.74 in the third quarter of 2013 and 2012 due to the factors described above, as well as the slight reduction in our weighted average common shares outstanding. The reduction in our weighted average common shares outstanding was the result of repurchases of our common stock through the second quarter of 2013, net of stock option exercises, shares issued under our employee stock purchase plan and shares issued upon the conversion of our 2033 Notes and 2038 Notes. Beginning in the third quarter of 2013, we suspended repurchases of our common stock in the open market. Excluding the net effect of the merger expenses, net income - Omnicom Group Inc. for the third quarter of 2013 was \$217.7 million and diluted net income per common share - Omnicom Group Inc. was \$0.82.

First Nine Months of 2013 Compared to First Nine Months of 2012 (in millions)

	2013	2012	
Revenue	\$ 10,526.4	\$ 10,274.8	
Operating Expenses:			
Salary and service costs	7,711.5	7,491.5	
Office and general expenses	1,512.6	1,527.1	
Merger transaction costs	28.1	—	
Total Operating Expenses	9,252.2	9,018.6	
Add back: Amortization of intangible assets	76.3	75.2	
	9,175.9	8,943.4	
Earnings before interest, taxes and amortization of intangible assets (“EBITA”)	1,350.5	1,331.4	
EBITA Margin - %	12.8	% 13.0	%
Deduct: Amortization of intangible assets	76.3	75.2	
Operating Income	1,274.2	1,256.2	
Operating Margin - %	12.1	% 12.2	%
Interest Expense	148.8	130.3	
Interest Income	24.2	26.0	
Income Before Income Taxes and Income From Equity Method Investments	1,149.6	1,151.9	
Income Tax Expense	388.9	389.9	
Income From Equity Method Investments	10.5	11.9	
Net Income	771.2	773.9	
Less: Net Income Attributed To Noncontrolling Interests	80.5	82.7	
Net Income - Omnicom Group Inc.	\$ 690.7	\$ 691.2	

EBITA, which we define as earnings before interest, taxes and amortization of intangible assets, and EBITA Margin, which we define as EBITA divided by Revenue, are Non-GAAP financial measures. We use EBITA and EBITA Margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets. The table above reconciles EBITA and EBITA Margin to the U.S. GAAP financial measure of Operating Income for the periods presented. We believe that EBITA and EBITA Margin are useful measures to evaluate the performance of our businesses. These Non-GAAP financial measures should not be considered in isolation from or as a substitute for financial information presented in compliance with U.S. GAAP. These Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

Reconciliation of Results of Operations to Certain Non-GAAP Financial Measures (in millions, except per share amounts)

The following table reconciles our reported results of operations for the nine months ended September 30, 2013 to the 2013 Non-GAAP presentation, which are Non-GAAP financial measures. The 2013 Non-GAAP financial measures exclude expenses incurred in connection with the proposed merger with Publicis and are primarily comprised of professional fees.

	2013 As Reported	Merger Expenses	2013 Non-GAAP Financial Measures
EBITA	\$ 1,350.5	\$ 28.1	\$ 1,378.6



Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Operating Income	\$1,274.2	\$28.1	\$1,302.3
Income Tax Expense	\$388.9	\$6.4	\$395.3
Net Income - Omnicom Group Inc.	\$690.7	\$21.7	\$712.4
Net income allocated to participating securities	(18.1	) (0.6	) (18.7
Net income available for common shares	\$672.6	\$21.1	\$693.7
Net Income per Common Share - Omnicom Group Inc.:			
Diluted	\$2.58	\$0.08	\$2.66

21

---

We believe that investors should consider these 2013 Non-GAAP financial measures as they are indicative of our ongoing performance and reflect how management evaluates our operating results. These Non-GAAP financial measures should not be considered in isolation from or as a substitute for financial information presented in compliance with U.S. GAAP. These Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

Revenue: Revenue for the first nine months of 2013 increased \$251.6 million, or 2.4%, to \$10,526.4 million from \$10,274.8 million in the first nine months of 2012. Organic growth increased revenue \$334.6 million. Acquisitions, net of dispositions reduced revenue \$23.1 million and the impact of foreign exchange rates reduced revenue \$59.9 million.

The components of the first nine months of 2013 revenue change in the United States (“Domestic”) and the remainder of the world (“International”) were (in millions):

	Total		Domestic		International	
	\$	%	\$	%	\$	%
Nine months ended September 30, 2012	\$ 10,274.8		\$ 5,337.0		\$ 4,937.8	
Components of revenue change:						
Foreign exchange impact	(59.9)	(0.6)%	—	—	(59.9)	(1.2)%
Acquisitions, net of dispositions	(23.1)	(0.2)%	(35.5)	(0.6)%	12.4	0.3%
Organic growth	334.6	3.2%	209.6	3.9%	125.0	2.5%
Nine months ended September 30, 2013	\$ 10,526.4	2.4%	\$ 5,511.1	3.3%	\$ 5,015.3	1.6%

The components and percentages are calculated as follows:

The foreign exchange impact is calculated by first converting the current period’s local currency revenue using the average exchange rates from the equivalent prior period to arrive at a constant currency revenue (in this case \$10,526.4 million for the Total column in the table). The foreign exchange impact equals the difference between the current period revenue in U.S. dollars and the current period revenue in constant currency (in this case \$10,526.4 million less \$10,586.3 million for the Total column in the table).

The acquisition component is calculated by aggregating the applicable prior period revenue of the acquired businesses, less revenue of any business included in the prior period revenue that was disposed of subsequent to the period.

Organic growth is calculated by subtracting both the foreign exchange and acquisition components from total revenue growth.

The percentage change is calculated by dividing the individual component amount by the prior period revenue base of that component (in the case \$10,274.8 million for the Total column in the table).

Revenue for the first nine months of 2013 and the percentage change in revenue and organic growth from the first nine months of 2012 in our primary geographic markets were (in millions):

	Revenue	% Change	% Organic Growth
United States	\$5,511.1	3.3	% 3.9
Euro Markets	1,649.8	(0.2)	% (2.8)
United Kingdom	957.5	5.0	% 5.9

Other	2,408.0	1.5	% 5.0	%
	\$ 10,526.4	2.4	% 3.2	%

In the first nine months of 2013, foreign exchange rate impacts reduced revenue 0.6%, or \$59.9 million, compared to the first nine months of 2012. The most significant impacts resulted from the strengthening of the U.S. Dollar against the Japanese Yen, Brazilian Real, British Pound, Australian Dollar, South African Rand and Canadian Dollar, partially offset by the weakening of the U.S. Dollar against the Euro.

Revenue from our largest client accounted for 2.8% and 2.7% of our revenue for the first nine months of 2013 and 2012, respectively. No other client represented more than 2.7% and 2.5% of revenue for the first nine months of 2013 and 2012, respectively. Our ten largest and 100 largest clients represented 19.4% and 52.4% of our revenue for the first nine months of 2013, respectively and 19.2% and 51.6% of our revenue for the first nine months of 2012, respectively.

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Revenue for the first nine months of 2013 and 2012 and the percentage change in revenue and organic growth by discipline was (in millions):

Nine Months Ended September 30,

	2013		2012		2013 vs 2012				
	\$	% of Revenue	\$	% of Revenue	\$	% Change	% Organic Growth		
Advertising	\$5,055.9	48.0	% \$4,863.9	47.3	% \$192.0	3.9	%	5.0	%
CRM	3,698.4	35.1	% 3,717.8	36.2	% (19.4 )	(0.5)	%	0.4	%
Public relations	987.0	9.4	% 942.9	9.2	% 44.1	4.7	%	3.4	%
Specialty communications	785.1	7.5	% 750.2	7.3	% 34.9	4.7	%	5.7	%
	\$10,526.4		\$10,274.8		\$251.6	2.4	%	3.2	%

We operate in a number of industry sectors. The percentage of our revenue by industry sector for the first nine months of 2013 and 2012 was:

Industry	2013		2012	
Food and Beverage	13.0	%	13.0	%
Consumer Products	9.3	%	9.0	%
Pharmaceuticals and Health Care	9.9	%	9.6	%
Financial Services	7.3	%	7.7	%
Technology	8.8	%	8.6	%
Auto	8.1	%	8.4	%
Travel and Entertainment	5.5	%	5.4	%
Telecommunications	6.6	%	6.5	%
Retail	6.0	%	6.0	%
Other	25.5	%	25.8	%

Operating Expenses: Operating expenses for the first nine months of 2013 compared to operating expenses for the first nine months of 2012 were (in millions):

Nine Months Ended September 30,

	2013		2012		2013 vs 2012			
	\$	% of Revenue	\$	% of Revenue	\$	% Change	% Change	
		% of Total Operating Expenses		% of Total Operating Expenses				

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Revenue	\$10,526.4				\$10,274.8				\$251.6	2.4	%		
Operating Expenses:													
Salary and service costs	7,711.5	73.3	%	83.3	%	7,491.5	72.9	%	83.1	%	220.0	2.9	%
Office and general expenses	1,512.6	14.4	%	16.3	%	1,527.1	14.9	%	16.9	%	(14.5 )	(0.9 )	%)
Merger expenses	28.1	0.3	%	0.3	%	—	—	%	—	%	28.1	—	%
Operating Expenses	9,252.2	87.9	%			9,018.6	87.8	%			233.6	2.6	%
Operating Income	\$1,274.2	12.1	%			\$1,256.2	12.2	%			\$18.0	1.4	%

Salary and service costs tend to fluctuate in conjunction with changes in revenue. Salary and service costs increased \$220.0 million for the first nine months of 2013, compared to the first nine months of 2012 reflecting growth in revenue and an increase in employee compensation, including severance, and increases related to changes in the mix of our business during the period.

Office and general expenses are less directly linked to changes in our revenue than salary and service costs. Office and general expenses decreased \$14.5 million in the first nine months of 2013, compared to the first nine months of 2012, reflecting our continuing efforts to control the cost structures of our agencies.

In the third quarter of 2013 we incurred \$28.1 million of expenses in connection with the pending merger with Publicis, which were primarily comprised of professional fees. The merger expenses are shown as a separate component of operating expenses. We expect to incur significant additional merger expenses.

Operating income for first nine months of 2013 increased 1.4%, compared to the first nine months of 2012. Operating margins decreased to 12.1% in 2013 from 12.2% in 2012 and EBITA margins decreased to 12.8% from 13.0%.

Excluding the merger expenses of \$28.1 million, operating margins for the first nine months of 2013 increased to 12.4% from 12.2% in the first nine months of 2012, and EBITA margins increased to 13.1% for the first nine months of 2013 compared to 13.0% for the first nine months of 2012.

Net Interest Expense: Net interest expense increased to \$124.6 million in the first nine months of 2013, compared to \$104.3 million in the first nine months of 2012. Interest expense increased \$18.5 million to \$148.8 million. The increased interest expense is primarily attributable to the issuance of \$750 million of our 2022 Notes in April 2012 and \$500 million of our 2022 Notes in August 2012. Interest income decreased \$1.8 million in the first nine months of 2013.

Income Taxes: Our effective tax rate for the first nine months of 2013 and 2012 was 33.8%. Excluding the income tax effect of the merger expenses of \$6.4 million, which reflects the estimated impact of the non-deductibility of certain merger expenses, our effective tax rate for the third quarter of 2013 was 33.6% compared to 33.8% in 2012. This reduction was primarily as a result of the legal reorganization within the Asia Pacific region implemented in the fourth quarter of 2012.

Net Income Per Common Share - Omnicom Group Inc.: For the foregoing reasons, net income - Omnicom Group Inc. for the first nine months of 2013 decreased \$0.5 million, or 0.1%, to \$690.7 million, compared to \$691.2 million for the first nine months of 2012. Diluted net income per common share - Omnicom Group Inc. increased 3.6% to \$2.58 for the first nine months of 2013, compared to \$2.49 for the first nine months of 2012 due to the factors described above, as well as the impact of the reduction in our weighted average common shares outstanding. The reduction in our weighted average common shares outstanding was the result of repurchases of our common stock through the second quarter of 2013, net of stock option exercises, shares issued under our employee stock purchase plan and shares issued upon the conversion of our 2033 Notes and 2038 Notes. Beginning in the third quarter of 2013, we suspended repurchases of our common stock in the open market. Excluding the net effect of the merger expenses, net income - Omnicom Group Inc. for the first nine months of 2013 was \$712.4 million and diluted net income per common share - Omnicom Group Inc. was \$2.66.

#### CRITICAL ACCOUNTING POLICIES

For a more complete understanding of all of our accounting policies, our financial statements and the related management's discussion and analysis of those results, readers are encouraged to consider this information together with our discussion of our critical accounting policies under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2012 Form 10-K.

#### Acquisitions and Goodwill

We have made and expect to continue to make selective acquisitions. In making acquisitions, the valuation of potential acquisitions is based on various factors, including specialized know-how, reputation, competitive position, geographic coverage and service offerings of the target businesses, as well as our experience and judgment.

Our acquisition strategy is focused on acquiring the expertise of an assembled workforce in order to continue to build upon the core capabilities of our various strategic business platforms and agency brands through the expansion of their geographic reach and/or their service capabilities to better serve our clients. Additional key factors we consider include the competitive position and specialized know-how of the acquisition targets. Accordingly, as is typical in most service businesses, a substantial portion of the intangible asset value we acquire is the know-how of the people, which is treated as part of goodwill and is not valued separately. For each acquisition, we undertake a detailed review to identify other intangible assets and a valuation is performed for all such identified assets. A significant portion of the identifiable intangible assets acquired is derived from customer relationships, including the related customer

contracts, as well as trade names. In valuing these identified intangible assets, we typically use an income approach and consider comparable market participant measurements.

We evaluate goodwill for impairment at least annually at the end of the second quarter of the year and whenever events or circumstances indicate the carrying value may not be recoverable. We identified our regional reporting units as components of our operating segments, which are our five agency networks. The regional reporting units of each agency network are responsible for the agencies in their region. They report to the segment managers and facilitate the administrative and logistical requirements of our client-centric strategy for delivering services to clients in their regions. We have concluded that for each of

our operating segments, their regional reporting units have similar economic characteristics and should be aggregated for purposes of testing goodwill for impairment at the operating segment level. Our conclusion was based on a detailed analysis of the aggregation criteria set forth in FASB ASC Topic 280, Segment Reporting, and the guidance set forth in FASB ASC Topic 350, Intangibles - Goodwill and Other. Consistent with our fundamental business strategy, the agencies within our regional reporting units serve similar clients in similar industries, and in many cases the same clients. In addition, the agencies within our regional reporting units have similar economic characteristics. The main economic components of each agency are employee compensation and related costs and direct service costs and office and general costs, which include rent and occupancy costs, technology costs that are generally limited to personal computers, servers and off-the-shelf software and other overhead expenses. Finally, the expected benefits of our acquisitions are typically shared across multiple agencies and regions as they work together to integrate the acquired agency into our client service strategy.

#### Estimates and Assumptions - Goodwill Impairment Review

We use the following valuation methodologies to determine the fair value of our reporting units: (1) the income approach, which utilizes discounted expected future cash flows, (2) comparative market participant multiples for EBITDA (earnings before interest, taxes, depreciation and amortization), and (3) when available, consideration of recent and similar purchase acquisition transactions.

In applying the income approach, we use estimates to derive the expected discounted cash flows (“DCF”) for each reporting unit that serves as the basis of our valuation. These estimates and assumptions include revenue growth and operating margin, EBITDA, tax rates, capital expenditures, weighted average cost of capital and related discount rates and expected long-term cash flow growth rates. All of these estimates and assumptions are affected by conditions specific to our businesses, economic conditions related to the industry we operate in, as well as conditions in the global economy. The assumptions that have the most significant effect on our valuations derived using a DCF methodology are: (1) the expected long-term growth rate of our reporting units’ cash flows and (2) the weighted average cost of capital (“WACC”).

The range of assumptions used for the long-term growth rate and WACC in our evaluations as of June 30, 2013 and 2012 were:

	June 30,	
	2013	2012
Long-Term Growth Rate	4%	4%
WACC	10.1% - 10.7%	10.3% - 10.9%

Long-term growth rates represent our estimate of the long-term growth rate for our industry and most markets of the global economy we operate in. The average historical revenue growth rate of our reporting units for the past ten years was approximately 6.8% and the Average Nominal GDP growth of the countries comprising our major markets that account for substantially all of our revenue was 4.3% over the same period. We considered this history when determining the long-term growth rates used in our annual impairment test at June 30, 2013. We believe marketing expenditures over the long term have a high correlation to GDP. We also believe, based on our historical performance, that our long-term growth rate will exceed Average Nominal GDP growth in the markets we operate in. For our annual test as of June 30, 2013, we used an estimated long-term growth rate of 4% for all of our reporting units. When performing our annual impairment test as of June 30, 2013 and estimating the future cash flows of our reporting units, we considered the current macroeconomic environment, as well as industry and market specific conditions at mid-year 2013. In the first half of 2013, we experienced an increase in our revenue of 2.8%, which excludes growth from acquisitions and the impact from changes in foreign exchange rates. However, the continuing fiscal issues faced by many countries in the Euro Zone has caused economic difficulty in certain of our Euro Zone markets. We considered the effect of these conditions in our annual impairment test.



The WACC is comprised of (1) a risk-free rate of return, (2) a business risk index ascribed to us and to companies in our industry comparable to our reporting units based on a market derived variable that measures the volatility of the share price of equity securities relative to the volatility of the overall equity market, (3) an equity risk premium that is based on the rate of return on equity of publicly traded companies with business characteristics comparable to our reporting units, and (4) a current after-tax market rate of return on debt of companies with business characteristics similar to our reporting units, each weighted by the relative market value percentages of our equity and debt. Our five reporting units vary in size with respect to revenue and the amount of debt allocated to them. These differences drive variations in fair value among our reporting units. In addition, these differences as well as differences in book value, including goodwill, cause variations in the amount by which fair value exceeds book value among the reporting units. The reporting unit goodwill balances and debt vary by reporting unit primarily because our three legacy agency networks were acquired at the

formation of Omnicom and were accounted for as a pooling of interests that did not result in any additional debt or goodwill being recorded. The remaining two agency networks were built through a combination of internal growth and acquisitions that were accounted for as purchase transactions and as a result, they have a relatively higher amount of goodwill and debt.

#### Conclusion - Goodwill Impairment Review

Under U.S. GAAP, we have the option of either assessing qualitative factors to determine whether it is more-likely-than-not that the carrying value of our reporting units exceeds their respective fair value or proceeding directly to Step 1 of the goodwill impairment test. Although not required, we performed Step 1 of the annual impairment test and compared the fair value of each of our reporting units to its respective carrying value, including goodwill. Based on the results of our impairment test, we concluded that our goodwill was not impaired at June 30, 2013, because the fair value of each of our reporting units was substantially in excess of their respective net book value. The minimum decline in fair value that one of our reporting units would need to experience in order to fail Step 1 of the goodwill impairment test was approximately 70%. Notwithstanding our belief that the assumptions we used in our impairment testing for our WACC and long-term growth rate are reasonable, we performed a sensitivity analysis for each of our reporting units. The results of this sensitivity analysis on our impairment test as of June 30, 2013 revealed that if WACC increased by 1% and/or long-term growth rate decreased by 1%, the fair value of each of our reporting units would continue to be substantially in excess of their respective net book values and would pass Step 1 of the impairment test.

We will continue to perform our impairment test at the end of the second quarter of each year unless events or circumstances trigger the need for an interim evaluation for impairment. The estimates we use in testing our goodwill for impairment do not constitute forecasts or projections of future results of operations, but rather are estimates and assumptions based on historical results and assessments of macroeconomic factors affecting our reporting units. We believe that our estimates and assumptions are reasonable, but they are subject to change from period to period. Actual results of operations and other factors will likely differ from the estimates used in our discounted cash flow valuation and it is possible that differences could be material. A change in the estimates we use could result in a decline in the estimated fair value of one or more of our reporting units from the amounts derived as of our latest valuation and could cause us to fail Step 1 of our goodwill impairment test if the estimated fair value for the reporting unit is less than the carrying value of the net assets of the reporting unit, including its goodwill. A large decline in estimated fair value of a reporting unit could result in a non-cash impairment charge and may have an adverse effect on our results of operations and financial position.

#### NEW ACCOUNTING STANDARDS

See Note 3 to our unaudited condensed consolidated financial statements for additional information.

#### LIQUIDITY AND CAPITAL RESOURCES

##### Cash Sources and Requirements, Including Contractual Obligations

Historically, the majority of our non-discretionary cash requirements have been funded from operating cash flow and cash on hand. Working capital is our principal non-discretionary funding requirement. In addition, we have contractual obligations related to our senior notes and convertible notes, our recurring business operations, primarily related to lease obligations, as well as contingent purchase price obligations (earn-outs) related to acquisitions completed in prior years.

Our principal discretionary cash uses include dividend payments, capital expenditures, payments for strategic acquisitions and repurchases of our common stock. Our discretionary spending is funded from operating cash flow and cash on hand. In addition, depending on the level of our discretionary activity and conditions in the capital markets, we may use other available sources of funding such as issuing commercial paper, borrowing under our Credit Agreement or other long-term borrowings to finance these activities. For the remainder of 2013, we expect that we should be able to fund both our non-discretionary cash requirements and our discretionary spending without incurring additional long-term debt. However, we may access the capital markets at any time if favorable conditions exist.

We have a seasonal cash requirement normally peaking during the second quarter of the year primarily due to the timing of payments for incentive compensation, income taxes and contingent purchase price obligations. This typically results in a net borrowing requirement that decreases over the course of the year.

During the first nine months of 2013, we generated \$359.9 million of cash from operations, which included cash used for operating capital of \$654.2 million. During the first nine months of 2013, our discretionary spending during the period was primarily comprised of: dividend payments of \$212.6 million, capital expenditures of \$123.3 million, repurchases of our common stock of \$492.3 million, net of proceeds from stock option exercises and related tax benefits and common stock sold to our employee stock purchase plan, dividends to noncontrolling interest shareholders of \$81.1 million and acquisition payments, including contingent purchase price obligations and acquisition of additional shares of noncontrolling interests, of \$106.4 million.

On May 16, 2013, we called our Convertible Notes due June 15, 2033 (“2033 Notes”) and our Convertible Notes due July 1, 2038 (“2038 Notes”) for redemption on June 17, 2013 at a redemption price of 100% of the principal amount. As provided in the indenture governing the 2033 Notes and the 2038 Notes, prior to redemption the noteholders had the right to convert their notes into shares of our common stock at a conversion rate of 19.4174 shares per \$1,000 principal amount at any time prior to June 13, 2013. Substantially all the noteholders exercised their conversion right. We paid \$406.1 million in cash representing the principal amount of the 2033 Notes and 2038 Notes that were converted and issued 1,499,792 shares of our common stock to satisfy the conversion premium. On June 17, 2013, we paid \$0.6 million to redeem the remaining 2033 Notes and 2038 Notes that were not converted.

#### Cash Management

We manage our cash and liquidity centrally through our regional treasury centers in North America, Europe and Asia. The treasury centers are managed by our wholly-owned finance subsidiaries. Each day, operations with excess funds invest these funds with their regional treasury center. Likewise, operations that require funds borrow from their regional treasury center. The treasury centers aggregate the net position which is either invested with or borrowed from third parties. To the extent that our treasury centers require liquidity, they have the ability to access local currency uncommitted lines of credit, the Credit Agreement or issue up to a total of \$1.5 billion of U.S.

Dollar-denominated commercial paper. This process enables us to manage our debt balances more efficiently and utilize our cash more effectively, as well as better manage our risk to foreign exchange rate changes. In countries where we either do not conduct treasury operations or it is not feasible for one of our treasury centers to fund net borrowing requirements on an intercompany basis, we arrange for local currency uncommitted lines of credit. Our cash and cash equivalents decreased \$1,156.8 million to \$1,521.5 million and our short-term investments decreased \$7.7 million to \$12.9 million from December 31, 2012, primarily to fund the redemption of our 2033 Notes and 2038 Notes, as well as funding our seasonal working capital requirement. Short-term investments primarily consist of time deposits with financial institutions that we expect to convert into cash within our current operating cycle, generally one year.

At September 30, 2013, our foreign subsidiaries held substantially all of our cash and cash equivalents of \$1,521.5 million. The majority of this cash is available to us, net of any taxes payable upon repatriation to the United States. Changes in international tax rules or changes in U.S. tax rules and regulations covering international operations and foreign tax credits may affect our future reported financial results or the way we conduct our business.

We have policies governing counterparty credit risk with financial institutions that hold our cash and cash equivalents. In countries where we conduct treasury operations, generally the counterparties are either branches or subsidiaries of institutions that are party to our Credit Agreement. These financial institutions generally have credit ratings equal to or better than our credit ratings. We have deposit limits for each of these institutions. In countries where we do not conduct treasury operations, we ensure that all cash is held by counterparties that meet specific minimum credit standards.

#### Debt Instruments and Related Covenants

We have committed and uncommitted lines of credit. We have a \$2.5 billion committed line of credit, or Credit Agreement, with a consortium of banks expiring on October 12, 2016. We have the ability to classify borrowings under the Credit Agreement as long-term. The Credit Agreement supports the issuance of up to \$1.5 billion of commercial paper. Commercial paper issuances reduce the amount available under the Credit Agreement.

Depending on market conditions at the time, we typically fund our day-to-day liquidity by issuing commercial paper, borrowing under our uncommitted lines of credit or drawing on our Credit Agreement. At September 30, 2013, there were no outstanding commercial paper issuances or borrowings under the Credit Agreement.

Commercial paper activity for the quarters ended September 30, 2013 and 2012, was (dollars in millions):

	2013	2012
Average amount outstanding during the quarter	\$690.3	\$238.3
Maximum amount outstanding during the quarter	\$1,027.5	\$577.9
Total issuances during the quarter	\$4,612.8	\$2,558.0

Edgar Filing: OMNICOM GROUP INC. - Form 10-Q

Average days outstanding	13.8	8.6	
Weighted average interest rate	0.32	% 0.42	%

27

---

Short-term borrowings of \$18.3 million at September 30, 2013 represent bank overdrafts and lines of credit of our international subsidiaries. These bank overdrafts and lines of credit are treated as unsecured loans pursuant to the agreements supporting the facilities.

The Credit Agreement contains financial covenants that restrict our ability to incur indebtedness as defined in the agreement. These financial covenants limit the Leverage Ratio of total consolidated indebtedness to total consolidated EBITDA for the most recently ended 12 month period (under the Credit Agreement, EBITDA is defined as earnings before interest, taxes, depreciation and amortization) to no more than 3.0 times. We are also required to maintain a minimum Interest Coverage Ratio of consolidated EBITDA to interest expense of at least 5.0 times for the most recently ended 12 month period. At September 30, 2013 we were in compliance with these covenants as our Leverage Ratio was 1.9 times and our Interest Coverage Ratio was 10.6 times. The Credit Agreement does not limit our ability to declare or pay dividends.

Beginning August 1, 2013, our Convertible Notes due July 31, 2032 ("2032 Notes") will accrue contingent interest for the six-month period August 1, 2013 to January 31, 2014. Contingent interest of \$2.81 per \$1,000 principal amount is payable quarterly on October 31, 2013 and January 31, 2014. In the third quarter of 2013, we recorded a charge to interest expense of \$2.8 million, representing the fair value of the contingent interest derivative. In addition, effective September 24, 2013, the conversion rate was adjusted to 18.249 shares of our common stock per \$1,000 principal amount. The previous conversion rate was 18.18 shares of our common stock per \$1,000 principal amount. On July 31, 2014, the holders of our 2032 Notes can put their notes back to us for cash and we have the right to call the notes at that time.

At September 30, 2013, the carrying value of our debt and amounts available under the Credit Agreement were (in millions):

	Debt	Available Credit
Short-term borrowings, due in less than one year	\$18.3	\$—
Outstanding Commercial Paper issuances	—	—
Borrowings under the Credit Agreement	—	2,500.0
5.90% Senior Notes due April 15, 2016	1,000.0	—
6.25% Senior Notes due July 15, 2019	500.0	—
4.45% Senior Notes due August 15, 2020	1,000.0	—
3.625% Senior Notes due May 1, 2022	1,250.0	—
Convertible Notes due July 31, 2032	252.7	—
Other debt	0.3	—
	4,021.3	2,500.0
Unamortized premium (discount) on Senior Notes, net	15.0	—
Deferred gain from termination of interest rate swaps on Senior Notes due 2016	17.7	—
	\$4,054.0	\$2,500.0

#### Credit Markets and Availability of Credit

We will continue to take actions available to us to respond to changing economic conditions and actively manage our discretionary expenditures and we will continue to monitor and manage the level of credit made available to our clients. We believe that these actions, in addition to operating cash flow and the availability of our Credit Agreement, are sufficient to fund our working capital needs and our discretionary spending.

In funding our day-to-day liquidity, we have historically been a participant in the commercial paper market. We expect to continue funding our day-to-day liquidity through the commercial paper market. However, prior disruptions in the credit markets led to periods of illiquidity in the commercial paper market and higher credit spreads. During these periods of disruption, we used our uncommitted lines of credit and borrowed under our Credit Agreement to mitigate these conditions and to fund our day-to-day liquidity. We will continue to closely monitor our liquidity and the credit markets. We cannot predict with any certainty the impact on us of any future disruptions in the credit markets.

On July 31, 2014, the holders of our Convertible Notes due July 31, 2032 can put their notes back to us for cash.

## CREDIT RISK

We provide advertising, marketing and corporate communications services to several thousand clients who operate in nearly every industry sector of the global economy. In the normal course of business, we grant credit to qualified clients. Due to the diversified nature of our client base, we do not believe that we are exposed to a concentration of credit risk as our largest client accounted for 2.8% of our revenue for the first nine months of 2013 and no other client accounted for more than 2.7% of our revenue for the first nine months of 2013. However, during periods of economic downturn, the credit profiles of our clients could change.

In the normal course of business, we often enter into contractual commitments with media providers and agreements with production companies on behalf of our clients at levels that can substantially exceed the revenue from our services. Many of our agencies purchase media for our clients and act as an agent for a disclosed principal. These commitments are included in accounts payable when the media services are delivered by the media providers. While operating practices vary by country, media type and media vendor, in the United States and certain foreign markets, many of our contracts with media providers specify that if our client defaults on its payment obligation, then we are not liable to the media providers under the theory of sequential liability until we have been paid for the media by our client. In other countries, we manage our risk in other ways, including evaluating and monitoring our clients' creditworthiness and, in many cases, obtaining credit insurance or requiring payment in advance. Further, in cases where we are committed to a media purchase and it becomes apparent that a client may be unable to pay for the media, options are potentially available to us in the marketplace, in addition to those cited above to mitigate the potential loss, including negotiating with media providers. In addition, our agencies incur production costs on behalf of clients. We usually act as an agent for a disclosed principal in the procurement of these services. We manage the risk of payment default by the client by having the production companies be subject to sequential liability or requiring at least partial payment in advance from our client. However, the agreements entered into, as well as the production costs incurred, are unique to each client. We have not experienced a material loss related to media purchases or production costs incurred on behalf of our clients. However, the risk of a material loss could significantly increase in a severe economic downturn.

## ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a global service business, we operate in multiple foreign currencies and issue debt in the capital markets. In the normal course of business, we are exposed to foreign currency fluctuations and the impact of interest rate changes. We limit these risks through risk management policies and procedures, including the use of derivatives. For foreign currency exposure, derivatives are used to better manage the cash flow volatility arising from foreign exchange rate fluctuations. For interest rate exposure, derivatives have been used to manage the related cost of debt.

As a result of using derivative instruments, we are exposed to the risk that counterparties to derivative contracts will fail to meet their contractual obligations. To mitigate the counterparty credit risk, we have a policy of only entering into contracts with carefully selected major financial institutions based on specific minimum credit standards and other factors.

Our 2012 Form 10-K provides a detailed discussion of the market risks affecting our operations. No material change has occurred in our market risks since the disclosure contained in our 2012 Form 10-K. See our discussion regarding current economic conditions in Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Executive Summary and Liquidity and Capital Resources sections.

## ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within applicable time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is accumulated and communicated to management, including our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, as appropriate to allow timely decisions regarding required disclosure.

Management, including our CEO and CFO, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of September 30, 2013. Based on that evaluation, our CEO and CFO concluded that, as of September 30, 2013, our disclosure controls and procedures are effective to ensure that decisions can be made timely



with respect to required disclosures, as well as ensuring that the recording, processing, summarization and reporting of information required to be included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 are appropriate.

There have not been any changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. KPMG LLP, an independent registered public accounting firm that audited our consolidated financial statements included in our 2012 Form 10-K, has issued an attestation report on Omnicom's internal control over financial reporting as of December 31, 2012, dated February 19, 2013.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

A putative class action challenging the merger was filed on August 5, 2013 on behalf of Omnicom shareholders in the Supreme Court of the State of New York, New York County. The action, entitled Paul Ansfield v. Wren, et al., names as defendants Omnicom and its board of directors, as well as Publicis and HoldCo. It alleges that the members of the Omnicom board breached their fiduciary duties by, inter alia, approving a merger that is purportedly detrimental to Omnicom's shareholders. The action also alleges that Publicis aided and abetted the Omnicom board's breach of their fiduciary duties. The action seeks an injunction barring or rescinding the Business Combination, damages and attorneys' fees and costs.

Two additional purported class actions were subsequently filed in the Supreme Court of the State of New York, New York County: Lee and Lee v. Omnicom Group, et al., filed on August 14, 2013, and Fultz v. Crawford et al., filed on August 20, 2013. Both of these actions name as defendants Omnicom and its board of directors, as well as Publicis, and make substantially the same allegations and seek substantially the same relief as the Ansfield case.

On August 19, 2013, the Plaintiffs in the Ansfield and Lee actions filed a motion to consolidate those actions with each other and with all subsequently filed or transferred actions arising out of the same facts and circumstances, to select plaintiffs as lead plaintiffs and to approve plaintiffs' selection of counsel as co-lead counsel. On October 3, 2013, the Plaintiffs in all three cases asked the Court to consolidate the three cases, and to approve lead plaintiffs and plaintiffs' selection of counsel as co-lead counsel.

Omnicom believes these lawsuits are without merit and intends to defend vigorously against them. Due to the inherent uncertainties of such matters, and because discovery is not yet completed, we are unable to predict potential outcomes or estimate of the range of potential damages, if any. Management does not presently expect that the outcome of these matters will have a material adverse effect on our results of operations or financial position.

In the ordinary course of business, we are involved in various other legal proceedings. We do not presently expect that these other proceedings will have a material adverse effect on our results of operations or financial position.

### Item 1A. Risk Factors

Except for the additional risk factors set forth below, there have been no material changes in our risk factors from those previously disclosed in Item 1A in our 2012 Form 10-K.

Our entry into a Business Combination Agreement with Publicis Groupe may have adverse impacts.

On July 27, 2013, we entered into a Business Combination Agreement (the "Agreement") with Publicis Groupe S.A. ("Publicis"). Consummation of the Agreement is subject to customary closing conditions, including approval by governmental regulators and authorities, including approvals under applicable competition laws, approval of the transaction contemplated by the Agreement by our shareholders and the shareholders of Publicis, the listing of the shares of Publicis Omnicom Group on the applicable stock exchanges, and the absence of a material adverse effect on either our business or the business of Publicis. It is not certain that these conditions will be met or waived, that the necessary approvals will be obtained, or that we will be able to successfully consummate the business combination as provided for under the Agreement, or at all. We face risks and uncertainties due both to the pendency of the business combination as well as the potential failure to consummate the business combination, including:

- We may not realize any or all of the potential benefits of the business combination that could result from combining the businesses of Omnicom and Publicis;

- We will remain liable for significant transaction costs, including legal, financial advisory, accounting, and other costs relating to the business combination even if it is not consummated;

- If the Agreement is terminated before we complete the business combination, under some circumstances, we may have to pay a termination fee to Publicis of \$500 million in cash;

- The pending business combination could have an adverse impact on the Company's relationships with employees, customers and suppliers, and prospective customers or other third parties may delay or decline entering into agreements with us as a result of the announcement of the proposed business combination; and

- The attention of our management and employees may be diverted from day-to-day operations.

The occurrence of any of these events individually or in combination could have a material adverse effect on our share price, business and cash flows, results of operations and financial position.

30

---

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Stock purchase activity during the three months ended September 30, 2013 was:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 2013	235,792	\$63.14	—	—
August 2013	2,689	\$66.39	—	—
September 2013	2,028	\$61.49	—	—
	240,509	\$63.16	—	—

During the three months ended September 30, 2013, we withheld 240,509 shares from employees to satisfy estimated tax obligations primarily related to stock option exercises and vesting of restricted stock. The value of the common stock withheld was based on the closing price of our common stock on the applicable exercise or vesting date. There were no purchases of our common stock during the three months September 30, 2013.

There were no unregistered sales of our equity securities during the three months ended September 30, 2013.

Item 6. Exhibits

(a) Exhibits

- Business Combination Agreement, dated as of July 27, 2013, by and between Omnicom Group Inc. and Publicis Groupe S.A. (Exhibit 2.1 to our Current Report on Form 8-K (File No.1-10551) filed on July 29, 2013 and incorporated herein by reference).
- 12 Computation of Ratio of Earnings to Fixed Charges.
- 31.1 Certification of the Chief Executive Officer and President required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of the Executive Vice President and Chief Financial Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
- 32 Certification of the Chief Executive Officer and President and the Executive Vice President and Chief Financial Officer required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.
- 101 Interactive Data File.

(a) The annexes, schedules and certain exhibits to the Business Combination Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Omnicom hereby agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.



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 thereunto duly authorized.

Dated: October 17, 2013

OMNICOM GROUP INC.

/s/ RANDALL J. WEISENBURGER

Randall J. Weisenburger

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Authorized Signatory)